

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS  
ANNUAL RETREAT  
Friday, August 6, 2021**

Facilitator: Dr. Alvin J. Schexnider, Senior Fellow and Senior Consultant  
for the Association of Governing Boards  
Retreat Focus: Board Self-Assessment Workshop

Draft Agenda (as of 8.1.2021)

10AM Welcome and Introductions

- Rector Valerie Brown
- President Makola Abdullah
- Dr. Alvin Schexnider, AGB Senior Fellow and Senior Consultant, Facilitator
  
- A THOUGHT STARTER
  - A university or college can never be better than its board
  - The board chair and the president have primary influence on board effectiveness
  - Boards can be reluctant to change
  - Effective boards take their work seriously
  - Consider the urgency of Now!
  
- A Primer on Board Governance
  - Anatomy of Board Governance
  - Shared Governance
  - Fiduciary Duties and Responsibilities

11AM Higher Education Outlook

- Key Public Policy Issues in Higher Education from AGB
- Key Issues Confronting HBCUs
- Life After the Pandemic: Food for Thought

11:30AM Building a High Performing Board

- Best Practices
- Creating a Board Matrix
- Board Diversity and Alumni Representation

12 Noon Lunch

1:00PM Findings from the Board Self-Assessment

3:00PM Break

3:15PM Self-Assessment Input form Senior Leadership

4:00PM Crafting an Action Plan

5:00PM Wrap-up and Adjourn

Readings:

Artis Hampshire-Cowan, Marshaling the President's Cabinet for Effective Governance

Terrence MacTaggart, The 21<sup>st</sup> Century Presidency: A Call to Enterprise Leadership



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# Virginia State University Board of Visitors Retreat

Dr. Alvin J. Schexnider, AGB Senior Fellow, Facilitator

August 6, 2021

# Welcome and Introductions

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**Dr. Valerie Brown, Rector**

**Dr. Makola Abdullah, President**

**Dr. Alvin J. Schexnider, AGB Senior Fellow and Senior Consultant, Facilitator**

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# AGENDA

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## 10:00 am **Welcome and Introductions**

Rector Valerie Brown  
President Makola Abdullah  
Dr. Alvin J. Schexnider

### **A Thought Starter**

- A university or college can never be better than its board
- The board chair and the president have primary influence on board effectiveness
- Boards can be reluctant to change
- Effective boards take their work seriously
- Consider the urgency of Now!

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# AGENDA (continued)

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## A Primer on Board Governance

- Anatomy of Board Governance
- Shared Governance
- Fiduciary Duties and Responsibilities

11:00 am

## Higher Education Outlook

- Key Public Policy Issues in Higher Education from AGB
- Key Issues Confronting HBCUs
- Life After the Pandemic: Food for Thought

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# AGENDA (continued)

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- 11:30 am **Building a High Performing Board**
- Best Practices
  - Creating a Board Matrix
  - Board Diversity and Alumni Representation
- 12 Noon **Lunch**

# AGENDA (continued)

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- 1:00 pm      **Findings from the Board Self-Assessment**
- 3:00 pm      **Break**
- 3:15 pm      **Self-Assessment Input from Senior Leadership**
- 4:00 pm      **Crafting an Action Plan**
- 5:00 pm      **Wrap-up and Adjourn**

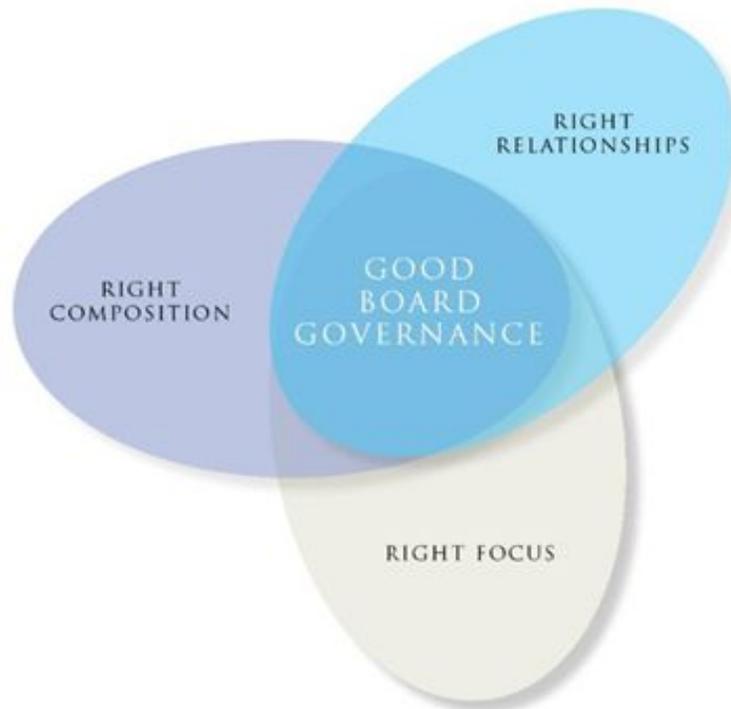
## Readings

Artis Hampshire-Cowan, *Marshaling the President's Cabinet for Effective Governance*  
Terrance MacTaggart, *The 21<sup>st</sup> Century Presidency: A Call to Enterprise Leadership*



# Good Board Governance

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*An Anatomy of Good Board Governance in Higher Education*, AGB Press (2018)



# Good Board Governance is Simple

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What's needed:

- The right people are on the board,
- The board addresses the right issues, and
- Board members engage in the right way, among themselves and with others.

Taken together, these are the enabling conditions of good governance. Yet each can be difficult to achieve and sustain. Simple, but not easy.

