

A Proposed Governing Structure for Antioch University

On January 31, 2007, consultant Richard (Tom) Ingram met with the University's Leadership Council in Santa Barbara to facilitate a wide-ranging discussion of Antioch's governance (and related financial, academic, and management) challenges and to recommend a structure befitting a multicampus, private university. He had the benefit of reviewing all related governance documents including the Board of Trustees' current Bylaws, papers from various prior Board studies including the Structure Work Group (SWG), the Chancellor's various written assessments of the current challenges as she sees them, and written comments from all Council members in response to the Chancellor's paper.

We articulated "the problem" to be addressed this way: *What governing structure will result in more effective governance of a single, coherent and integrated university with campuses in disparate locations – each with its own constituencies, needs, and aspirations – that will enable them and the University as a whole to be more efficient, effective, entrepreneurial, competitive, and responsive to new opportunities?* All of this within the context of the traditions and core values of a distinctive Antioch education or "brand" that is compelling, cohesive, and financially viable over the long term?

Although the Council was not unanimous, particularly on the consultant's recommendation that there be a unified campus in Yellow Springs, there seemed to be broad consensus that the consultant's recommendations to strengthen the University's governance had merit.

Subsequently, the Chancellor briefed the Chairman of the Board of Trustees concerning the Council's discussions in Santa Barbara; the consultant met with the Chancellor and Chairman in Raleigh, North Carolina on March 22. Following discussion of his proposal, and in preparation for a meeting of the trustee "governance structure subgroup" on April 13 in Keene, the consultant was asked to clarify some of his recommendations particularly bearing on the charters or job descriptions of the campus level boards ("Boards of Trustees" that he describes as "quasi-governing") and the University's governing board ("Board of Governors").

This paper elaborates a new governance structure and recommends some other changes in the University's current management structure and relationships between its central management and the constituent campuses.

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Although the board's Structure Work Group (SWG) concluded in its written report to the Board of Trustees a couple of years ago that "We did not make the case that structure is the core problem," the consultant believes that it is a core problem. Although the

significant enrollment and financial shortfalls at the College are now driving the urgency for immediate response, the consultant believes that the central and long-term problem is fundamentally one of governance and the need to grow philanthropy. In the course of its work a couple of years ago, the SWG also considered certain other issues, but apparently was not able to reach consensus on them. These unresolved issues, cited in its report to the Board of Trustees and listed in *italics* below, are immediately followed with a brief rejoinder by consultant Tom Ingram as a convenient way to provide an overview of his proposed restructuring of the University's governance:

1. *Should there be local and/or central banking?*  
Recommendation: Constituent campuses should bank locally to build rapport and relationships with community leaders and talent.
2. *Ownership of Assets?*  
The University (system) and Board of Governors should continue to exclusively hold title to all assets as part of its exclusive 501(c)3 incorporation.
3. *Single and/or multiple accreditations?*  
Each campus should seek its own accreditation within the region it is located. (The recent conclusion reached with regard to the two campuses in California should be extended to Seattle and New England as soon as it is practical.)
4. *Expand the responsibility and authority of the local Boards of Visitors? Establish a comparable structure at Antioch College?*  
Discontinue the name and concept of "Boards of Visitors." Rename them "Boards of Trustees" with expanded responsibilities and authority, some of which are "shared" with the University's Board of Governors (as quasi-governing boards; see below). There should be an "Antioch University Yellow Springs," with an undergraduate school (named Antioch College) and a graduate school (named The McGregor School of Graduate Studies). It should have its own Board of Trustees.
5. *The special relationship between McGregor and the College?*  
They should unify with a single President, management, and Board of Trustees.
6. *The "federalist model?"*  
Please see below.
7. *The reporting relationships of the Presidents to the Chancellor and to the Board?*  
The President of each campus should be ultimately selected by the Board of Governors on recommendation of the campus Board of Trustees *and the Chancellor*. The Presidents should report directly to their respective Board of Trustees on most matters, and to the Chancellor on other matters. Their annual performance reviews should be conducted consistent with the policy guidelines and procedures set by the Board of Governors, by the Board of Trustees, *and the Chancellor*. (The Board of Governors should delegate this responsibility to its Chancellor and not be directly involved in it.)

Compensation should be adjusted each year by the Board of Governors after considering the Board of Trustees' recommendations submitted through the Chancellor's office with his or her recommendation.

8. *What should be the role of institutional structure in encouraging or discouraging: healthy "community climate," higher achievement and performance, strengthening of common vision (Antioch DNA), and shared resources and services?*

The central aim of the proposed structure is to motivate and engage the commitment of volunteer "trustees," many or most of whom will be campus graduates, through the delegation of explicit authority to govern and oversee the management of the campus. They would operate under broad policies of the University's Board of Governors and Chancellor but would have maximum freedom to grow programs and resources consistent with their missions – especially their effectiveness in raising private restricted and unrestricted gifts and grants. Each campus would function consistent with its mission approved by the Chancellor and Board of Governors. Each campus would be expected to share a portion of its tuition income to support the University's central administration (yet be enabled to "bank" operating surpluses and restricted and unrestricted private gift dollars it raises for purposes ultimately approved by the Chancellor and the Board of Governors). Again, however—all assets would be owned by, and in the name of, the University.

