



Effective Governing Boards

A GUIDE FOR MEMBERS
OF GOVERNING BOARDS OF
PUBLIC COLLEGES,
UNIVERSITIES, AND SYSTEMS

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I N S T I T U T E

The Association of Governing Boards of Universities and Colleges gratefully acknowledges the Commonfund Institute for its generous support of this publication.

Effective Governing Boards: A Guide for Members of Governing Boards of Independent Colleges and Universities

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Printed and bound in the United States of America.

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This guide is dedicated to college and university governing board members—about 50,000 volunteers who give their time, talent, and treasure to make possible the unique form of governance of American higher education institutions.

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FOREWORD

Effective Governing Boards

The long history of volunteerism in America has its roots in colonial religious and educational enterprises. From the beginning, colleges and universities have been independently governed rather than subject to national or state control. This autonomy is a uniquely American tradition, encompassing both public and independent colleges and universities. Over the centuries, the work of academic governing boards—citizen trustees—has become the model for much of the voluntary sector.

This guide provides an overview of the important responsibilities of serving on the board of a public college, university, or system. It is intended to clarify the fiduciary responsibilities for which boards are held accountable. It reminds board members that while the formal authority of a governing board lies within the corporate body, how individual members comport themselves contributes to a board's overall effectiveness. For that reason, this volume should be of value to experienced board members, as well as to those who are relatively new.

Governance of the nonprofit sector has been in the public spotlight recently because of several well-publicized incidents of governance failures. While few of these examples of failed oversight have taken place in college or university boardrooms, the result has been heightened attention from state and federal policymakers. A number of new standards and regulations for board governance have been enacted, and others have been considered. It is essential that higher education's governing boards perform well and demonstrate the highest ethical standards. Successful board performance is vital to protecting institutional autonomy and the traditions of public colleges and universities.

It is also important for boards to support strong and effective institutional leadership. The concept of "integral leadership," championed by AGB, is a means to facilitate appropriate engagement of the governing board at a strategic level while ensuring the successful leadership of a fully empowered chief executive officer. Effective leadership requires clear lines of responsibility, good communication, and a shared commitment to the mission and long-term health of the institution by the board, the president, and the faculty. Integral leadership reflects this vision of working together.

Effective Governing Boards is designed to meet a new standard of governing board engagement. It succeeds previous works written by AGB President Emeritus Richard T. Ingram, who contributed to the development of governance standards throughout his illustrious career. Our goal here is to offer a volume that recognizes the nuances associated with academic trusteeship in an environment that mandates all of higher education to

responsibilities, emphasizing board accountability, academic quality, and board member conduct. It can serve an especially useful purpose in the formal orientation process for new board members and help all board members grasp what is at stake when they commit to serving on an academic governing board.

A board works best when its members are confident that (1) the chief executive displays appropriate leadership; (2) the board is focused on strategic priorities; (3) the board chair and the chief executive have a good working relationship; (4) the chief executive's cabinet is regularly welcomed into board conversations; (5) the faculty are meaningfully engaged in institutional or system governance; and (6) the board operates in a culture of cohesiveness, candor, and transparency.

High-achieving boards, and their committees, are able to think and plan strategically—focusing more on forward-looking issues than on operational oversight. Effective boards understand their relationship to, and broader governance of, the institution as a whole. They recognize their responsibilities as fiduciaries and the necessity to remain independent in their decisions and diligent in their appropriate oversight.

Public colleges and universities ensure the success of individuals, communities, states, and the nation. We celebrate the enduring value of an educated citizenry and recognize the importance of education in overcoming racial and economic inequality. We rely on colleges and universities to be engines for local, state, and national economies. The public interest in higher education is represented by citizen trustees, and our future as a nation depends on their leadership. Supporting governing board members in this effort is a core part of AGB's mission.

I encourage you to consider the board responsibilities outlined in the following pages. Not everyone will concur with all the ideas and recommendations. I do hope, however, that *Effective Governing Boards* will provoke important discussions about these responsibilities and how they fit the culture and history of board members' particular institutions. It might also serve as a resource for potential new members in deciding whether to participate in this important voluntary service.

Effective Governing Boards has been informed by the wisdom of many colleagues whose commitment to the study of academic trusteeship broadens our understanding of this complex subject. I am especially indebted to Robert O'Neil, director of the Thomas Jefferson Center for the Protection of Free Expression at the University of Virginia and former president of that fine university and the University of Wisconsin System, and to Merrill Schwartz, AGB's director of research, for their tireless efforts to ensure that this volume contributes directly to effective board service.

We live in a special time for American higher education. Boards, working in concert with institution leaders, have a challenging role to fill in ensuring their institutions' success.

Richard D. Legon
AGB President
February 2010

INTRODUCTION

Effective Governing Boards

Governing boards of publicly supported colleges and universities differ from one another in myriad ways—size, history, structure, method of selection, length of term, and legal power or authority. Yet each such board and all its members bear a singular responsibility to citizens, taxpayers, students, faculty, staff, and alumni to guide and steward postsecondary education in the public interest. That mission requires the commitment of increasingly scarce resources through which public academic institutions serve the needs of the state and local governments that support them and enhance the quality of life for the citizens of their states. Trusteeship in the public sector is highly visible, both because of inherently high levels of public interest and because public boards are subject to open-meeting and public-records laws. Such visibility also helps public trustees serve as vigorous advocates for the needs and goals of the institutions they govern and as a public voice for this vital sector of society.

The scope and responsibility of public boards vary greatly—from those that govern the affairs of a single freestanding institution to those that are charged with guiding a multicampus state university system. The types of institutions that make up the public sector of higher education are equally diverse, ranging from two-year community colleges to advanced graduate and research institutions. Further, many comprehensive public universities have long conferred associate's, baccalaureate, and graduate degrees at the same commencement, and other institutions are changing character (for example, growing numbers of community colleges have been authorized to offer upper-division courses and bachelor's degrees in addition to lower-division programs, certificates, and degrees). The rich variety of the public sector also includes a number of institutions that have historically served the needs of African Americans (HBCUs), American Indians (tribal colleges), and other minorities, as well as women, although many of these institutions actively seek to broaden their appeal while retaining a vital legacy. Collectively, public institutions educate more than three-quarters of American college students and provide them with an essential and valuable resource that benefits their families and society as well.

Even the seemingly simple designation “public” masks important variations. Most institutions are so labeled in a state constitution or statute because they draw significant support from direct state appropriations, although in New York City and a few other communities, vestiges remain of a once-extensive network of municipally supported universities. At one end of the spectrum of institutions that receive substantial state support are the great majority that are fully and unqualifiedly public institutions. At the other end are several otherwise wholly private institutions (notably in upstate New York) that host state university programs and receive or administer public funds for the education of students enrolled in those programs. In between lie institutions that are referred to as “state assisted” or “state related” because they have multiple funding sources and a declining percentage of support provided by public appropriations. Further blurring the public-private distinction are institutions such as the University of Vermont and the University of Delaware that serve many essential needs of the public sector while retaining a distinctively private character and governance. The governance of those and other institutions may vary in ways that reflect their hybrid quality. Some have board members chosen by state government as well as board members selected by the board, as is common in independent colleges.

There has also been change over time in both directions. Most notably, Rutgers (now officially designated the State University of New Jersey) evolved from a private institution, and Tulane traveled in the opposite direction from its origins as the University of Louisiana. Tulane’s roots are reflected in the continuing presence of several public officials on its otherwise wholly private board of trustees—a curious blend that is shared with such private peers as Dartmouth and Yale.

The governance structure of higher education also varies substantially from state to state. At one end of the spectrum are states such as Alaska, Hawaii, and Wisconsin, where a single statewide board governs and establishes policy for a group of vastly different campuses. At the other end are several states, including New Jersey and Virginia, where each public four-year institution has its own governing board. In between are a host of different models, including some with several multicampus systems or a mix of systems and single-campus governing boards, such as Colorado and Texas. The oversight of public higher education in a state often involves another level of governance—a statewide coordinating board. This type of board plays an important role in planning for the state’s changing needs, balancing aspirations among institutions in the state, and coordinating higher education programs offered in all postsecondary institutions. It may have the authority to approve new programs or institutions and to work with the state legislature on budget planning, student financial aid, and public support for private colleges and universities.

When it comes to the legal status of public institutions, a critical difference exists between the small number of boards that enjoy substantial autonomy under state constitutions and the greater number of boards that are subject to legislative control because they derive their authority from statutes. The University of California’s regents and the governing boards of Michigan’s senior institutions exemplify the constitutional model. In Michigan, this model has proved to be the source of substantial protection for board autonomy through the courts.

Nowhere are differences among the states more pronounced than in the way board members are chosen. The dominant model for four-year institutions involves appointment by the governor. Appointments are usually subject to confirmation by the state senate, often following review and recommendation by the senate’s education committee (which may hold a hearing on each trustee-designate). Yet for six boards in four states—Colorado, Michigan, Nebraska, and Nevada—public board members are popularly elected on either a statewide or a regional basis. Among two-year colleges, local election is the most common selection process. The elected or appointed trustees are sometimes joined by ex officio colleagues, who usually represent (and thus derive their authority from) a separate entity, such as the university’s alumni body. Many public boards also include student or faculty trustees. They are sometimes selected by the governor, but elsewhere they are chosen either by other board members or by their peers.

Governance in systems deserves special mention. Although multicampus systems now account for roughly two-thirds of all public colleges and universities, they are of surprisingly recent origin and have expanded rapidly during the past couple of decades. In most cases, such systems have either evolved from single-campus state universities or have resulted from mergers of historically separate campuses or amalgamation of earlier and smaller public systems. In this guide, responsibilities of board members are described as if there were but one governing board. While these governance responsibilities apply equally to systems, the ways in which governance is practiced may vary. Authority may be vested entirely in the system board, or there may be a local governing board for each institution to which some degree of authority is delegated. For example, the system may delegate to each institutional board the authority for the search, selection, and assessment of the institution’s president but still retain final budget authority at the system level. In other states, the system board may serve primarily as a coordinating board, delegating most governance responsibilities to its institutions’ local governing boards. Board members in systems will recognize the governance responsibilities described here but will have to apply them to the governance structure in which their particular system and its institutions operate.

In these and many other ways, the universe of public trusteeship is complex and varied. No two states approach the governance of public higher education in precisely the same fashion, nor in American higher education should rigid uniformity be expected. Despite major differences that preclude easy generalization, public college and university board members do bear several universally shared responsibilities, which will be more fully described in the pages that follow. Of those obligations, four deserve special emphasis at the outset.

First, board members should respect the public trust they hold and ensure that the public purposes of higher education are served. They must balance the needs of the institution and the state, pursuing what is best for the public they serve and the institution they govern.

Second, board members should serve as advocates for the value of public higher education. They should focus on ways colleges and universities can enhance the quality of life for citizens by providing needed educational services, access, and equity and bring their resources to bear in addressing current and future challenges facing the state and its communities.

Third, board members should reflect in their deliberations and decisions the interests of the institution whose destiny they guide, however forceful may seem competing personal interests or the inappropriate dictates of a public official or body from which their authority derives. The board's role is preserving the college's or university's autonomy, determining its needs, and pursuing its interests.