*An Anatomy of Good Board Governance in Higher Education*, AGB Press (2018) 

# How to Make Shared Governance Work

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- Actively engage board members, administrators, and faculty leaders in a serious discussion of what shared governance is (and isn't).
- Periodically assess the state of shared governance and develop an action plan to improve it.
- Expressly support strong faculty governance of the academic program.
- Maintain a steadfast commitment to three-way transparency and frequent communication.
- Develop deliberate ways to increase social capital between board members and members of the faculty.

*Shared Governance in Times of Change, AGB Press (2014)*



# Trustees as Fiduciaries

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- Fiduciary – One who holds some asset(s) in trust for another and is charged to act beneficially on behalf of the other in managing that asset.
- The Asset – The college/university you govern, including mission & identity, property, human resources & educational product.
- For whom – Founders and sponsors, students and families, donors, alumni (public)

# Fiduciary Duties

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Duty of Care – Requires governing board members to carry out their duties in good faith exercising diligence, care and skills, i.e., determining what is in the best interest of the institution.

Duty of Loyalty– Requires governing board members to act in good faith and not in their own self-interests. Under this duty a board member must not use his position or authority for personal benefit.

Duty of Obedience– Requires that governing board members ensure that the college or university is operating in accordance with its stated purposes and in compliance with the law.

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# Summary

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- Governing boards act as a body, however, fiduciary duties fall on individual board members
- Board members **MUST** be more than names on stationery.
- Board members **MUST** be fully engaged.
- They must attend meetings, read and evaluate materials.
- They must ask questions and get answers.
- They must honor confidentiality, avoid conflicts or interest, demonstrate loyalty, and uphold mission.
- And, they must ensure legal and ethical and compliance.

# Higher Education Outlook

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- Top Public Policy Issues for Higher Education, 2021-2022
- Key Issues Confronting HBCUs

# Top Public Policy Issues for Higher Education 2021-2022

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- Regulatory Activity
- Federal Funding Outlook
- State Funding and Policy
- College Affordability
- Impact of the Judiciary
- International Students and Immigration
- Federal Tax Issues
- Collegiate Athletics

Source: Stephen G. Pelletier, Trusteeship, July/August 2021



# Top Strategic Issues Facing HBCUs

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1. Enrollment and the Value Proposition
2. Educational Quality and Degree Offerings
3. Student Success and Completion
4. Finances and Affordability
5. Infrastructure
6. Federal and State Policy
7. Governance and Leadership

# Building A High Performing Board

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## Best Practices

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# AGB Principles of Trusteeship: How to Become a Highly Effective Board Member

The important work of board governance is critical and complex, requiring all board members to be knowledgeable and well-prepared for today's challenges and opportunities.

Principles of Trusteeship describes three fundamental functions, and three principles within each function that are essential for every board member.



# Principles of Trusteeship

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## Understand Governance

- Embrace the full scope of your responsibilities.
- Respect the difference between the board's role and the administration's role.
- Be an ambassador for your institution and higher education.

## Lead by Example

- Conduct yourself with impeccable integrity.
- Think independently and act collectively.
- Champion justice, equity, and inclusion.

## Think Strategically

- Learn about the mission, constituents, culture, and context.
- Focus on what matters most to long-term sustainability.
- Ask insightful questions and listen with an open mind.

# Board Capacity and Recruitment

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- Having an effective board requires effective board members
- Every board should regularly review their composition to ensure they have member with the right skill set to effectively address the issues faced by the institution

# Sample Board Qualification Matrix

Expertise	Current Board	Ideal Board in 5 Years	Ideal Next Class
Audit			
Banking/Financial			
Fundraising			
Governance			
Higher Education			
Human Resources			
Investments			
International			
IT			



## Sample Board Qualification Matrix...cont'd

Expertise	Current Board	Ideal Board in 5 Years	Ideal Next Class
Legal			
Marketing/PR			
Political			
Real Estate/Facilities Demographics			
Parent/Alum			
Gender			
Race/Ethnicity			
Capacity to give			
Primary residence			



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# Findings From the AGB

## Board Self-Study

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# Guidelines for Understanding the AGB Board Self-Study Summary Report

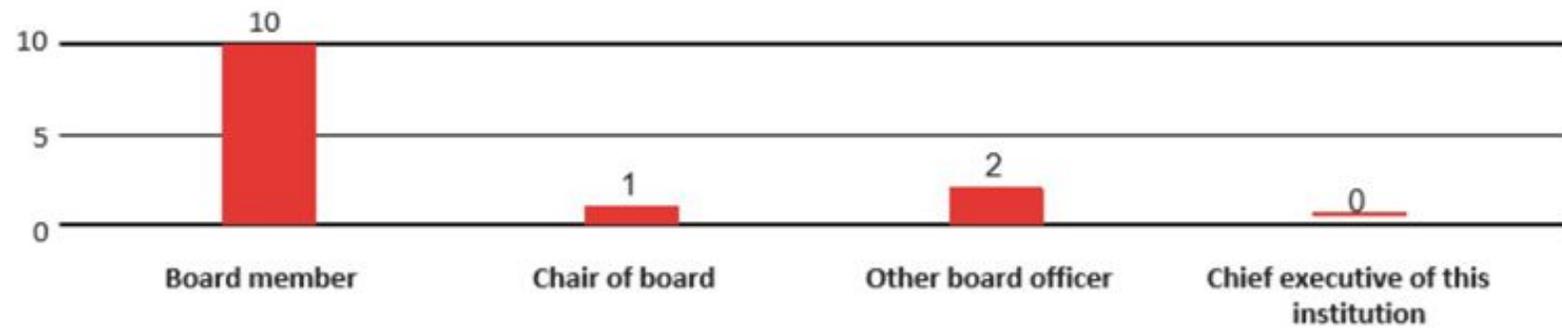
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# Virginia State University Board Assessment Summary