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#### **University Board of Governors (Currently named Board of Trustees)**

- The University's Governing Board, initially with at least 15 members. In time and with experience, this board could grow to a maximum of 25-30. It will be important to carefully but diligently grow the size of the Board of Governors because experience has shown that there is a strong relationship between the number of trustees and success in philanthropic undertakings. Clearly, the University will need to establish and grow a quasi-endowment for the University as a whole as one of its top priorities.
- Some of the current trustees should be asked or elect to move to this board; others should be selectively invited and elect to become part of the Board of Trustees of the proposed Antioch University Yellow Springs or of another University campus board.
- The Board shall have regular quarterly meetings (one of which might be a joint meeting each year with the Council of Board Chairs and Council of Presidents). All board members will be expected to serve on at least one active board standing committee but not more than two.



- The chief executive shall be a Chancellor with a small but adequate management team based in Yellow Springs to enable the Board of Governor's to function as an effective body including fund-raising for the University as a total enterprise.
- There shall be a Council of Presidents that meets in person or by conference call at least quarterly and as needed with the Chancellor (advisory to the Chancellor).
- There shall be a Council of Board Chairs that meets once annually with the Chancellor and the officers of the Board of Governors (minimally the latter's chair and vice chair). It is advisory to the Chancellor and Board of Governors. Consideration might also be given to a second meeting of the Council of Board Chairs with Council of Presidents and the full Board of Governors each year.

#### Responsibilities:

The Antioch University Board of Governors is the governing board for a multicampus, independent university whose corporate headquarters is in Yellow Springs. It shall hold title to all assets of its constituent campuses and be ultimately responsible for the University's policies -- general, academic, academic and staff personnel, and financial. Notwithstanding its responsibility to protect and advance the University's reputation and overall financial condition, however, some of its governing authority shall be shared with or clearly delegated to campus Boards of Trustees and certain managerial authority shall be delegated to its campus Presidents through the University's Chancellor and chief executive officer.

Its authority shall include but not be limited to these illustrations:

- a. Determine the University's academic mission as well as approve the distinctive missions for each of its constituent campuses in consultation with campus leaders and the Chancellor.
- b. Appoint a Chancellor who shall serve as the University's chief executive officer and approve the appointments of Vice Chancellors as recommended by the Chancellor for positions previously approved by the Board of Governors.
- c. Appoint the Presidents of all campuses and set their conditions of employment upon the recommendation of its respective Board of Trustees in consultation with the Chancellor. The authority to terminate presidential service is vested jointly in the campus Board of Trustees and the Chancellor who are also responsible for his or her annual performance reviews consistent with University policy determined by the Board of Governors. (The Board of Governors would ordinarily intervene only when the Chancellor and a campus Board of Trustees might disagree on a particular personnel action.)
- d. Determine the policies governing the conduct of presidential searches by campus Boards of Trustees that shall require the University Chancellor's full participation therein.
- e. Determine and approve the Bylaws of all campus Boards of Trustees including all future amendments thereto.

- f. Approve the annual budgets of each constituent campus on the advice of the Chancellor and the Vice Chancellor for Finance consistent with the University's policies concerning their development.
  - g. Determine audit policies and procedures for each campus to enable the Board of Governors, as the ultimately responsible fiduciary body, to coordinate an annual independent audit for the entire University.
  - h. Review and approve campus requests for terminating, adding, or significantly changing major academic/degree-granting programs consistent with the campus's approved mission, financial condition, and adherence to guidelines and policies previously approved by the Board of Governors.
  - i. Approve all campus business and strategic plans submitted by the campus Presidents and Board of Trustees through the University Chancellor.
  - j. Determine how the University's central administration is to be supported by a portion of the revenues (gross tuition only?) from each campus.
  - k. Review and approve all tuitions and fees of constituent campuses consistent with University policy guidelines.
  - l. Determine all faculty and staff personnel policies for the University and its campuses.
  - m. Approve any and all campus requests for debt financing which shall be, in any case, handled only by the University's central administration.
  - n. Approve gift policies to guide the acceptance of the various forms of philanthropic support by the campuses.
  - o. Provide general policy guidelines for the administration of institutionally-funded student financial aid.
  - p. Ensure that all University funds are invested responsibly, accounted for properly including separate campus reserves, and that the campus boards are following Board of Governor's investment policy.
  - q. Assist the Chancellor and staff in raising philanthropic support for the University's needs and priorities.
  - r. Work with the Chancellor, central staff, and others within the University's faculties and campus staffs to set the University's overall strategic direction, plans, and priorities to guide campus planning
  - s. Work with the Chancellor to periodically assess, by various means, the quality of the University's academic programs and its overall effectiveness.
  - t. Be effective ambassadors with all internal and external constituencies to advocate for the University's needs and to advance its reputation.
  - u. Periodically undertake assessments of the Board's performance.
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### **Campus Boards of Trustees (Currently named Boards of Visitors)**