Fourth, however diverse the paths that bring board members to the boardroom and however intense may be the differences among their views, board members should speak publicly with a single voice even on the most contentious issues. Disparate opinions should not be stifled or suppressed, but the public advocacy of a consensus position is important. No responsibility of a public board member is more imperative or more difficult to attain.

The Rewards and Challenges of Trusteeship

Along with their full measure of responsibilities, board members derive great satisfaction and pride from their role in serving a college, university, or system. Attending athletic events, lectures, concerts, and many other campus activities represents only the most obvious source of enjoyment and engagement. Helping shape the institution's mission, recruiting and supporting strong senior leadership, garnering and nurturing adequate resources, enhancing ties between campus and community, and helping the institution respond to inevitable challenges and opportunities—these represent the less obvious but equally vital dimensions of trusteeship.

The expectations of those who serve on college and university boards are commensurate with the benefits and opportunities. Board service presupposes a high level of commitment to the institution and its welfare, a commitment to the broad public interest, observance of the highest ethical standards and principles of fiscal integrity, a readiness to explore challenges with fellow board members and seek consensus, and an appreciation of the vital difference between a board's role in shaping policy and monitoring results and a president's or chancellor's role in implementing such policy. Facing the many issues that are likely to arise in the academic boardroom requires an open mind, uncommon wisdom, an ability to absorb and apply large amounts of information, and a dash of courage, as well as an appropriate degree of skepticism.

The Traditions of Trusteeship

The American system of college and university governance emerged from colonial roots, reflecting both early experience and the clear imprint of a burgeoning democracy. Colonies, and later states, chartered boards to engage in a remarkable degree of self-regulation in guiding early institutions of higher learning. Such empowerment made for inevitable conflicts that would eventually reach the courts. So it was that in the Dartmouth College case of 1819, the U.S. Supreme Court affirmed not only the general sanctity of a contract but quite specifically the autonomy of an independent college board to govern an institution as a chartered corporate entity. That judgment ensured the independence of both public and private institutions and shaped the course of American higher education governance. Although Dartmouth was a private institution, like most of its colonial peers, it had strong governmental ties. Moreover, the autonomy to which the Supreme Court gave legal sanctity in the Dartmouth case would avail public as well as independent institutions of higher learning.

Today, higher education institutions enroll nearly 18 million students: 13.2 million students in 1,686 public colleges and universities and 4.6 million students in 2,615 independent colleges and universities (Table 1). Of an estimated 50,000 men and women who serve as members of the governing boards of these institutions, about 10,000 serve on the boards of public colleges, universities, and systems.

TABLE 1. NUMBER OF DEGREE-GRANTING INSTITUTIONS, FALL ENROLLMENT, AND TOTAL FACULTY, 2006–07

| | TOTAL | PUBLIC | INDEPENDENT |
|-----------------|------------|------------|-------------|
| Institutions | 4,301 | 1,686 | 2,615 |
| Fall Enrollment | 17,758,870 | 13,180,133 | 4,578,737 |
| Faculty | 1,290,426 | 841,188 | 449,238 |

Source: Thomas D. Snyder, Sally A. Dillow, and Charlene M. Hoffman, *Digest of Education Statistics 2008* (Washington, D.C.: National Center for Education Statistics, Institute of Education Sciences, U.S. Department of Education, 2009), tables 194, 197.

The dramatic contrast in how an institution of higher learning and almost any other corporate entity are guided and shaped affects every dimension of a board's responsibility and activity. In addition to serving the unique mission of educating the next generation's leaders, colleges and universities are charged with nurturing research on the frontiers of knowledge. Their laboratories differ significantly from corporate or government laboratories, where research tasks are assigned, even to the most eminent investigators, and are closely regulated to meet defined expectations and yield specific outcomes. The concepts of academic freedom and free inquiry and the tradition of shared governance that are integral to the academic community are virtually unknown elsewhere. Given such stark differences, the orientation of new board members to their unique role in governing academic institutions is crucial, along with continual reminders even for seasoned board members.

In the following pages, you will find a list of the governing board's basic responsibilities, a description of each of these responsibilities to help new and experienced board members understand and fulfill them, and guidance on exemplary practices of effective governing bodies. We hope these standards and ideals inform you of your obligations as a board member and inspire you to set high standards for, and contribute to, the institution you are committed to serve.

Those new to trusteeship or in need of more in-depth information on particular topics for service on a committee or in a leadership position may find additional resources helpful. Recommended publications, services, and programs are offered at the end of this guide. Included are publications on understanding and building effective relationships among system boards, system heads, presidents of institutions in systems, and members of local quasi-governing boards.

THE GOVERNING BOARD'S BASIC RESPONSIBILITIES

Effective Governing Boards

The fiduciary role of the governing board of a public college, university, or system has many facets. Most notably, a board should recognize and accept these basic responsibilities:

1. Ensure that the institution's mission is kept current and is aligned with public purposes. In the case of a multicampus system, ensure the alignment of each campus's mission with the system's vision and public purposes.*
2. Select a chief executive to lead the institution.
3. Support and periodically assess the performance of the chief executive and establish and review the chief executive's compensation.
4. Charge the chief executive with the task of leading a strategic planning process, participate in that process, approve the strategic plan, and monitor its progress.
5. Ensure the institution's fiscal integrity, preserve and protect its assets for posterity, and engage in fundraising and philanthropy.
6. Ensure the educational quality of the institution and its academic programs.
7. Preserve and protect institutional autonomy, academic freedom, and the public purposes of higher education.
8. Ensure that institutional policies and processes are current and properly implemented.
9. In concert with senior administration, engage regularly with the institution's major constituencies.
10. Conduct the board's business in an exemplary fashion and with appropriate transparency, adhering to the highest ethical standards and complying with applicable open-meeting and public-records laws; ensure the currency of board governance policies and practices; and periodically assess the performance of the board, its committees, and its members.

1. Ensure that the institution's mission is kept current and is aligned with public purposes. In the case of a multicampus system, ensure the alignment of each campus's mission with the system's vision and public purposes.

The approval and dissemination of a mission statement are central responsibilities of the governing board, even in states where constitutional or legislative mandates may materially affect that process. Such a statement not only describes the institution's current character but even more importantly expresses its aspirations, reflecting both the larger context of higher education and the distinctive nature of the institution for which it speaks. Basic values are thus a vital component of any mission statement.

At publicly supported colleges and universities, a mission statement should clearly reflect the institution's and the board's commitment to serve the goals and objectives of the state through human and economic development and other means. Each public college's, university's, or system's stated mission should also comport with statewide higher-education imperatives and the individual missions of its public peers. In a multicampus system, a comprehensive mission statement should recognize the system's overall goals and tasks. It should also acknowledge differences both among the missions of the constituent institutions (whose origins and strengths may differ sharply in ways that define their distinct missions) and between the campuses' missions and the system's mission. The mission of the system should ideally represent a whole that transcends the sum of its parts.

A mission statement provides unique and indispensable guidance to the campus community and to countless others who engage with the institution. Not surprisingly, a first task for an accreditation visiting team is usually to review the current mission statement. As the visit develops, the team appraises the statement's congruence with institutional objectives, programs, services, and resources. The board should therefore be familiar with the content of the mission statement and should periodically review it to ensure concordance between the mission and reality, both present and future. When the statement is obsolete, overseeing its updating is a major board responsibility. Revising it is a sensitive and demanding process that should engage all the institution's stakeholders—faculty, students, staff, alumni, and community—because all have a vital interest in the resulting declaration. The mission statement should be concise enough to be widely disseminated, and it should be specific enough to be unique to the institution it represents.

Finally, board members should be advocates for the mission statement, as well as the institution for which that statement speaks. They should be sufficiently familiar with the institution's mission to respond readily and accurately to relevant questions from the campus community and beyond.

Questions to consider about institutional mission:

- In what ways does a publicly supported college's or university's mission statement commit the institution to meet and serve statewide higher education plans or needs?
- When was the mission statement last revised? What is the process for changing it, including approval at the state level, if necessary?
- Are there important aspects of institutional character or values that are not adequately reflected in the mission statement?
- How does the mission statement differentiate the institution from other colleges and universities?
- How does the board know that the institution is successfully fulfilling its mission?
- Has the board considered the long-term consequences and related resources required for any possible expansion of the institution's mission?

2. Select a chief executive to lead the institution.

Selecting a chief executive is among the paramount responsibilities of a governing board. In *The Leadership Imperative* (AGB, 2006), the AGB Task Force on the State of the Academic Presidency in American Higher Education notes the importance of the president to the success of an institution:

No leader comes to personify an institution in the way a president does. A president must provide leadership in maintaining the institution's academic integrity and reputation. He or she must assimilate and tell the institution's story to build pride internally and support externally. The president has primary responsibility for increasing public understanding and support for the institution as a contributor to the nation's continued vitality and well-being, and must lead the institution as it confronts new external challenges.

The gravity of the task of selecting a president creates several imperatives for a governing board. Essential to effective leadership is board recognition of the need to delegate to the chief executive officer many tasks over which it may hold legal authority. An effective president must be able to lead and manage the institution and remain confident that the governing board will not seek to intervene or preempt that role. A board that insists on micromanagement or recurrent interference dooms an effective presidency from the outset.

The selection process requires careful board attention. A special search committee should be appointed, and it should be given ample time and support to sustain an invariably demanding task. The committee, chaired by a member of the governing board, should reflect the diversity of the institution's constituencies by involving representatives of those groups through direct membership or in advisory roles. It should first assess the current status of the institution and then identify key criteria to guide the selection process. Choosing a professional search firm at this stage may be helpful, if not essential. The board must be cautious, however, and should avoid possible preemption by an external consultant of the board's authority and responsibility.

The selection of leaders in multicampus systems is distinctive in two respects. One is simply a matter of terminology. In the United States, the titles “chancellor” and “president” are used inconsistently. In some systems, the person who leads the entire system is the chancellor, and the campus heads are presidents. In others, the system head is the president, and campus heads are chancellors. The process of choosing leaders also varies from system to system. Although campus heads are invariably chosen by the system chief executive and appointed or confirmed by the system board, local councils or boards (for example, in the University of North Carolina System or the State University of New York System) may screen candidates and make initial recommendations that are customarily followed at the system level. Thus, while the ultimate authority is consistent across systems, the degree of delegation and local initiative may vary substantially among different structures.

Although creating a diverse candidate pool is a legal requirement for most presidential searches, it should also be an institutional imperative. The pool not only should reflect racial and gender diversity but should in other ways recognize the variety of constituencies the institution serves and hopes to attract. Barring exceptional circumstances, internal candidates should be given equal consideration, although familiar prospects should not be afforded special consideration. A critical factor in shaping the pool may be the willingness of candidates to risk public disclosure of their potential interest. While private universities and a few in the public sector are able to conduct confidential searches, the freedom of information laws of most states demand some disclosure about the search process. Some such laws require the public identification of virtually all candidates beyond the initial stage and may thus discourage promising prospects from risking unwelcome publicity as a cost of candidacy. The board or search committee should obtain legal counsel regarding the state’s open-meeting and public-records laws, ensure the search process complies, and inform candidates of applicable provisions.

While not every candidate needs to bring extensive faculty service—indeed, some of the most able presidents have not been scholars—a keen appreciation of academic values and interests should be a prime prerequisite. A board composed mainly of nonacademics, as most are, thus bears particular responsibility in this regard to elicit input from faculty and student members on the search committee. Such input could, for example, properly raise concerns about an otherwise promising candidate who has shown unfamiliarity with academic values and leadership.