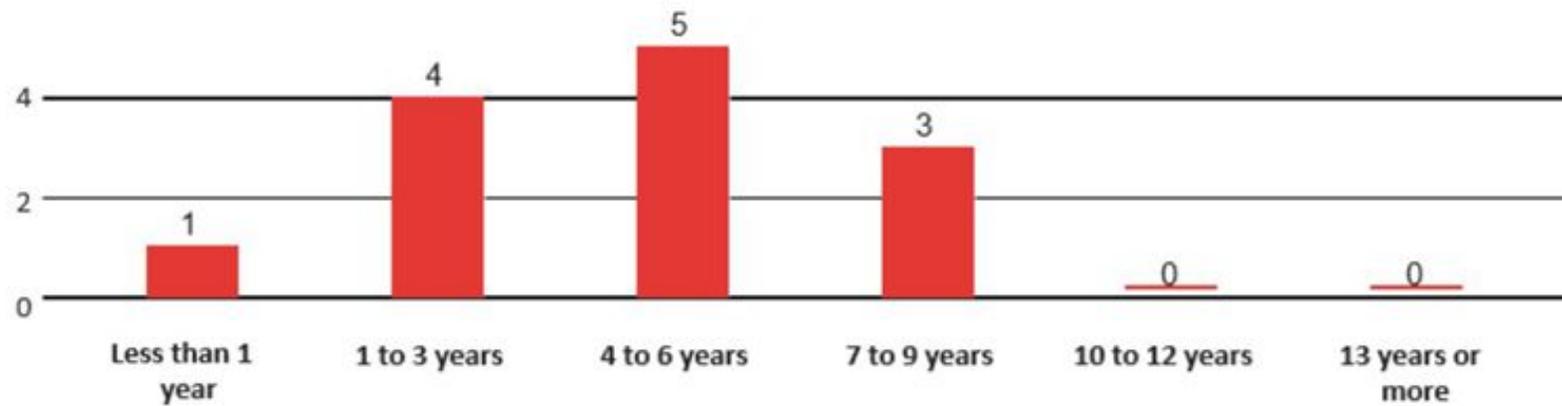
<b>Summary Table</b>	<b>Section Average</b>
1. Mission and Strategy	2.58
2. Leadership and Shared Governance	2.97
3. Institutional Sustainability	2.91
4. Quality of Educational Programs	2.70
5. Board Performance	2.87
6. Board Culture	2.99
	<b>Response Rate</b>
<b>Virginia State University</b>	<b>13</b>
<p><b>Don't Know Responses</b> -- Participants were given the option to select Don't Know (DK) but were required to answer the question. When the number of respondents is less than the number of total responses shown on page one this difference indicates the number of DK responses.</p>	



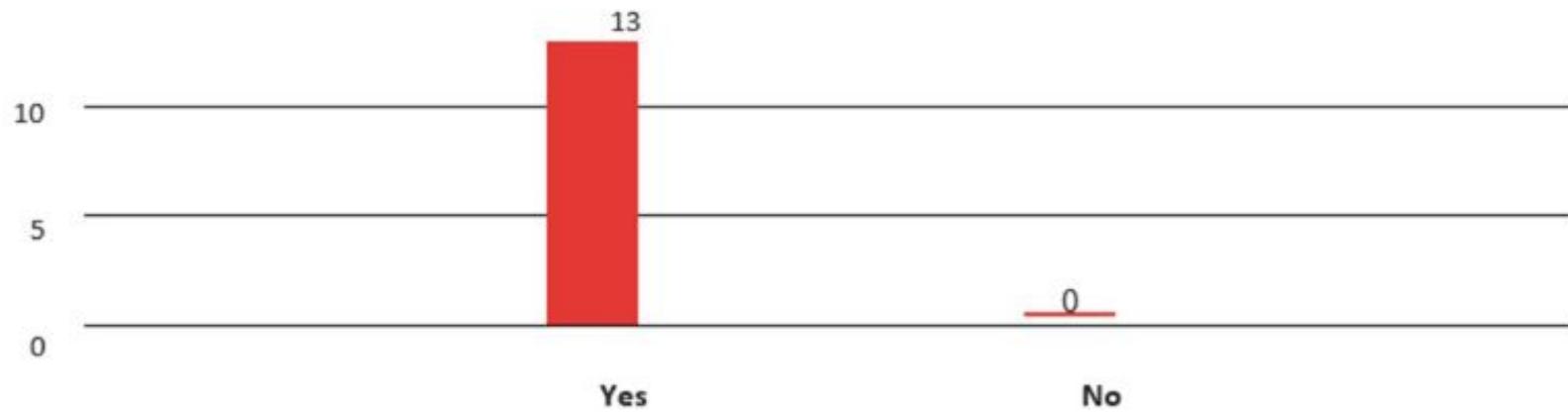
**What is your role on this board? Please check one.**



### How long have you served on this board?



### Do you have a vote on the board?



## Please provide comments or suggestions related to the board's performance in the area of Mission and Strategy. Responses below:

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- *Part of the satisfactory on being representatives of the university reflects that my board service has been during the pandemic and we've been hamstrung on what we can do.*
- *There are generalized references to the school's mission and strategy during the conduct of the board's business. But other than in connection with the recent development of a strategic plan, mission and strategy don't often come up. Most of the focus has been on, how do we get past the latest finance or enrollment disappointment?*
- *The board is doing most of the right things in this area but the piece of progress and completing the strategic plan was painfully slow. Also measuring and reporting progress on a regular basis has been far below an acceptable standard.*

## **Please provide comments or suggestions related to the board's performance in the area of Mission and Strategy. Responses below:**

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- *I believe a periodic discussion of the Mission and Strategy during board meetings would be helpful in keeping those items active in the board member's minds. Also there could be discussions at some point on how a recent vote supported or did not support the Mission and Strategy.*
- *During the term of this administration we have been moving in this direction and have laid the ground work for working along our strategic plan and its direction. The leadership team continues to refer to the plan and speak to how their results align with those targets. We are doing a very good job in this regard.*
- *We've implemented a new strategic plan and have updates on how budgets, recommendations and actions correlate to the plan.*
- *I believe the Board and the University can do a better job of 'telling our story, highlighting our very successful alum, and in general making the University a household name.*

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## Section I: Mission and Strategy (average: 2.58)

*The institution's mission is the standard by which key decisions are made and strategic directions are set. Board members are charged with ensuring the appropriateness of their institution's mission and ensuring that it guides both their work and the strategic priorities of the institution.*

	Mean	Responses
1.1 Periodically reviews the mission to ensure it fits the current context of higher education and reflects the history of the institution.	2.58	12
1.2 Uses the mission and defined priorities to guide the board's decisions.	2.54	13
1.3 Ensures the institution acts in accordance with its mission and purposes.	2.54	13
1.4 Ensures the institution operates under a strategic plan that defines the institution's strengths, challenges, and priorities.	2.85	13
1.5 Articulates the mission and acts as ambassadors by telling the "story" and history of the institution.	2.38	13

*Poor = 0, Fair = 1, Satisfactory = 2, Very Good = 3, Excellent = 4*

## Section II: Leadership & Shared Governance (average: 2.97)

The board's authority for policy development and strategic decision-making is a multi-stakeholder process. The board shares governance duties with the chief executive, administration, and faculty, and solicits input from a broader campus constituency. To govern effectively, the board works to establish a strong partnership with the chief executive of their institution.

	Mean	Responses
2.1 Works with the chief executive and appropriate constituent groups to gain support for institutional goals.	3.00	12
2.2 Has policies and practices of shared governance that delineate the responsibilities of board, chief executive, administration and faculty.	2.64	11
2.3 Is well informed of the viewpoints of faculty and staff on major institutional issues.	2.67	12
2.4 Relies on dashboards, metrics, and other meaningful data to inform decisions.	2.08	13
2.5 Elects a chair who can effectively lead the board and build a partnership with the chief executive.	3.46	13
2.6 Works with the chief executive to build a strong working relationship.	3.23	13
2.7 Serves as a sounding board and thought partner to the chief executive.	3.00	12
2.8 Annually reviews the performance of the chief executive and periodically conducts a comprehensive assessment.	3.69	13

Poor = 0, Fair = 1, Satisfactory = 2, Very Good = 3, Excellent = 4



## Section III: Institutional Sustainability (average: 2.91)

*The board is accountable for the success or failure of the institution, and preservation of its assets for future generations. In order to make informed decisions and fulfill their fiduciary responsibility, board members must focus their attention on the institution's finances and educational effectiveness, the changing trends in the higher education landscape, and potential significant risks to the institution.*

	Mean	Responses
3.1 Reviews the budget to ensure it reflects the institution's priorities.	3.15	13
3.2 Monitors the institution's financial health using trend and comparative data.	3.00	13
3.3 Evaluates the sustainability of the institution's current financial model.	3.08	12
3.4 Reviews the results of the independent financial audit and management letter.	3.38	13
3.5 Establishes investment policies and monitors endowment performance.	2.69	13
3.6 Approves use of endowment funds/spending policies.	3.00	12
3.7 Takes steps to preserve and enhance the physical assets of the institution.	2.92	13
3.8 Holds the administration accountable for enterprise risk management.	2.54	13
3.9 Monitors auxiliary organizations, (e.g., alumni, foundations, institutes).	2.42	12

*Poor = 0, Fair = 1, Satisfactory = 2, Very Good = 3, Excellent = 4*



## Section IV: Quality of Educational Programs (average: 2.70)

*The board has a fiduciary responsibility for educational quality and value. In order to fulfill their responsibility, board members must understand and monitor the institution's academic programs and policies. An effective board acts in concert with the administration and faculty and recognizes their respective roles.*

	Mean	Responses
4.1 Monitors educational quality, using trend and comparative data for student learning outcomes, retention and graduation rates, and the value of degrees/certificates.	2.54	13
4.2 Exercises its responsibility to oversee educational quality without intruding on faculty and administrative responsibilities.	2.58	12
4.3 Ensures that the institution maintains high quality faculty and staff.	2.55	11
4.4 Ensures policies and practices are in place to protect academic freedom and institutional autonomy.	2.64	11
4.5 Reviews the institution's accreditation reports including responses to identified concerns or deficiencies.	3.08	12
4.6 Ensures the institution offers a balanced, high-quality experience to students in both academics and campus life.	3.08	12
4.7 Is well informed about signature programs and breadth of offerings.	2.85	13
4.8 Monitors co-curricular activities, e.g., athletic, residential, Greek life.	2.38	13
4.9 Ensures the institution plays a positive social and economic role in the communities it serves.	2.62	13