- Each of the five campuses of Antioch University should have its own Board of Trustees with explicit responsibilities and authority delegated to it by the University Board of Governors. Conceptually, these board's might be considered "quasi-governing" because, with regard to two particular criteria that ordinarily distinguish governing boards from advisory boards – i.e., selection (assessment and termination) of the campus chief executive, and responsibility for setting and monitoring annual budgets, these powers would be *substantially* delegated to them. Although the Board of Governor's policies would require its final approvals, and the Chancellor's substantial participation in these and many other decisions.
- The Board of Governors would prescribe the Bylaws of each of the five Boards of Trustees. They would likely be the same for all boards and proposals for amendment would require approval of the Board of Governors.
- Each Board of Trustees would initially have at least 15 members and eventually grow to 30 members. They should be elected by the Board of Trustees (without requiring the Board of Governors' approval). Terms of office, term limits, meetings, minimal committee structure, and the like would be covered in the University-approved Bylaws. In time, the majority of the trustees hopefully will be graduates of the university campus. A campus trustee should *not* be eligible to serve concurrently as a member of the Board of Governors.

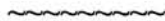
#### **Responsibilities:**

The Board of Trustees of each campus of Antioch University shall have significant responsibilities and delegated authority by the Board of Governors to work with the President to lead the campus to new levels of achievement. Working within the policies established by the Board of Governors and with the Chancellor, the Board of Trustees and President are empowered to ensure that their campus will remain competitive and responsive to the needs of local and regional constituencies. By synergistically sharing its strengths with the faculties and programs of other University campuses, the University also will be responsive to the needs of a growing national and international constituency. Effective campus governance through local and regional "ownership" and commitment is the key to success for the campuses and the University as a whole.

Its authority shall include but not be limited to these illustrations:

- a. Conduct when necessary a presidential search process based on University guidelines that requires the University Chancellor's participation. Recommend a final candidate for appointment, with the Chancellor's concurrence, to the Board of Governors.

- b. Recruit, cultivate, and elect outstanding and successful campus graduates and others who can contribute to good governance as members of the Board of Trustees.
- c. Work closely with the President and staff to propose an annual budget that is consistent with University policies and guidelines -- for approval by the Chancellor, the Vice Chancellor for Finance, and ultimately the Board of Governors.
- d. Support the President, participate in his or her annual performance reviews with the Chancellor, and recommend compensation adjustments to the Chancellor and the Board of Governors.
- e. Monitor the quality of academic programs and identify promising opportunities for new offerings, as well as possible terminations of weak or ineffective programs. These are recommended for ultimate approval by the Board of Governors.
- f. Approve the appointments of campus officers as recommended by the President for positions previously approved by the Chancellor, Board of Trustees, and the Board of Governors.
- g. Participate in campus master and strategic planning with the President, staff, and faculty leaders consistent with the University's priorities and general guidance.
- h. Participate in setting and meeting fund-raising goals through personal philanthropy and active participation in donor identification and fund-raising strategies.
- i. Ensure effective financial management by monitoring the approved annual budget and overseeing annual independent audits consistent with University policies.
- j. Responsibly invest all funds entrusted to the campus in accordance with University-wide policy. [Note: Alternatively, this particular responsibility might be retained by (or shared with) the Board of Governors and central administration.]
- k. Set tuition and fees within guidelines approved by the Board of Governors.
- l. Determine campus-funded financial aid policies and practices within the parameters provided by the University.
- m. Be effective University and campus ambassadors to the communities served.
- n. Periodically conduct assessments of the Board's performance.



A commitment to something like this approach to governing Antioch University will likely require at least two years, and perhaps as many as three years, to fully implement – and then only with determined effort at all leadership levels, of course. The key to success is effectively recruiting many more individuals to the Antioch mission who possess the commitment, energy, skill sets, entrepreneurial spirit, and access to resources that are needed. No easy task—but achievable if they understand they have an opportunity to make a difference in helping to build and sail a new ship. (The resources of the Association of Governing Boards of Universities and Colleges can be enormously

helpful, particularly its publications and most especially the pamphlet entitled *The Committee on Trusteeship* by E.B. Wilson).

Equally important will be the articulation of what constitutes the uniqueness of an Antioch education at the undergraduate and graduate levels. How do the University's five discrete campuses and their signature programs bring tangible advantage and opportunity to learners no matter where they are enrolled? How should the mission of Antioch University be articulated, as well as the distinctive missions of each of its campuses?

Respectfully submitted,

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Attachment: What should characterize a new governance structure for Antioch University?