After carefully reviewing candidates and developing a short list, the committee typically invites candidates for campus visits. The selection of the new president should be made by the entire board from the finalists recommended by the search committee. If the appointee has held a faculty post elsewhere, a suitable academic appointment should accompany the administrative role. State laws may directly constrain the board’s discretion in determining salary and other benefits. The virtual certainty that such arrangements will become public in most states imposes a further, if indirect, constraint upon the hiring process. Boards should seek counsel on the implications of the state’s open-meeting and public-records laws regarding the appointment process and

The new president’s compensation—salary, benefits, and such—should be approved by the full board, and undisclosed collateral agreements between an appointee and a board chair or committee chair are to be avoided. There should be a clear initial agreement about eligibility for positions on corporate boards (which may enhance the institution’s service to the state), reimbursed club memberships, foreign travel, and other elements of compensation and benefits. The new president should be expected to develop and share his or her goals with the board, either at the time of appointment or soon thereafter, since the appraisal of the chief executive’s performance requires mutually acceptable goals.

When public-meeting laws do not require the board to act in public, a public announcement should be made, preferably by the board chair, immediately following official board action. Introducing the new president to the campus and to the larger community is a vital task for the board. Even if that person has long service at the institution or close ties to it, assumption of the presidency creates new relationships, obligations, and opportunities.

The transition of presidents offers a special opportunity for board leadership. The board should honor the service of the outgoing president and determine that person’s role, if any, going forward. To provide a sound foundation for the new president, the board should ensure that he or she is clear about board expectations and the culture of the board and is confident of the board’s support.

Questions to consider about presidential selection:

- Have the board and its search committee developed a process for selecting the new president that will be widely respected and will lend legitimacy to the selection?
- Has the board established a meaningful way to make the candidate pool diverse, especially taking into consideration how diversity addresses institutional goals and needs?
- What steps may be taken, consistent with freedom of information laws, to reduce the risks of premature publicity about the search or the identification of individual candidates who have requested confidentiality?
- Does the statement of expectations used for the search provide to prospective candidates a clear picture of institutional needs and a solid basis for assessing the performance of the new president at the end of the first year and beyond?
- Do the relevant constituencies (including major state policymakers and the K–12 educational sector) have a meaningful stake in the search process, either through membership on the committee or in other ways?
- Has the board given adequate consideration to succession planning and future searches even as one search concludes?
- Has the board made clear its expectations for the president’s partner and specified the perquisites, if any, that might be provided?
- If there is a residence for the president, has the board prepared it in advance and made essential repairs, sparing the new president potential criticism for incurring such expenses?

3. Support and periodically assess the performance of the chief executive and establish and review the chief executive's compensation.

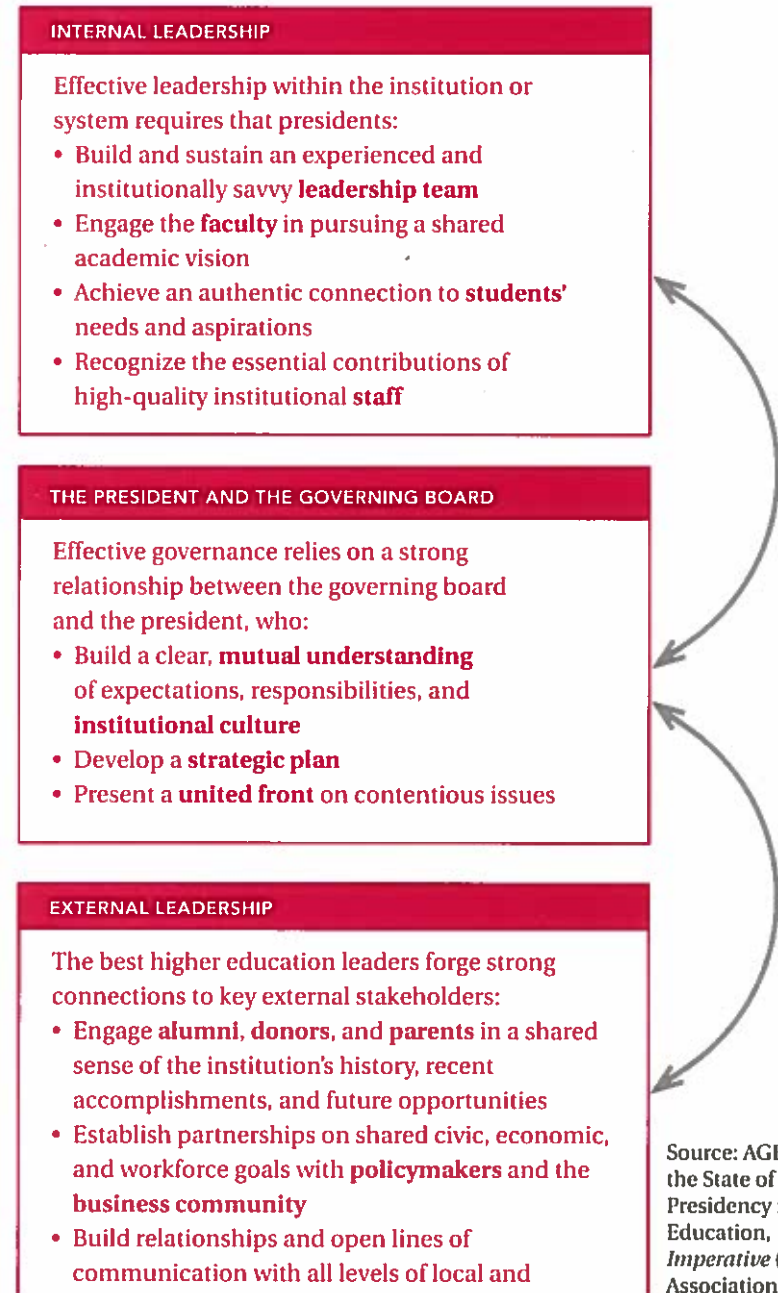
A board supports the institution's chief executive officer in numerous ways—for example, establishing valuable contacts with constituent groups, publicly defending the president against inevitable criticism, aiding in making friends and raising funds for the institution, and attending important university events at which board-member presence and participation enhance both the appearance and reality of collaboration. The degree of board involvement in such tasks varies substantially among multicampus systems because of size and scale. Boards that govern two or three campuses are better able to provide such support than those that govern a dozen or more separate sites. In some systems, local institutional boards fulfill much of this role. Of special importance is the crucial and sensitive relationship between the president and the board chair, since the chair often serves as guide and confidant even to a seasoned chief executive. The president must be assured of the board's full support when controversial positions must be taken publicly. While differences are inevitable, they properly remain within the boardroom. Exemplifying the concept of "integral leadership," a healthy board-president relationship transcends merely personal ties between the institution's leaders and markedly enhances institutional interests (Figure 1). In *The Leadership Imperative* (AGB, 2006), AGB's Task Force on the State of the Academic Presidency in American Higher Education posits an optimal model for the board's role in working effectively with the president:

A board contributes to a successful and effective presidency in several ways: by establishing a clear understanding of expectations; by linking a new president to a network of experienced community, business, and policy leaders who can help the president assimilate the institution's distinctive culture; by charging the president to build an effective leadership team and to develop a strategic plan; by standing behind a president on controversial matters; and by not undermining a president through the imposition of personal agendas.

Occasional criticism of the president by campus groups may be especially difficult for a board, since board members often live some distance from the campus and only meet periodically. Yet whenever such concerns reach the board, the president should receive the benefit of any doubt. The board, or the board chair, should promptly inform the president of the concerns and help in seeking a resolution. The board chair can be an essential source of ongoing support for the president and should regularly communicate with him or her. While sometimes a private remonstrance or even rebuke to a chief executive may be warranted, individual board members must take great care not to escalate a conflict with public statements. Such publicity not only undermines the president but also diminishes confidence in the board's governance. Further, an institutional commitment to openness and transparency does not in any way require public airing of differences between the board and administration or among board members.

FIGURE 1. INTEGRAL LEADERSHIP

Collaborative but decisive integral leadership is key to strengthening colleges and universities as well as renewing public trust in higher education, requiring leaders to function effectively in many domains.



A board responsibility only slightly less critical than appointing a new president is regularly reviewing performance and adjusting compensation on the basis of such reviews. The process for assessment should be discussed with the president and agreed to in advance. The primary purpose of the review should be to enhance the performance of the chief executive—that is, it should be a formative process—in a manner that benefits the institution or system. A key element of this relationship is a carefully developed and clearly understood set of strategic goals, expectations, and associated metrics for the chief executive. At a predetermined time in each academic year—ideally a time not complicated by other urgent or critical tasks—the board or a designated committee should meet with the president to review carefully his or her performance.

Following the review, the full board (usually on recommendation of its compensation or executive committee) should consider and approve an adjustment both in salary and in related benefits. An effective compensation review should be guided by a written policy that provides for an impartial committee, comparative data, decision by the full board, and appropriate public disclosure. Any adjustment should reflect the board's awareness of appropriate benchmarks both within the institution and in the larger marketplace of college and university chief executives. Even if the new compensation package is approved by an executive, compensation, or personnel committee, any other board member who seeks information should be fully informed of all details contained in the recommended or approved agreement. With increased scrutiny of compensation packages for chief executive officers throughout the nonprofit sector, and especially within publicly supported institutions of higher learning, a high level of transparency within the board is imperative.

In the occasional case where an annual review yields a negative judgment, the board should make every effort to guide the chief executive toward improved performance during the coming year, clearly explaining its expectations and the criteria by which improvement (or failure to improve) will be assessed. Only if the institution's needs (or the gravity of the shortcomings) demand an immediate change in leadership should a single negative review cause the termination of a presidential appointment—even though every person who assumes such a post recognizes that he or she serves at the pleasure of the board.

Periodically—perhaps every three to five years—the board should engage in a deeper and more comprehensive assessment of the president, which would include the views of other constituencies. This more formal assessment may involve a special board committee and an outside consultant, who can confidentially confer with members of the campus, the surrounding community, relevant state and local government officials, alumni, and others.

Questions to consider about support of the chief executive, performance assessment, and compensation:

- How does the board demonstrate its support of the chief executive?
- What special considerations and expectations should shape the evaluation or assessment of a public college or university president's performance (for example, evidence of institutional and presidential commitment to help meet the state's needs and enhance the quality of life for its citizens)?
- How should the board work with the president to develop the criteria that will guide the annual performance review?
- Is the process by which the board carries out a periodic comprehensive assessment of the president communicated appropriately to constituents, including relevant state agencies and officials?
- How, if at all, should the results of an annual presidential review be shared with the campus community and with relevant state and local officials?
- What benchmarks and other sources should be consulted in the process of adjusting a chief executive's salary and benefits?

4. Charge the chief executive with the task of leading a strategic planning process, participate in that process, approve the strategic plan, and monitor its progress.

The chief executive should periodically be charged by the board to lead a strategic planning process. That process requires a clear understanding between the board and the president, as well as within the board itself, to determine what may realistically be expected regarding both process and outcome. How boards engage in a planning process and oversee it varies. Some establish an ad hoc planning committee, some assign board engagement to the executive committee, and some assign aspects of the process to all relevant standing committees.