*Poor = 0, Fair = 1, Satisfactory = 2, Very Good = 3, Excellent = 4*



## Section V: Board Performance (average: 2.87)

*The board monitors its own overall performance, ensuring that institutional policies about board member responsibilities, development, ethical behavior, and conflicts of interest are current, understood, and followed. The board uses its meetings and members effectively to accomplish its work.*

	Mean	Responses
5.1 Has the right mix of skills and abilities among board members.	2.83	12
5.2 Provides a meaningful orientation program for new board members.	3.23	13
5.3 Implements steps for board development, (e.g., continuing education, retreats, regular board assessments).	3.00	12
5.4 Structures board meetings to include time for substantive discussion.	3.00	13
5.5 Has the right committees and uses them well.	3.15	13
5.6 Adheres to a comprehensive conflict-of-interest policy and addresses conflicts appropriately.	3.08	12
5.7 Focuses on board level work and avoids micro-management of administrative responsibilities.	2.38	13
5.8 Works with the chief executive in seeking philanthropic support for the institution.	2.31	13

*Poor = 0, Fair = 1, Satisfactory = 2, Very Good = 3, Excellent = 4*



## Section VI: Board Culture (average: 2.99)

*The board establishes a culture of engagement built upon trust, respect, and a commitment to inquiry and inclusion. It conducts itself in an exemplary manner and acts with transparency.*

	Mean	Responses
6.1 Promotes trust among board members through a culture based on openness and respect.	2.69	13
6.2 Incorporates practices that build diversity and foster inclusion at the board level.	3.00	12
6.3 Productively explores ideas by engaging in robust discussions.	3.08	12
6.4 Engages all board members by utilizing their individual talents, skills and expertise.	3.17	12
6.5 Conducts itself in ways that inspire confidence and instill trust with its constituents.	2.67	12
6.6 Acts to ensure the integrity and reputation of the institution.	3.23	13
6.7 Understands and respects who may speak on behalf of the board or the institution.	3.42	12
6.8 Speaks with one voice and stands united behind controversial decisions.	2.58	12
6.9 Respects the confidentiality of board and committee materials and discussions.	3.25	12
6.10 Charges the executive committee to operate with transparency and refrain from usurping the authority of the full board (select "Don't Know" if no executive committee).	2.90	10

*Poor = 0, Fair = 1, Satisfactory = 2, Very Good = 3, Excellent = 4*



## Section VII: Satisfaction (average: 2.86)

	Mean	Responses
7.1 My time, energy and expertise are put to good use.	3.00	13
7.2 The board focuses its time on issues of greatest consequence to the institution.	2.38	13
7.3 The board acts in good faith with appropriate diligence, care, and skill (Duty of care).	2.92	13
7.4 The board retains its independence from external and internal stakeholders and acts in the best interests of the institution (Duty of loyalty).	2.77	13
7.5 The board takes reasonable care to ensure the institution is legally and ethically compliant with its mission, the law and all institutional policies (Duty of obedience).	3.23	13

*Not at All = 0, Slightly = 1, Moderately = 2, Very = 3, Extremely = 4*

# What are the three most important challenges facing the institution over the next several years?

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## #1 Challenge

- Financial and enrollment challenges and opportunities
- Resolving long-standing financial management issues
- Enrollment (**additional 5 responses stated Enrollment**) - maintaining and increasing despite decreased enrollment across all colleges and universities due to the pandemic.
- SCHEV ratings / levels
- Maintaining quality, relevant programs in order to provide a transformative educational experience

# What are the three most important challenges facing the institution over the next several years?

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## #1 Challenge (continued)

- Board of Visitors. Transforming the Board of Visitors (BOV) from a relatively effective performing Board to a Highly Performing BOV. As stated in the intro to this survey, "strong and effective boards make for strong and effective colleges and universities." The Board needs to spend more time and focus on improving its performance. Matters concerning Board performance tend to take a back seat to most other matters. We have made important steps to monitor our own overall performance. Nonetheless, it has been a painfully slow process. We have the potential to work much more effectively as a Board.
- Continuing to add additional degrees needed by our students as the world around VSU changes and Technology and Processes change in the industries and Careers that they will graduate into. These students must be able to graduate successfully and start careers where they give back to their communities and back to the University as well.

# What are the three most important challenges facing the institution over the next several years?

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## #2 Challenge

- Well - Managed - addressing current audit findings and placing the right governance and compliance procedures in place at the University to demonstrate we are well managed and worthy of Level 2 status.
- Success in quality programs with depth.
- Increasing total enrollment and improving graduation rates
- More online classes leading to degrees
- Maintaining sustainable enrollment
- The ability to attract more African American Staff and Professors to present positive images to our students and serve as role models who can relate to the journey of our students. VSU needs to pursue these professionals so the we enhance the University's reputation as a leading University in the HBCU space
- Enrollment
- Building an educational brand that separates VSU from other HBCUs.
- Financial Support

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# What are the three most important challenges facing the institution over the next several years?

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## #2 Challenge (continued)

- **Enterprising Substantial Fundraising Opportunities.** Building long-term lucrative relationships and partnerships to secure the financial health of the University well beyond its current status, including businesses, foundations, philanthropic donors, state and local legislators, alumni and any other potential opportunities that financially strengthen VSU. **Recruitment and Enrollment of Students.** Attracting the right mix and number of students to sustain the University. Over the next several years, competition for students will increase two-fold. To meet the challenges ahead, marketing and branding strategies must be contemporary, bold, aggressive, constant and nimble. **Retention.** Providing a stellar experience for students while at VSU is key to their successful matriculation through the University. Retention efforts and strategies require special attention. The 2020-2025 Strategic Plan dealing with retention needs constant review and updates.
- **Viability of the place bound instructional model (already a challenge now magnified post pandemic)**



# What are the three most important challenges facing the institution over the next several years?

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## #3 Challenge

- Increase technology to stay competitive with online classes offerings, communication between students, communication between students and faculty, and other technology that will encourage students to want to come to VSU
- Maintaining high quality faculty
- Recruitment and Enrollment of Students. Attracting the right mix and number of students to sustain the University. Over the next several years, competition for students will increase two-fold. To meet the challenges ahead, marketing and branding strategies must be contemporary, bold, aggressive, constant and nimble. Retention.
- Providing a stellar experience for students while at VSU is key to their successful matriculation through the University. Retention efforts and strategies require special attention. The 2020-2025 Strategic Plan dealing with retention needs constant review and updates.

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# What are the three most important challenges facing the institution over the next several years?

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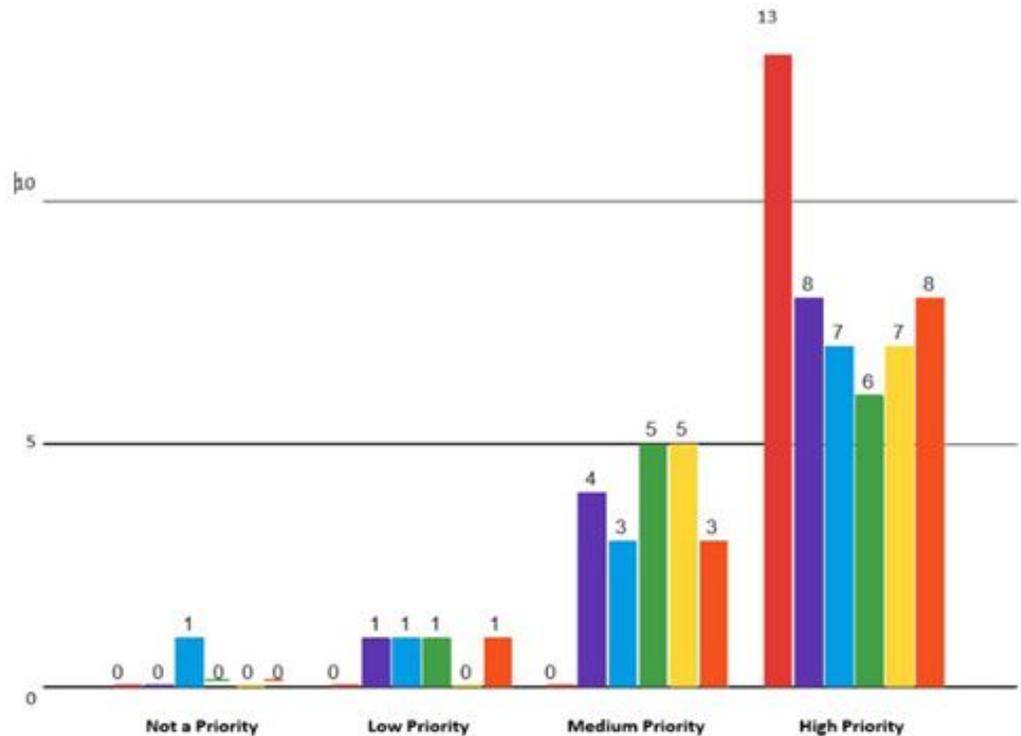
## #3 Challenge (continued)

- Expanding the endowment for tuition assistance
- Continue to grow the university's curriculum and offerings to attract the best students and build our brand as a destination University for students.
- Following through on the strategic plan including retention of key leadership personnel
- Fund raising from non-government sources
- Financial support
- Managing growth
- Financial support is always a challenge both from Alumni, Outside Organizations and Corporations and State and Local Government support as we expand our reach and touch to the communities and the students that VSU will impact in the years to come.
- Transparency
- Behavior of students

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# Section VIII: Priorities – How Important do you think it is for the board to?

- 8.1 Focus more of the board's attention on issues of strategic importance to institution.
- 8.2 Assess whether the information and data the board receives are adequate and timely.
- 8.3 Improve its own capacity and functionality thru increased attention to qualifications and recruitment of board members.
- 8.4 Strengthen shared governance through improved relationships with the chief executive and faculty.
- 8.5 Increase its knowledge of the institution's financial health and sustainability.
- 8.6 Establish guidelines related to risk to ensure the board is informed about potentially volatile situations.



## What change or action would most improve the board's performance?

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- Focus on the forest not the trees
- More collegiality and respect for divergent views
- Please see previous comments regarding where the board needs additional outside guidance
- More focus on strategic direction of the university, inclusive of risks and volatile situations
- Becoming thoroughly informed to all weaknesses and threats
- A commitment from all board members to engage in improving its performance...a willingness to move expeditiously on performance matters

## What change or action would most improve the board's performance? (continued)

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- I think we need to continue our ongoing efforts
- Additional time spent in committees going over the details so that the full board receives a good summarization of the committee work enabling the board to make good and informed decisions.
- Continuing to monitor the audit issues that have been identified and ensuring that those areas identified remained addressed and corrected and improved. Ensure that the audit issues are corrected and appropriately responded to and addressed.
- Spend time in Board Meeting to discuss its own evaluation in its area of responsibility

## What is the board's most significant accomplishment over the last two years?

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- Supporting a dynamic best in class CEO and his team
- Keeping the president at the university
- I cannot think of any in the past two years
- Improvements in the schools current financial condition. However, it's important to recognize that much of this issues to unusual one-time events and turning the success into ongoing improvement remains a challenge.
- The entire VSU family, including the Board of Visitors pitched in to deal with the challenges of the coronavirus. Despite the ups and downs of a very stressful situation, the University landed on its feet. I'm proud of the work done by all to keep the University and the surrounding community afloat.
- I am a new board member, so that's hard for me to answer
- Elevation of student body activities and successes!