The actual planning process must engage all the relevant campus constituencies—faculty, students, staff, alumni, relevant state and local government officials, and members of the broader community of which the institution is a vital part. Like the mission statement, the strategic plan for a publicly supported college, university, or system should reflect and contribute to achievement of the state's goals and priorities by focusing on areas through which public higher education can make significant contributions, such as teacher education or advanced research programs. Campus plans should build on or be aligned with system plans and the statewide agenda.

Sometimes, this process builds on an existing plan that already has board approval and needs only to be updated. At other times, there is either no such plan or one so obsolete that a new planning activity is required. While the planning process need not be initiated immediately after a new president assumes office, early action may help the president provide appropriate strategic leadership sooner than would otherwise be the case.

The board's role in this process has several dimensions. The president should be assured of board support when addressing critical issues about the institution's future. Board involvement in approving the planning process and helping shape potential outcomes is crucial to the success of the process and should precede analysis of specific components. Especially because strategic planning involves assessing priorities, board backing is critical even to posing such daunting questions as whether a program or discipline should be enhanced in the coming decade, de-emphasized, or eliminated or whether a campus should be built, expanded, or closed. While the board should not consider, much less resolve, the merits of such issues when it launches the process, it must signal to the campus community its willingness to have the president and the planners address them and its ultimate receptiveness to what could include unpopular recommendations.

The president should keep the board fully informed as the process unfolds, even to the extent of flagging potential flashpoints before they become public. And the board should regularly reaffirm its readiness to confer with the president at any time during the planning process.

The board's most critical role is at the final stage. A board must receive and digest the strategic plan well before the meeting at which final approval will be considered. Although it is the president's task to apprise the board of any implications of specific recommendations, board members should be sufficiently informed to optimize the discussion time when the board does convene to address the plan. Given the importance of potential actions, board members should not hesitate to seek additional guidance or defer final action until further insight has been provided. In the end, the board must be ready to assume shared responsibility for a plan that could include controversial proposals it deems vital to the institution's future. Such a role may indeed constitute a governing board's greatest challenge and its finest hour. For a plan to have meaning, it needs to be evident in the president's priorities, the institution's budget, fundraising activities, the board's agenda, and the life of the institution. Monitoring progress on strategic planning goals should be woven into the board's work and revisited regularly.

Planning within multicampus systems may differ substantially from framing the charter of a single campus. Maintaining an appropriate balance between central authority on the one hand and institutional autonomy or creativity on the other poses a special challenge for planners at the system level. System boards must understand and appreciate the mission of each campus and where that mission fits within the system. Multicampus planning should focus the system's efforts on assessing and meeting broad statewide needs, marshaling and committing the distinctive potential of each campus, and maximizing the potential of coordination and collaboration, such as joint degree programs. Systemwide planning should fashion a total academic response that surpasses the sum of the constituent parts.

Questions to consider about strategic planning:

- When was a planning process last conducted? What records and reports, including evidence of implementation, are available?
- Which public needs should receive special attention in the strategic planning process? How can the institution most effectively contribute to meeting these public needs?
- How can the institution's strategic plan best meet the overall educational needs and values both of the immediate community and of the state as a whole? Does the institution's plan (or the plan of each institution in a system) align with the public agenda or state master plan?
- Is the board using the current plan to guide budget allocations and other policy decisions, thus signifying its level of commitment to the planning process?
- Should the full board address strategic planning? Or should the board appoint a strategic planning committee or use its executive or other standing committee?
- What provision should be made early in the process for seeking campus consideration of planning proposals? How can the chief executive and board appropriately engage faculty bodies and their leaders?
- Is the time frame established for the planning process realistic? Have goals and deadlines been established to keep the process on track?

5. Ensure the institution's fiscal integrity, preserve and protect its assets for posterity, and engage in fundraising and philanthropy.

Few responsibilities of a college, university, or system governing board merit closer attention than that of ensuring the institution's fiscal integrity. The board is the ultimate fiduciary of the institution, although day-to-day operations are properly delegated to the administration. The board not only bears legal responsibility for approving the annual budget and monitoring the institution's fiscal welfare but is increasingly held accountable on campus and well beyond for an exceptional measure of fiscal integrity. To fulfill this responsibility, the board should ensure that it receives pertinent information and allows sufficient time to consider strategic financial issues.

State college, university, and system boards also serve a special role in balancing state appropriations with tuition income, carefully weighing the practical effect of tuition and fees on the affordability of the college experience for students and their families. Public institutions' boards should monitor such fiscal data as program costs, regularly reviewing and assessing the productivity of various academic sectors. The marshaling of this data and the exercise of oversight of the university's expenditures should make boards especially effective and well-informed advocates for adequate state appropriations.

The public's perception of an institution's fiscal integrity is profoundly shaped by the standards prescribed by the governing board. At the very least, fiscal integrity entails rigorous compliance with all applicable federal, state, and local laws. Legal compliance demands greater and more detailed knowledge than what a typical board member brings from business, professional, or civic experience. Thus, gaining an understanding of the legal environment of higher education is a vital element of board education and places major responsibility on the institution's general counsel or legal staff and board professional.

Multicampus system boards properly delegate to the campus level a host of operational financial and budgetary matters. These boards must, however, retain full authority and responsibility over certain nondelegable priorities, such as setting fiscal policies for all campuses, presenting a system budget to state government, ensuring fiscal integrity by scheduling and reviewing the results of audits, and implementing regulations on conflicts of interest. Rigorous conflict of interest standards require regular reports as well as resolution of potential conflict-creating relationships.

Beyond what the law minimally requires of colleges and universities, boards should impose upon themselves the highest standards of fiscal integrity and accountability. Regular reviews of required audits—external and internal—are part of board accountability. Boards should devote special attention to such sensitive issues as auditor independence, audit committee procedures (including independence and financial literacy), conflict of interest, whistleblower protection, document-retention policies, transparency and accountability in governance, and financial disclosure beyond what is legally required.

As the ultimate monitor of expenditures, the board bears final responsibility for ensuring that financial resources and their use comport with the priorities and outcomes identified in the institution's strategic plan. The board is in a key position to take a longer, prospective view, investing in strategic priorities beyond annual budget decisions. Oversight also entails a board commitment to monitor both educational quality and institutional productivity by requesting and reviewing periodic reports of such measures by the administration. This strategic work may benefit from periodic joint meetings of the finance and academic affairs committees or from board retreats. The focus of these meetings might be a question such as the following from Jane V. Wellman in *Strengthening Board Capacity for Overseeing College Costs* (AGB, 2006): "Where will the institution be financially in the next decade if it continues the patterns of the last decade in undergraduate enrollments, prices, tuition discounting, costs, and student-learning outcomes?" The board should consider whether budget decisions reflect strategic priorities and commit institutional resources to what is deemed most important.

Assessing and managing risk is another vital (though too often undervalued) dimension of a public university board's fiscal responsibility. The board should ensure that the administration has a comprehensive risk assessment and management plan and that the plan is consistent with the institution's mission, the board's risk tolerance, and the current conditions and activities of the institution. Until recently, relatively few academic institutions—or for that matter even major nonprofit organizations—rigorously addressed risk management in a way that engaged the board. Questions about risk may have arisen incidentally in the course of other inquiries, but expert guidance was seldom available and board engagement was minimal. The 21st century, however, has brought a dramatically heightened interest in risk management. Board members with business and professional backgrounds are likely to appreciate the importance of this area. Every board should assure itself of risk-assessment capability within or readily available to the institution. Where resources seem inadequate, the board should charge the administration to fill that gap and report regularly not only on the risk-assessment process but also on specific risks that the process has identified—whether they involve the institution's finances, investments, campus safety, student mental health, IT security, liability for overseas study programs, or, of equal significance, reputation.

Almost as much for state-supported as for private college and university boards, the garnering and stewardship of private resources represent an important challenge. High among the board's duties is to preserve and protect the institution's basic assets, as well as to enhance those assets. The board should establish and regularly monitor policies that govern the institution's endowment—often administered through a university-related foundation. Through such review, it should ensure faithful adherence to donors' conditions and to relevant tax and other legal constraints. Even where a completely separate board governs a university-related foundation, regular communication and a memorandum of understanding between the institution and foundation are crucial to define the respective responsibilities of the two entities and to ensure that the foundation's actions serve the needs of the university with which it is affiliated. Foundation supplements for the salaries of university officials, whether the president or a coach of a major sport, must comport with the university's policies and procedures as determined by its governing board and should not undermine board authority. Patterns of fundraising and stewardship vary widely among multicampus systems, ranging from those with a single systemwide foundation to those where each campus has its own foundation, solicits its own alumni and community, and operates independently of its sister institutions. In the latter structure, the board can support and facilitate an approach to fundraising that seeks joint campus opportunities and projects and coordinated donor requests where feasible.

Since board members represent a major resource for institutional advancement, they bear a special responsibility for personal philanthropy to the institution they serve. Although this is rarely an explicit condition for board service in a public institution, it is appropriate to set an expectation that all board members contribute to the institution annually and during comprehensive campaigns, commensurate with their ability to give. Board members must be public advocates for the institution and its needs and thus should work closely with the president and the institutionally related foundation in seeking additional philanthropic support from sources—private, corporate, foundation, and governmental—to which they have or could establish access.

Lastly, besides faculty and institutional reputation, the most valuable asset of most colleges and universities is the physical campus. It deserves protection and stewardship by the board. Ensuring appropriate reinvestment in this vital asset is properly an inescapable and abiding priority.

The board serves in a unique position to plan for the long-term interests of the institution, protect intergenerational equity, and weigh the always competing priorities for financial resources. Integrating financial, academic, and campus planning—joining mission, vision, and planning in a master plan for the future of the institution—requires the leadership of the president and the stewardship of the board.

Questions to consider about guarding fiscal integrity:

- How much “financial literacy” should be expected of board members, especially those asked to serve on the audit, finance, and investment committees?
- What information should board members—especially those who are not members of the finance committee—receive about the institution’s fiscal affairs?
- In addition to reviewing and monitoring the annual budget, does the board examine trends and comparative data on revenue, expenditures and debt, and key indicators, such as instructional expenditures per FTE student, in the context of institutional strategies and goals?
- Are members of the board informed of expectations for personal philanthropy, if any? Do they support the institution commensurate with their ability to give?
- How best can considerations of risk—both positive and negative—be made an integral part of the board’s decision-making process?
- How does the board regularly assess the status of the institution’s various assets, including physical, human, and reputational assets?
- Do the leaders of the institution and its related foundations ensure that fundraising priorities and expenditures from investments are aligned with the institution’s interests, policies, and priorities? Does the spending rule of the endowment meet institutional needs and protect intergenerational equity?

6. Ensure the educational quality of the institution and its academic programs.

The board bears ultimate responsibility for the educational mission of the institution, the types of degrees and academic programs the institution offers, and the policies for the recruitment, assessment, and promotion of faculty. It is also accountable for the overall quality of the learning experience. The faculty and academic administrators—not the board—determine the manner in which subjects are selected and taught, faculty members are recruited and assigned to teach particular courses, curricula are reviewed and revised, student progress and performance are assessed, and degrees are awarded. Yet it is appropriate for the board to convey its expectations that faculty will establish and monitor standards for teaching and learning, as well as for curricular review and revision.