## What is the board's most significant accomplishment over the last two years? (continued)

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- Understanding and responding to the COVID-19 pandemic
- Introducing the VSU Strategic Plan 2. Requesting and getting the approval for a Climate Survey and the Salary Equity review. The later will occur in FY 2022 and 2023. These reviews will give the Administration and Board actionable items to better manage and improve working conditions and recruitment and retention of staff and professors. This information will give us better data with which to focus our attention and resources.
- Adoption of the strategic plan. I also think navigating through the pandemic.
- Successfully navigating through COVID and its impact on students living on campus and attending class physically or virtually. The financial impact could have been devastating; but through close monitoring of the budget and cutting expenses where appropriate (along with state and federal support) the University did extremely well without the potential negative financial impact.

# Summary of Leadership Team Interviews

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**At the Board's request, interviews were conducted with five senior leaders. Each respondent answered three questions:**

1. What are the three most serious challenges facing VSU?
2. How can the senior leadership team in concert with the President contribute to the Board's desire to achieve high performance?
3. What can the Board do to help you do your job better?

## Summary of Leadership Team Interviews (continued)

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### Question One: The most frequently cited challenges.

- Enrollment
- Fiscal resources
- Human resources--namely recruiting good people
- Technology
- Innovative programs that align with future careers

## Summary of Leadership Team Interviews (continued)

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### Question Two: How can we help contribute to high board performance?

- Better communication of our goals to the board
- Promote accountability and enforce it
- Understand VSU and how things work. Onboarding should occur in a relaxed setting
- Make board meetings productive with high level discussions. Minimize extraneous conversations based on alumni complaints. Build trust in senior leaders.
- Understand the difference between managing and governing and have a candid conversation about what this means.
- The board should use its contacts to help fundraising
- Keep the board informed and be transparent

## Summary of Leadership Team Interviews (continued)

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### Question Three: What can the Board do to help you do your job better?

- Challenge me by asking tough questions
- Understand my role and support it
- Support the hiring of staff when the metrics show the need for it
- Make connections to support fundraising and internships
- Support efforts to get programs approved by SCHEV
- Hold senior staff accountable and work to overcome differences
- Create a cohesive board that is on the same page
- Respond to requests in a timely fashion
- Open your Rolodex



# Closing Remarks

# The 21st-Century Presidency: A Call to Enterprise Leadership

By  
Terrence MacTaggart

**AGB** ASSOCIATION OF  
GOVERNING BOARDS  
OF UNIVERSITIES AND COLLEGES

Since 1921, the Association of Governing Boards of Universities and Colleges (AGB) 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 1,300 member boards, 1,900 institutions, and 40,000 individuals, AGB is the only national organization providing university and college presidents, board chairs, trustees, and board professionals of both public and private institutions and institutionally related foundations with resources that enhance their effectiveness.



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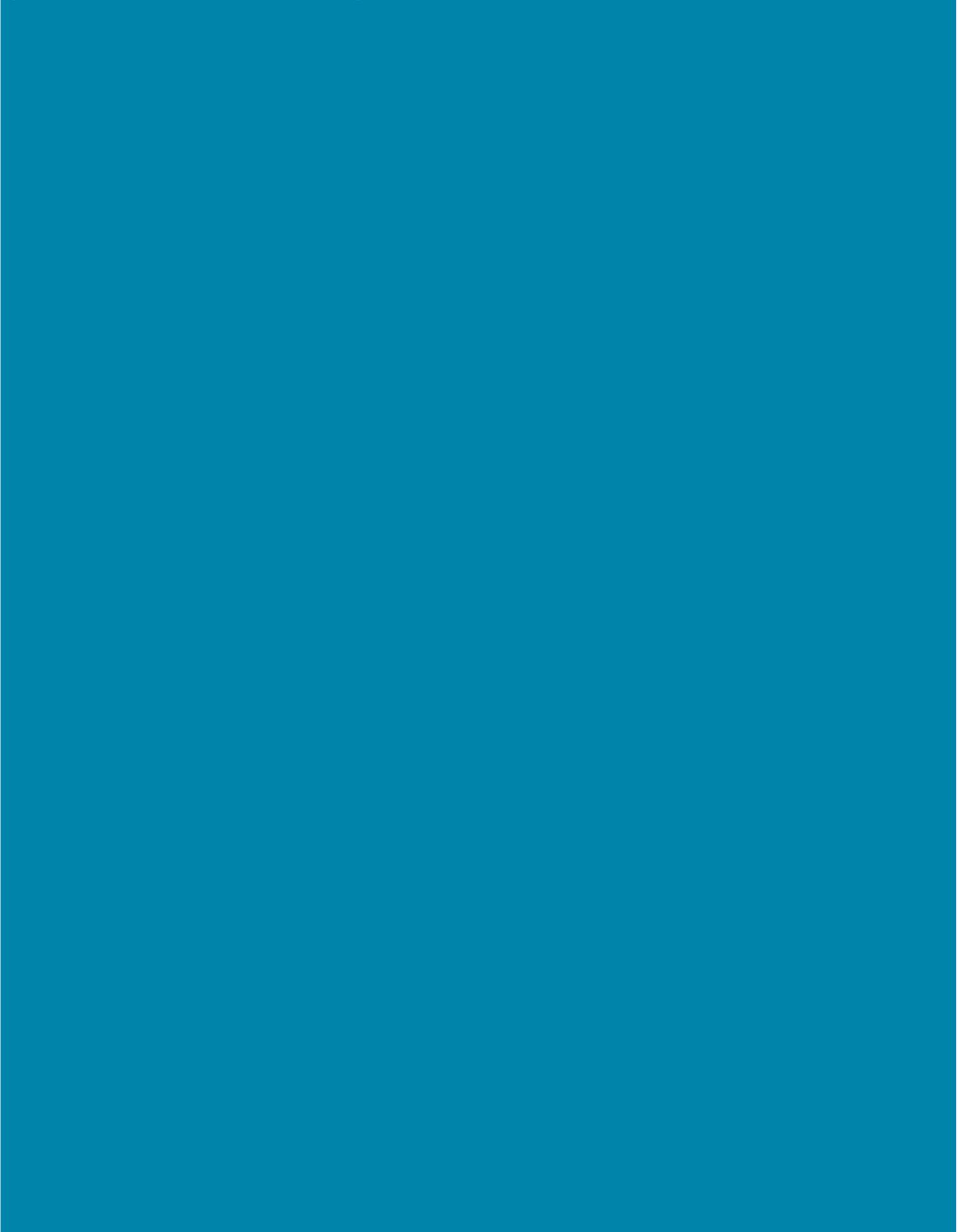
# The **21st-Century Presidency:** A Call to Enterprise Leadership