Delineating the proper roles of the board, administration, and faculty is an inescapably delicate and sensitive process. Typically through a committee on academic affairs, the board poses trenchant questions and requests data about the institution’s academic quality. A board should expect timely responses in order to make policy decisions. However, board members who are accustomed to prompt and precise answers to their inquiries must be tolerant of the time often required for faculty bodies and academic units to work through their processes and respond. In *Making the Grade: How Boards Can Ensure Academic Quality* (AGB, 2006), Peter T. Ewell underscores the board’s role in ensuring academic quality:

It is up to the faculty and administration to uphold and improve academic quality. But it is up to the board to understand it and to see that it gets done. Ensuring academic quality is a fiduciary responsibility; it is as much part of our role as board members as ensuring that the institution has sufficient resources and is spending them wisely.

To effectively exercise its critical role in the educational process, the board should inform itself about the array of educational, research, and service programs the institution offers, ensuring that such offerings align with the institution’s mission and strategic plan. Public board members should also appraise the institution’s potential to contribute to the state’s economic and other needs, including the creation of a highly educated and well-prepared workforce and citizenry. As the board undertakes the annual budget process or engages in strategic planning, it will make decisions that have great consequence for educational programs. All board members, not just those on academic committees, need to understand academic programs, the heart of the work of a college or university. Multicampus system boards can review and shape academic programs in different ways. By allocating resources to encourage and reward interinstitutional collaboration (for example, joint degree programs and shared or complementary research centers and institutes), systems can maximize the potential contribution of public higher education to the state and its future. Systems are also uniquely positioned

to identify gaps or underserved sectors and accordingly to marshal educational resources from different campuses to serve the needs of the state most effectively. Freestanding public institutions can and often do collaborate productively, though seldom to the extent of comprehensive systems.

An especially valuable source of information about academic programs is board participation in the external review of academic units and the institution as a whole by regional and specialized accrediting associations. The board should commit substantial time to read and discuss the reports of accreditation visiting teams, under the guidance of the president and the academic administrators who bear direct responsibility for the units under review. The board should be fully informed of the institution's response to any concerns or deficiencies identified through the accrediting process and should monitor compliance with commitments the institution makes to the accrediting body in response to such concerns. In making budget decisions and long-range plans, the board should take into account any commitments that result from the institution's regional accreditation reviews.

The board has a special responsibility to ensure that all undergraduate students are offered a comprehensive general education that prepares them for productive lives and for effective and informed citizenship. While all the professional accrediting associations (for example, business, engineering, education, nursing, architecture, and journalism) require that undergraduate degree programs contain a substantial general or nonprofessional component, they wisely leave the composition of that academic core to the institution and its faculty. The board should ensure that this mandate guides the general education that the institution's undergraduate students receive, whether they major in an arts and science field or pursue a professional degree. Monitoring metrics for assessing student-learning outcomes and progress toward goals will help a board fulfill this responsibility.

A public board should understand how students progress through the curriculum toward completing degree requirements within a reasonable time. Besides reviewing accrediting agency reports, a public board should seek information about the manner in which the institution conducts assessments of student learning and should regularly receive the results of those assessments. Such a focus is especially critical in the increasing number of states that require student-learning assessments, although these assessments should yield valuable insights even where they are not mandatory.

Governing boards—no less at public institutions than at private ones—also bear ultimate responsibility for the value of the educational experience their institutions provide. As the board and its standing committees review proposed tuition and fee increases, they should carefully assess the potential impact of such costs on the affordability of higher education. The board should also examine institutional expenditures and the trends in support for the academic core to ensure that the budget is properly aligned with the institutional mission. They might also compare the expense of attending their

financial sacrifice that paying for college represents to most families.

The board should regularly and publicly commend outstanding achievement and commitment by the institution's faculty. Both junior and senior professors should be recognized for such effort. Endowing annual teaching awards, attending events where such awards are conferred, inviting recipients to board meetings for public recognition and commendation, and privately conveying appreciation to outstanding professors represent a board's visible commitment to enhance the quality of the learning experience—without intruding on the prerogatives of the academic administration.

Questions to consider about the board's role in ensuring educational quality:

- By what means can the board most effectively monitor educational quality?
- Is the board appropriately engaged in ensuring the educational quality of the institution's programs without preempting the vital prerogatives of the faculty and administration?
- What data should the board receive regarding student attainment?
- Are articulation agreements in place among public colleges and universities to facilitate student enrollment, transferability of credit, and degree completion?
- How fully should the board review reports and recommendations from regional and specialized accrediting associations? What issues should the board focus on?
- How can the board best integrate its responsibilities for fiscal integrity and academic quality, especially in regard to budgeting and planning issues?
- Are faculty appropriately engaged in the vital work of institutional governance, such as institutional planning, budgeting, presidential search, and accreditation?

7. Preserve and protect institutional autonomy, academic freedom, and the public purposes of higher education.

The tradition of citizen trusteeship that distinguishes governance of American colleges and universities is itself a protection designed to ensure institutional independence. This principle of independence from governmental control was established in law by the U.S. Supreme Court in the Dartmouth College case of 1819. Although the degree to which courts defer to the actions and decisions of a public university board varies considerably—and is greater for constitutional boards than it is for statutory boards—the Supreme Court has on several occasions insisted on substantial deference to academic judgments made in good faith. Especially in the public sector, governing boards serve as both a buffer and a bridge, protecting the institution from direct governmental control while representing the public trust in which colleges and universities are held.

Self-governance and self-regulation are crucial to institutional quality and integrity in American higher education, but they cannot be maintained if higher education is perceived as insular or dismissive of society's legitimate interests, concerns, and priorities. A public board in particular must seek a sometimes elusive balance between protecting the autonomy of the institution and representing and fulfilling the public

trust. The rationale behind self-governance in higher education grows out of centuries-old tradition as well as the modern-day missions of colleges and universities.

The primary reason governing boards are composed of lay citizens rather than government officials or members of professional societies harkens back to the evolution of English common law and the development of social institutions not directly controlled by the church, guilds, or the government. Boards made up of representatives of the citizenry were intended to ensure arm's-length independence of leadership for these institutions but not to provide the day-to-day responsibility for running them. Today, boards continue to exercise policy and oversight functions rather than managerial or administrative ones.

Public and independent nonprofit colleges and universities are unique among social institutions in that their missions require them to work to benefit the whole of society through teaching, research, and service. Other institutions—for example, churches, volunteer groups, and some for-profit institutions—perform similar functions, but only colleges and universities combine all of them. In so doing, they constitute a precious reservoir of expertise and cultural memory that simultaneously serves the past, the present, and the future. Citizen self-governance is designed to maintain this complex mission and public trust.

Colleges and universities serve a much wider range of internal and external stakeholder groups than do most of society's other institutions. This is another reason their governing boards are—or should be—structured to represent the broad society rather than particular stakeholder groups. The involvement of lay citizens acting as collective bodies distinguishes higher education boards from representative or legislative models, under which individual members generally are considered proxies for constituent groups. The best boards reflect diverse perspectives and experiences, but higher education boards were never intended to be representative of narrow interests. In the end, individuals who accept the responsibilities of trusteeship implicitly pledge a commitment to the whole institution, not to the appointing authority or to particular interests on or off campus, and to all citizens, not to a select few.

Another critical aspect of self-regulation, institutional autonomy, and accountability is voluntary accreditation, through which the public is assured of the quality of education. Regional and national accrediting agencies set standards, and teams of peers conduct periodic institutional reviews. This system of self-regulation has many critics but is a well-established tradition and a requirement for student eligibility for federal financial aid. Boards should be familiar with the regional and specialized accreditations their institutions hold and use the accreditation process to promote educational quality and their own understanding of it.

Institutional autonomy includes the tradition of academic freedom, regarded as an essential tenet of American higher education. The strength and stature of a college or university may be most clearly exemplified by its protection of this right. Academic

freedom is the right to pursue truth without reprisal, regardless of how unpopular that pursuit is with political, religious, institutional, or other leaders. Robert O'Neil, noted legal scholar and former president of the University of Virginia, wrote the following in *Academic Freedom in the Wired World: Political Extremism, Corporate Power, and the University* (Harvard University Press, 2008):

The starting point for understanding the rationale for academic freedom is the special nature of a university as a singular institution.... [F]ormer Cornell University president Frank Rhodes explained recently that “free and open debate on a wide range of issues, however outrageous or offensive some of them may be, lies at the heart of a university community.” Mary Burgan, distinguished professor of English at Indiana University and for a decade general secretary of the American Association of University Professors, explained it this way: “The university is a place for going to the source of ideas that threaten us—for finding cause, explaining problems, and seeking out solutions based on knowledge.” Columbia University president (formerly president of the University of Michigan) Lee Bollinger ... insisted that “the health and vigor of universities depend upon our fidelity to the unique responsibilities of our profession. Many people say that the primary purpose of a university is to preserve and advance our understanding of life, the world and the universe. They say that it is to discover truth, transmit as much of human understanding as we can from one generation to the next and to add as much new knowledge as we can to the store of human knowledge.” To these Bollinger would add one of his own: “Universities are also charged with nurturing a distinctive intellectual character—what I would call a scholarly temperament.”

Threats to academic freedom may occur both outside and within the academic community. The critical challenge for the governing board, with the guidance of its legal counsel, is to differentiate those external forces that demand compliance from those that should be resisted. Even where a threat may immediately target only an individual professor, the institution's autonomy may be potentially implicated to a degree that the board should not only support the imperiled faculty member but also assert collective interests.

A board's responsibility encompasses approval of faculty personnel policies that ensure academic freedom in and beyond the classroom, as well as due process in the event of an adverse personnel action against a professor. The board is the ultimate guarantor of academic freedom and institutional autonomy in all educational matters and should jealously guard a prerogative as vital to board members as it is to professors and students. Many public college and university boards are directly involved in collective bargaining as the result of the faculty's choice of a national organization to represent their interests. Occasionally a faculty organization may seek to barter

monetary benefits. Even where a local consensus may appear to exist, the governing board should resist such a trade-off and should insist that certain paramount values simply cannot be sacrificed through the bargaining process. This approach finds support from at least one national faculty organization actively engaged in collective bargaining. The American Association of University Professors has several times censured a college or university administration for yielding at the bargaining table on this type of issue at the insistence of one of the association's own chapters. In this situation, the board may represent the last—and strongest—guardian of such ultimate and nonnegotiable values as academic freedom.

Multicampus system boards share with boards of individual public institutions a prime obligation to protect autonomy and academic freedom. System boards may prove especially effective in this role. Given the typically statewide political source of their authority, whether by election or by appointment, they are potentially most capable of deterring legislative and other incursions that threaten autonomy or academic freedom. System boards thus bear a special responsibility to protect the autonomy of the institutions they govern, and they should pay particular attention to the values of free inquiry and expression within the academic setting.

Finally, the legal climate for public boards and their members has become more complex in several ways. In an increasingly litigious society, almost every action taken by a public college or university is potentially subject to challenge in court because it involves the exercise of the authority of state government. In extreme cases, a university official or board member may incur personal liability, although the U.S. Supreme Court recently reinforced the concept of “qualified immunity” in situations where the invalidity even of an arguably unlawful action was not clear beyond doubt. Courts usually defer to the good-faith judgments and actions of public institutions and their governing boards. Moreover, courts are far less likely to intervene at the behest of an aggrieved student, faculty member, or staff member if the institution has an adequate internal process for addressing disputes and if the grievant either failed to pursue that option or pursued it with negative results. Thus, a board may find itself in the role of a court of last resort for internal appeals. This internal process has the laudable goal of resolving disputes on campus wherever possible and as a result substantially reducing the risk of external intervention.

The changing legal climate is not confined to the courts. Political pressures and external scrutiny have compounded potential threats and extended the range of possible exposure in ways that could not have been foreseen but can hardly be avoided. Examples of such new threats abound—dramatically heightened congressional scrutiny, detailed and deep Internal Revenue Service inquiries (as well as increases in mandated disclosure), closer scrutiny of intercollegiate athletics, challenges to board-determined presidential compensation levels, and a host of accountability and compliance mandates. The governing board serves at the nexus of these external and internal demands, and it must remain vigilant in protecting institutional autonomy and academic freedom.

Questions to consider about protecting institutional autonomy and academic freedom:

- Does the board understand its obligations to safeguard institutional autonomy?
- Do board members participate in institutional accreditation? Does the board receive the report from the visiting team?
- What steps can public boards take—including but not limited to improving internal grievance and appeal procedures—that may reduce the risk of external intervention in personnel matters by agencies and courts?
- In the rare case where the interests of a faculty member and those of the institution conflict or compete, which interests deserve primacy within the scope of academic freedom if both cannot be equally protected?

8. Ensure that institutional policies and processes are current and properly implemented.

The board should be aware of major areas that deserve policy coverage and ensure that responsive policies not only exist but are current, implemented, and readily accessible to those who are either affected by them or charged with their implementation. Not every policy demands board adoption or revision. Indeed, the board of even a relatively small college would be swamped if its attention were required for every new policy. High priority should be accorded any actions that legally require the board's attention (such as emergency preparedness, codes of conduct, faculty personnel, academic affairs, and student affairs) or that directly affect its own governance and oversight of operations (such as board bylaws and conflict of interest). Action at the highest level should be reserved for policies with the broadest scope or those that guide implementation at lower levels consistent with board action. For boards engaged in collective bargaining, some policymaking and revision may occur during negotiations. Accordingly, the institution's board members should review with great care any significant policy changes that emerge from the bargaining process and are brought to the board for final approval in a new union contract.

Whenever a gap appears in the policy grid, it is the administration's task to develop suitable language to fill that gap and seek board approval. At least where the proposed policy carries substantive import, the board should review draft language carefully, ask probing questions, and seek an explanation of the implementation process. The board might well ask for periodic reports on the application of major new policies, including suggestions for modification. A regular long-term plan should schedule one or more major policy areas for board review each year on a continuous cycle—for example, student affairs policies might be reviewed every three to five years.

Emergency preparedness is one area of campus life that offers a compelling example of this shared responsibility. The 9/11 terrorist attacks, devastating storms and floods along the Gulf of Mexico and in Iowa, and campus shootings in Virginia and Illinois brought home to the academic world the urgency of planning for such unlikely but disabling contingencies. Every board should ensure that detailed emergency plans and policies exist or, where they are lacking, charge the administration to develop them. Each board

with one another, with the president, and with the board professional in the event of a disaster. There should be clarity about who speaks for the institution and the board during an emergency. The board should also be assured that there are adequate plans for data backup and retrieval in the event of a campus calamity. The leadership succession should be specified in case the president or board chair is unable to serve at such a time.

Another area where the board and administration share responsibility is faculty personnel policies, except where those policies are superseded by a collective-bargaining agreement. A wise board recognizes that while the academic administration enforces and applies personnel policies, it is usually the board that adopts and modifies those policies and also approves senior faculty appointments and grants promotions and tenure—no less where the institution is engaged in collective bargaining than elsewhere. Although protection of faculty interests does not demand tenure (which a few reputable institutions do not offer), most colleges and universities have found tenure to be a workable, reliable, and (by prospective faculty) anticipated safeguard for academic freedom.

These two major policy areas—and many other examples, such as intercollegiate athletics and alcohol and drugs—illustrate the need for proper balance and productive collaboration between the board and administration.

Questions to consider about policies and processes:

- Which policies and processes require board approval and which should be adopted and promulgated by the administration?
- What is the role of the institution's legal counsel in reviewing and approving proposed new or revised policies and ensuring their compatibility with the charter, bylaws, and institutional mission?
- Is there a schedule for periodic board review of major policy areas? What is the protocol for assigning responsibility for initiating each such review, identifying policy gaps, and recommending policy additions or changes?

9. In concert with senior administration, engage regularly with the institution's major constituencies.

Public and independent colleges and universities historically have been afforded significant deference, the benefits of which have accrued to all of society. But they never have been fully autonomous, nor should they be. Complete autonomy is incompatible with the mission of any social institution. Tension between institutional goals and the public interest—and debate about what constitutes the public interest—are natural in academic life. Campuses have been testing grounds for social ideas, and the history of higher education can be mapped in large part by tracing the relationships between institutions and the societies they serve. Especially important for boards of publicly supported institutions of higher learning is recognition of the vital nexus between the needs of the state and its communities and the resources that each educational institution can and should bring to bear in meeting those needs.

Governing boards buffer their institutions from governmental control while serving as bridges to their communities and representing the public interest. There are times when boards and their leaders must defend policies and explain institutional actions to their communities because their objectivity and experience command a unique measure of credibility. At other times, the faculty and administration can benefit from the public perspective that board members bring to their campuses. Board members are institutional ambassadors, and they are public representatives. On both scores, they exercise important civic responsibilities.

The board needs to communicate regularly with internal constituents in order to learn their views and concerns and inform them of the board's actions and activities. Faculty, students, and staff may be invited to attend board meetings, serve on committees, and meet with board members at open forums. The board chair or president may periodically inform the campus community about the board's work and meet, in particular, with faculty leaders. Board member participation on the administration's campuswide governance committees and ad hoc task forces offers the opportunity for meaningful contributions and builds relationships that enhance understanding.

Today, many topics and issues are likely to invite exchanges between the board and the institution's various "publics," including relevant state and local government agencies and officials, business leaders, and the news media. Issues of access and affordability have been increasingly troubling for higher education, public as much as private, and they were exacerbated by the major economic downturn in late 2008. Concerns about the quality of higher education range from the global position of the United States to governmental inquiries into issues such as executive compensation and spending policies on endowments to the practical monetary value of a college degree. Graduation rates, assessment of student learning, rankings, and ratings all serve to quantify the value of higher education and challenge colleges and universities to defend the measure of their respective contributions.

Of special importance to public boards is the relationship between elementary, secondary, and postsecondary education. State-supported colleges and universities are both the principal source of young teachers for the schools of the state and the primary path by which most of the state's high school graduates seek advanced study, whether at the associate, baccalaureate, or graduate level. Thus, the public postsecondary community depends directly and substantially on the quality of elementary and secondary education, and vice versa. Collaboration may take many forms, including college-level courses for a few able high school students, clearly charted pathways from high school to freshman year and beyond, joint efforts to help meet and control the rising costs of college, and of course in-service internships and classroom experience for teachers-in-training as they complete their degrees and prepare to enter the profession.

The implications of such an evolving and expanding role are inescapable for the board of any publicly supported postsecondary institution. Local issues and concerns are just as important for an internationally renowned flagship state university as they are for a regional public college. Whoever may be designated as the institution's official spokesperson—typically the president or a university relations officer—the board can hardly avoid eventual involvement. And when issues occasionally escalate beyond the administration, the board's role as communicator, primarily through the board chair, may become indispensable. At such times, the board becomes both buffer and bridge in the exchange with a broad range of external and internal constituencies.

Questions to consider about broader engagement:

- Who are the constituents of the institution? How can the board engage them in matters of significance where their views are important?
- How does the board communicate with the faculty on matters of importance? Does the board provide opportunities for their views to be heard?
- How can the board most effectively function as a bridge between the campus and the broader community? In the case of a multicampus system, how can the board most effectively relate and respond to the distinctive concerns of each community in which a campus is located?
- How can the board of a publicly supported college or university most effectively serve the broader needs of public education, align curricula and enrollment requirements with K–12 school systems, and collaborate with other agencies to enhance the learning experience at all levels?
- What special role should the board chair play in facilitating the engagement of the institution's administration and faculty with the external community?
- Do board members understand who may speak on behalf of the board or the institution and when it is best for the board chair, the president, or both to do so?
- How can the board best understand and respond to the public's concerns about what the institution is doing—or not doing and should be doing?

10. Conduct the board's business in an exemplary fashion and with appropriate transparency, adhering to the highest ethical standards and complying with applicable open-meeting and public-records laws; ensure the currency of board governance policies and practices; and periodically assess the performance of the board, its committees, and its members.

An institution as good as its board

No aspect of a governing board's activity is more visible than the conduct of its own affairs. If serious lapses occur at the highest level of the institution's governance, confidence on and off campus in institutional oversight and integrity will inevitably suffer. The quality of a board's conduct of its own affairs should provide a model that guides the rest of the institution, setting standards that invite emulation throughout campus governance and management. Because of the high visibility of their actions and interactions, board members must be accountable to one another for civility, preparedness, ethical behavior, restraint, cohesion, and credibility.

Although most board members are busy people with myriad other responsibilities, joining a college, university, or system board presupposes a high level of commitment to that demanding task. A well-functioning committee structure and board members who come to meetings ready to work are vital. Careful and conscientious preparation for board and committee meetings is essential. The board chair and president should plan board meetings with focused, strategic agendas that include substantive discussions and meaningful work. Meeting schedules reflect various factors, including public pressure and even mandates. Most state college and university boards meet far more frequently (some as often as monthly) than do their private counterparts, for whom three or four meetings a year is the norm.

In addition to setting aside sufficient time to understand its own institution and the challenges it faces, the board should remain broadly informed about the current—and constantly changing—environment of higher education. Understanding fiscal, academic, and legal challenges facing colleges and universities is vital. Every board should expect new members to attend a comprehensive orientation program focused on the duties of trusteeship, the values of the institution, the state's agenda for higher education, and the challenges confronting the institution. Records should be maintained that document the content of such orientation sessions and participation in them. The board should also schedule periodic—perhaps annual—retreats at which major policy issues may be discussed apart from the urgent pressures and often preemptive agendas of regular business sessions and, if law allows, without the strictures that apply to public meetings. Much of the oversight of this work of the board should be done by the governance committee or a similar standing committee.

Board members of public colleges and universities should take full advantage of any opportunities to attend statewide gatherings of their peers. These meetings allow board members to tap the experience of others and to share their own experience. Seasoned public board members can also provide invaluable counsel and guidance to new colleagues and successors both at the institutional level and through statewide programs.

Public boards, unlike their private-sector counterparts, seldom choose their colleagues and successors. Nevertheless, trustees should be assertive in advising the governor or other appointing authority about their particular board's needs (for example, greater financial expertise). Their advice could even extend to identifying candidates for an impending vacancy and supporting an appointment process based on merit. The question of faculty and student membership on governing boards of public institutions is typically determined as a matter of state policy by the legislature and implemented by the governor. Regardless of whether board membership includes faculty, students, or staff, the board should make an effort to assess the effectiveness of its communications with those constituencies and ascertain the best means of informing them and becoming informed of their views. As part of the orientation process, board members who are elected representatives should be reminded that in the role of board member, they serve the whole institution.

Transparency of board proceedings is of course imperative for publicly supported colleges and universities. Public higher education is seldom exempt from extensive freedom-of-information requirements contained in public-records and open-meeting laws. While these laws usually contain specific exemptions for matters such as personnel decisions, land purchases, and consultations with legal counsel, the exemptions must be strictly construed and carefully invoked. The board should rigorously observe such legal requirements as a public vote to convene a closed session for a stated purpose and a prompt report of the results of a closed session. Accordingly, the board should regularly make available to the campus and larger community as much information about its proceedings and its policies as possible. In *The Leadership Imperative* (AGB, 2006), the AGB Task Force on the State of the Academic Presidency in American Higher Education emphasizes the significance of transparency and accountability:

In today's environment, boards must understand that earning and retaining the trust and confidence of faculty, students, parents, alumni, and the general public mean exhibiting a higher level of transparency and accountability. It is not enough simply to note potential or actual conflicts of interest in the board minutes. The board must ask itself: Is this ethical? How would this conflict affect our institutional credibility if it were reported on the front page of tomorrow's newspaper?

Board governance policies and practices

The overall performance of a board can be measured by how well it fulfills the specific areas of responsibility discussed in this guide. It is essential for every governing body to have policies that clarify the components and implementation of its legal and fiduciary responsibilities. A board policy manual or handbook, maintained by the board professional and shared with all new board members, enables the board to monitor the currency of the policies that guide its work.

As accrediting agencies give greater attention to board governance during their institutional reviews, it is incumbent upon the board to ensure there is a comprehensive set of board policies that demonstrates its commitment to principles of responsible governance and to transparency in the conduct of its work. In addition, as the board cultivates and welcomes new members to its ranks, clear standards for exemplary conduct convey the board's commitment to the highest standards of academic trusteeship. Current governance policies help demonstrate that commitment to members of the college and university community and the public.

While there are a number of essential and recommended board policies, clearly the most essential is the board's bylaws. Bylaws are a core legal document that defines the structure and operation of the governing board. The board's bylaws, updated periodically and overseen by the board's governance committee (or committee on trustees), should be reserved for the board only. Other structures that are part of institutional governance should have their own statements of purpose and organization and be subject to formal board approval. Bylaws must state clearly that they ordinarily take precedence over all other institutional documents, including, for example, the faculty handbook. Exceptions would include contracts, such as collective-bargaining agreements. The board's or institution's general counsel should be certain that the bylaws are consistent with applicable laws, the board's needs, and the highest principles of fiscal integrity and that they are amended as necessary. A public board must also be clear about and sensitive to the delineation between institutional policy as such policy shapes its bylaws and the relevant mandates of state law. Any revisions to the bylaws must comport both in process and in substance with pertinent provisions of state law.

The bylaws need not include detailed statements of responsibilities for the board's standing committees. Committee charges should be approved by the board and maintained as part of the board's policy manual. Exceptions include the executive committee, the audit committee, and the governance committee, whose responsibilities are central to the board's own operations and likely to be amended less frequently than others. These committees might be considered for inclusion in the bylaws.

There are a number of other essential governance policies, including a statement on board member responsibilities. This statement details expectations for individual board members, including guidance on such matters as communication with the institution's constituencies, philanthropy, and conflict of interest. Additional policies that boards should consider include a code of conduct and ethics, criteria for the selection of new board members, and an investment and spending policy.

A public board must also devote regular attention to the currency and application of its own conflict-of-interest policies, as well as to the implications of all state conflict-of-interest constraints and disclosure obligations. Monitoring board conflict of interest requires diligence and oversight. The board should demonstrate a commitment to prevent not only actual or material conflict but also the appearance of conflict. The board should promulgate a rigorous code of conduct for board members, seeking a commitment from every member at least once a year. The board should charge its general counsel to be certain that its conflict-of-interest policy adheres to all regulations and policies that affect government agencies and, with the exception of constitutional boards, typically extend to state-supported higher education.

Board self-assessment

The credibility of a board's appraisal of the president's performance depends on a commitment to rigorous and regular self-scrutiny of board and board member performance. The criteria for such reviews should be clearly understood and fully accepted by all board members. Indeed, the very process of fashioning such expectations may provide an invaluable opportunity for introspection.

Well-tested instruments exist for board self-assessment, and they can be adapted to the needs of a particular institution and its board. The self-assessment should consider the knowledge and accomplishments of the board as a whole and its cooperation and collaboration in the conduct of its work, as well as individual performance. Each board member should be invited to assess his or her own performance and the effectiveness of the board and its committees. The process should assess overall board effectiveness and provide a composite profile of the contributions of each of its members.

Appraising the interaction between the board and the president is of particular importance and should include a careful examination of board leadership, the board as a whole, and individual members. The board's support for the president and its capacity to unify and speak publicly with a single voice despite inevitable differences among individual board members should rank high among criteria for assessment.

An external consultant or facilitator—especially one who has extensive experience with college and university boards—may prove most useful to this task. A consultant may be able to recommend specific steps that would enhance future board performance, as well as identify qualities to be sought in recruiting new board members. Like presidential assessment, board assessment should be a formative process. Its greatest value is the education and improvement of the board.

Assessing individual board members at the end of their terms should be a routine practice, regardless of the appointment process. The results can provide individuals with useful feedback and inform decisions on reappointment. For some board members, guidance from a board assessment may enhance both the value of board service and individual commitment to trusteeship. Occasionally, a board member may infer from a negative appraisal an imperfect match between his or her interests or available time and the board's needs. The interests of the institution and the public are, after all, paramount.

Questions to consider about board performance, policies, and practices:

- How can the board best maintain appropriate independence while being sufficiently knowledgeable about campus issues to be able to govern effectively?
- How well are new board members oriented to the responsibilities of trusteeship? How well are continuing members educated about current issues and future concerns?
- Are board bylaws and other governance policies current and adequate? Are they properly related to the authority of other institutional policies?

- How can a board best achieve and maintain consensus? How can a board most effectively manage potentially disabling conflicts or disagreements without impairing its credibility or esteem? Conversely, how does a board avoid groupthink and “polite” agreement or artificial consensus in favor of healthy and respectful discourse?
- What degree of monitoring and reporting is necessary to ensure that board members are aware of the rigorous standards applicable to potential conflicts of interest and comply with them? How can the board best ensure full compliance with all applicable state conflict of interest rules and disclosure requirements?
- Is assessment used to enhance the performance of the board and individual members?
- Are new board members provided with a statement of expectations? How does such a statement relate to board assessment?
- Has the board taken steps to inform the appointing authority of needs or candidates to consider in the selection of new members?
- Has the board taken steps to support the use of a merit selection process?

HALLMARKS OF AN EFFECTIVE BOARD

Effective Governing Boards

The effectiveness of a governing board can be judged in many ways. One possible standard is that the board should get the credit (or the blame) for the institution's success (or failure). Yet so simplistic a measure misses many subtleties and may often be wrong—for example, when the institution thrives despite an ineffectual board or falters despite heroic efforts by an energetic and committed board. A more sensitive set of criteria is needed for guiding board conduct and assessing the effectiveness of the board as a fiduciary body, divorced from the ebb and flow of the institution for which it bears ultimate responsibility. Fundamentally, a board must set high standards and understand its responsibilities.

An effective board understands and respects the vital difference between governing and managing, and it nurtures and supports presidential leadership.

Despite the temptation to manage the institution's affairs, especially in challenging times, an effective board appreciates the limits of its proper role and delegates management of the institution to the president and senior administrators. While holding the administration fully accountable for the exercise of that delegated authority, the board nonetheless avoids intruding even occasionally into internal affairs—at the risk of seeming to spurn an urgent plea from one or more campus groups for such action. Periodic meetings with the chief executive should include discussion of this delineation, launched by a board question such as, "Are we interfering unduly in campus affairs?"

In addition to respect for boundaries, supporting the president requires affirmative measures by the board. The president needs to know that when faced with taking controversial or unpopular actions, he or she can rely on backing from the board. The board should also make sure it recognizes the president's accomplishments and thanks the chief executive for long hours and a job well done. Encouraging the president to take time away—for relaxation and renewal, intellectual pursuit, professional development, and family—is another way in which the board, and especially the board chair, can provide support.

An effective public board always balances the institution's interests and welfare, with the needs and priorities of the state.

A board's primary commitment must always be to the institution's needs and interests, even where protecting the board's image or that of its members might dictate a different course. Usually, the two sets of interests are concordant, thus avoiding any need to choose between them. Indeed, an effective board seeks to maintain consistency between meeting the institution's needs and sustaining the interests of the board and its members. An effective public board also balances the aspirations of the institution with the needs and priorities of the state, which supports the institution and which the institution serves. While those goals are usually aligned, boards must be especially adept at resolving those tensions when goals diverge. Members of multicampus system boards should maintain a systemwide perspective, resisting the temptation to be narrow advocates for the campuses with which they have special ties, such as those they attended or those that are near where they live.

An effective public board balances advocacy and oversight.

A successful public board balances advocacy on the institution's behalf to external constituents with the realities of government oversight and institutional accountability. As a matter of accountability, the board monitors institutional performance on several indicators that give a clear description of the institution's successes and its areas of potential improvement.

An effective board observes and imposes the highest ethical standards and avoids even an appearance of conflict of interest.

College and university boards must impose upon themselves and the institutions they govern the very highest standards of ethical behavior—at a minimum observing all legal requirements and occasionally going beyond what the law demands. Especially urgent for boards is sensitivity to the many risks of conflict of interest—actual or even apparent—that stem from the varied business and professional roles of board members. The board and its members must make a clear commitment to avoid such conflicts, augmented by scrupulous monitoring of all transactions that could generate conflicts.

An effective board, even when sharply divided, speaks with one voice.

It would be an unusual and rather dull board within which critical and complex issues provoked no contention. Suppressing genuine differences on important matters would seem least acceptable in the governance of an academic institution. Yet the possibility that such divisions may spread beyond the boardroom poses a grave risk to the board's effectiveness. While board deliberations may take place in public meetings, once decisions are made, it is the special task of the board chair to ensure that the board speaks publicly with a single voice and that board members confine their differences to the boardroom.

An effective board listens to and learns from the institution's constituencies without giving any of them a veto.

High on any list of criteria must be the willingness not only to hear but to seek out the views of faculty, students, alumni, staff, and community on vital issues affecting the institution. Yet every conversation must be premised on the understanding that only the board is authorized to decide such issues. Others may advise, but seldom are they empowered to decide. The board may occasionally defer to the views of a particularly knowledgeable group, but in doing so, the board should make clear that it has been persuaded and retains full authority to make the final judgment.

An effective board nurtures and enhances the legacy of the institution.

Most boards inherit from generations of their predecessors a rich and distinctive legacy of which they are temporary guardians. That role requires each board member to appreciate the institution's history and unique place in American higher education and be willing to study that history carefully. Even those who are alumni may be surprised to learn much important information about their alma maters that they did not know as students but do need as board members. Boards bear a special responsibility to nurture and, wherever possible, to enhance the legacy they inherit. In the case of newer public institutions, boards should contribute to the process of building a legacy that will benefit future generations.

An effective board recognizes its special responsibility to students for the quality and value of their educational experience.

The board does not determine the curriculum or hire the faculty, much less decide what courses will be offered. But an effective board should exercise ultimate authority over the quality and value of the educational experience by asking hard questions of the administration and by regularly reviewing accreditation reports and other relevant data. No less at public institutions than at private ones, an effective board realizes how severely rising tuition levels challenge students and their families, and it commits itself to ensuring the value of the educational investment.

An effective board represents and advocates for the institution in the larger community.

Board members are especially well suited to serve as ambassadors of the institution, as well as of all public higher education, in the larger community—both the immediate environs and the larger business, professional, and governmental communities that surround and affect the institution. They bring to board service a range of contacts and potentially invaluable sources of philanthropy, and they can help a president or chief development officer gain access to them. They are also well equipped to help the broader community understand what may at times appear to be the byzantine ways of higher education governance and decision making.

An effective board commits itself and the institution to due process and academic freedom for faculty and students.

Only the board can ultimately ensure fairness for the institution's faculty and students, since it typically approves personnel and conduct policies and procedures. Moreover, a board that is deeply committed to academic freedom and due process for both students and faculty may establish a climate that pervades the institution and goes far to ensure fairness in such matters at all levels.

An effective board commits adequate time and energy not only to its basic tasks but also to the enjoyment of the board experience.

Since most trustees are exceedingly busy with numerous other tasks, finding the time and energy to fulfill board roles is seldom easy. The satisfaction with board engagement, however, is almost certain to vary in proportion to the extent of each board member's commitment. Establishing an open, friendly dynamic among board members contributes to candid and productive decision making.

An effective board regularly assesses its own performance and its governance capacity. A major board responsibility is to appraise its own performance at regular intervals, just as it periodically appraises the performance of the chief executive officer. While the precise method of self-assessment should suit the needs and character of each board, there are various instruments that have proved effective in the vital task of introspection. Among the key criteria are the level and consistency of board support for the chief executive, enhancement and wise allocation of resources, effectiveness of board operations and decision making, and the contributions of individual board members. Every board should regularly review its primary governance policies and its composition to determine how well its membership serves the institution's needs and whether representation of other groups or interests might be required in the selection of future members of the board.

Beyond these discrete measures, an effective board learns from its successes (and its failures, if any) and builds on these experiences in seeking to become more effective. With a sense of continuity, one generation of board members also records its experiences in ways that will guide and caution those who will follow—those who will inherit the legacy and responsibility that define the governance of higher education.

RESOURCES

Effective Governing Boards

For 90 years, The Association of Governing Boards of Universities and Colleges has had one mission: to strengthen and protect this country's unique form of institutional governance through its research, services, and advocacy. Serving more than 1,260 member boards, 1,900 campuses, and 37,000 individuals, AGB is the only national organization providing university and college presidents, board chairs, trustees, and board professionals of both public and private institutions with resources that enhance their effectiveness. In accordance with its mission, AGB has developed programs and services that strengthen the partnership between the president and governing board; provide guidance to regents and trustees; identify issues that affect tomorrow's decision making; and foster cooperation among all constituencies in higher education.

Center for Public Trusteeship and Governance

The mission of the Richard T. Ingram Center for Public Trusteeship and Governance is to strengthen the relationship between state government and public higher education by enhancing the effectiveness of citizen governing and foundation boards and their trustee members. AGB accomplishes this by forging partnerships with state government and higher education associations, conducting policy analysis and research, and working directly with AGB-member boards and chief executives. The Center is dedicated to helping all stakeholders improve the governance and trusteeship of public colleges and universities. In addition, the Center is committed to advancing enlightened public policy that contributes to healthy higher education institutions, both public and independent.

AGB Press

Books, Board Basics, and other publications covering a range of topics to help trustees and senior administrators understand the complexities of higher education governance.

Trusteeship

AGB's membership bimonthly magazine reports trends, issues, and practices in higher education to help board members and chief executives better understand their distinctive and complementary roles and to strengthen board performance.

Information Resources

www.agb.org

AGB's Web site provides links to resources such as a searchable database for articles and bibliographies about higher education governance, sample documents, association news and updates, and member profiles.

Zivingle Library and Resource Center

AGB's physical and virtual repository for the best published research and scholarship on governance, trusteeship, and the academic presidency.

Benchmarking Service

This online service allows subscribers to get comparative data from IPEDS in an accessible, fast, graphic form that boards can use.

News for Board Professionals

News for Board Professionals is a quarterly electronic newsletter written by and for board professional staff. Also, an online forum for open discussion among board secretaries and board professional staff is used to post questions, ask for sample documents, and share advice on board-related issues.

Programs & Resources

Research

AGB's research and initiatives focus on strengthening current governance operations and procedures and on helping define and clarify emerging best practices on issues such as college costs, advocacy, board composition, and institution-foundation relations.

National Conference on Trusteeship

Higher education's premier gathering for governance leaders, the conference brings together trustees, campus and system chief executive officers, board professionals, and senior-level administrators and features governance-related issues and challenges and networking opportunities.

Foundation Leadership Forum

AGB's annual Foundation Leadership Forum provides a unique opportunity for foundation board members and CEOs to take time together to learn about issues effecting college and university foundations, share insights and best practices with colleagues from across the country, and think through plans for the leadership of their foundations throughout the coming year.

Workshop for Board Professionals

A workshop conducted specifically for board professionals, this program delivers support, information, and professional growth to those in the profession. The workshop also provides ample networking opportunities so attendees from diverse institutions can share expertise, offer suggestions, and get acquainted.

Consulting Services

Workshops

AGB workshops are structured so that a significant amount of time is dedicated to gathering preparatory materials about the institution and the board. Intensive preparation ensures that AGB services are custom-tailored to address the specific needs of your board or board committee. Workshops are held on your campus or at a location of your choice.

Consulting Service

This service provides colleges, universities and systems with a thorough process for addressing some of their most challenging and strategic issues, including fiduciary responsibilities, governance and institutional relationships, and chief executive and board assessment. AGB's consultants are uniquely qualified and represent the best thinking and practices related to governing boards and foundation boards.

Consultant on Call

AGB offers a complimentary service to presidents and board members who are interested in discussing a specific issue or concern in confidence with an AGB consultant. AGB will arrange for a confidential hour-long telephone conversation with a consultant best suited to dealing with the specific issue at hand.

Publications

The Presidency

AGB Task Force on the State of the Academic Presidency in American Higher Education. *The Leadership Imperative*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2006.

Atwell, Robert H. *Presidential Compensation in Higher Education: A Guide for Governing Boards*. 2nd ed. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2008.

Bornstein, Rita. *Succession Planning for the Higher Education Presidency*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2010.

Ingram, Richard T., and William A. Weary. *Presidential and Board Assessment in Higher Education: Policies and Strategies*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2000.

Morrill, Richard L. *Assessing Presidential Effectiveness: A Guide for College & University Boards*. Washington, D.C.: Association of Governing Boards of Universities

Neff, Charles B., and Barbara Leondar. *Presidential Search: A Guide to the Process of Selecting and Appointing College and University Presidents*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1992.

Fundraising and Institutionally-Related Foundations

Evans, Gary. *Development Committee*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2003.

Legon, Richard D. *The Board's Role in Fund-Raising*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2003.

Schrum, Jake B., ed. *A Board's Guide to Comprehensive Campaigns*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2000.

Strategic Planning

Butler, Lawrence. *The Board's Role in Strategic Planning*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2006.

McLaughlin, Gerald W., and Josetta S. McLaughlin. *The Information Mosaic: Strategic Decision Making for Universities and Colleges*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2008.

Fiduciary Responsibilities

Association of Governing Boards of Universities and Colleges. *State Governance Action Report*. Annual online report of governance and higher education actions at the state level. Available at www.agb.org.

Association of Governing Boards of Universities and Colleges. *AGB Statement on Board Accountability*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2007.

Association of Governing Boards of Universities and Colleges. *AGB Statement on Institutional Governance and Governing in the Public Trust: External Influences on Colleges and Universities*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2003.

Association of Governing Boards of Universities and Colleges. *AGB's Board of Directors' Statement on Board Responsibility for Institutional Governance*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2010.

Association of Governing Boards of Universities and Colleges. *A Glossary of Financial Terms*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2008.

Association of Governing Boards of Universities and Colleges and United Educators. *The State of Enterprise Risk Management at Colleges and Universities Today*. Washington, D.C.: Association of Governing Boards of Universities and Colleges and United Educators, 2009. Available at www.agb.org.

Burlock, Tracy J., and Kent John Chabotar. *Financial Responsibilities*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2009.

Chabotar, Kent John. *Strategic Finance: Planning and Budgeting for Boards, Chief Executives, and Finance Officers*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2006.

Internal Revenue Service, United States Department of the Treasury. "Tax Information for Charities & Other Non-Profits." Link to IRS Forms 990 and 990-EZ. Available at www.irs.gov/charities.

Leslie, David, and Terry MacTaggart. *The New Ethics of Trusteeship: How Public College and University Trustees Can Meet Higher Public Expectations*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2008.

Michaelson, Martin, and Alexander E. Dreier. *A Guide to Updating the Board's Conflict of Interest Policy*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2008.

Wellman, Jane V. *Strengthening Board Capacity for Overseeing College Costs*. The Cost Project. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2006.

Educational Quality

American Association of University Professors. "Statement on Government of Colleges and Universities." In *Policy Documents and Reports*. 10th ed. Baltimore: Johns Hopkins University Press, 2006. Available online at www.aaup.org/AAUP/pubsres/policydocs/contents/governancestatement.htm.

Ewell, Peter T. *Making the Grade: How Boards Can Ensure Academic Quality*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2006.

Middaugh, Michael. *The Board's Role in Accreditation*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2007.

Morrill, Richard L. *The Board's Responsibilities for Academic Affairs*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2003.

Morrill, Richard L. *Strategic Leadership in Academic Affairs: Clarifying the Board's Responsibilities*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2002.

O'Neil, Robert. *Academic Freedom in the Wired World: Political Extremism, Corporate Power, and the University*. Cambridge, Mass.: Harvard University Press, 2008.

Board Assessment

Ingram, Richard T., and William A. Weary. *Presidential and Board Assessment in Higher Education: Policies and Strategies*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2000.

Schwartz, Merrill P. *Assessing Individual Trustee Performance*. Board Basics. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2001.

Systems

Association of Governing Boards of Universities and Colleges. *Bridging the Gap Between State Government and Public Higher Education*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1998.

Fretwell, E.K., Jr. *System Heads, Boards, and State Officials: More Than Management*. AGB Occasional Paper No. 45. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2000.

Gade, Marian. *Four Multicampus Systems: Some Policies and Practices That Work*. AGB Special Report. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1993.

Johnstone, Bruce D. *Public Multi-campus College and University Systems: Structures, Functions, and Rationale*. Washington, D.C.: National Association of System Heads, 1993.

MacTaggart, Terrence J., and James R. Mingle. *The Public's Agenda: Trustees in Partnership with State Leaders*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2002.

National Association of System Heads, American Association of State Colleges and Universities, and Association of Governing Boards of Universities and Colleges. *The Leadership Dynamic in Public College and University Systems*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 2009.

Schick, Edgar. *The Local Board in Public Systems and Multi-campus Universities*. AGB Occasional Paper No. 25. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1996.