By  
Terrence MacTaggart

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## Introduction

**A**merican higher education must redefine the work of its presidents if it is to meet today's challenges and those fast approaching on the horizon. The effectiveness—and, in a growing number of cases, the very survival—of a college or university requires leaders who make a clear-eyed appraisal of their institution's competitive position in the market for higher education services, bring an entrepreneurial spirit to their work, and possess the talent to advance the enterprise in the face of often conflicting demands. In fact, what's needed is a new model of leadership: enterprise leadership.

Twentieth-century leadership approaches will no longer suffice. Skepticism over the value of a college degree, higher expectations for performance from institutions at all levels, student unrest, intense competition for students and resources, and political divisions are among the most prominent challenges. In addition, a new wave of technological change will most likely alter higher education as we know it. Artificial intelligence, virtual reality, big data, and cognitive mapping are more than buzz words. They will define the future of higher education and society just as the Internet does now.

Such realities combine to require that presidents of colleges and universities possess talents and skills that are different from those required in the past. But presidents can't operate alone. Boards also must change to meet the demands of the twenty-first century: they must rethink and redesign governance in ways that enable them to work as allies of the president in meeting whatever challenges face the institution. At all types of colleges and universities, the governing body must participate in leading the enterprise by collaborating with the president in developing major strategies, standing firm with the executive in the face of criticism and opposition, and committing time and resources to the work of sustaining and advancing the institution. Indeed, the success of the enterprise leader rests on a foundation of trust and confidence between the president and the institution's governing board.

*The success of the enterprise leader rests on a foundation of trust and confidence between the president and the institution's governing board.*

Trustees who wish merely to oversee the president, as well as those who behave as if they themselves were the chief executive, must develop a new mindset. As recommended in *Consequential Boards: Adding Value Where It Matters Most*, the report of AGB's National Commission on College and University Board Governance, boards must "add value to institutional leadership and decision making by focusing on their essential role as institutional fiduciaries." That will be a dramatic shift for those who underestimate the need for most institutions to alter their culture and performance.

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Reorganizing the board's work requires recruiting new members with experience in the fields and delivery modes at which the college or university expects to excel. Board education and self-evaluation must focus on the realities of bringing change to notoriously change-averse institutions, as well as on the attitudes of a new generation of students energized by social media. The role and scope of committees need to be redesigned to support strategic directions rather than the standard functional areas.

Most important, in selecting a chair to meet the new demands, the board must find a respected individual who can lead it in adjusting its work, as well as take the time to support, advise, and challenge the president—enabling that person to grow and flourish in the job. (And if the president is not up to the task, the chair should lead in taking the appropriate next steps to find the right leader.)

In short, whether board members are labeled trustees, regents, curators, or directors, the working relationship between those ultimately responsible as fiduciaries and the chief executive is the cornerstone of effective enterprise leadership. The institution's ability to thrive now and into the future will require a highly collaborative working relationship between the board, particularly its chair, and the chief executive acting as enterprise leader.

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## Enterprise Leadership Today

**E**nterprise leadership is the vigorous exercise of authority in guiding an institution through a comprehensive adaptive process that positions it to prosper in a competitive, fast-changing environment. Effective enterprise leaders of colleges and universities engage the academic community in the change process. They work actively with their governing boards as trusted partners in developing strategies to strengthen their institutions' financial bases; academic quality and effectiveness; and reputation for value, to students and society as a whole.

This definition suggests (at least) five attributes of the enterprise leader and enterprise leadership. First, the modern presidency is a 24/7 job demanding hard work over a sustained period of time. Presidents require periodic respite from this intensity for their mental and physical health—and to support a return to what is often a relentless pace. Second, change

leadership is more than change management.

It requires a sophisticated understanding of the emotional brew that accompanies serious change and innovation. These skills include applying the appropriate change strategy to match the situation; exerting pressure without alienating or exhausting the team; possessing the emotional intelligence to cope with opposition; and displaying calm courage in the face of conflicts and even

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personal attacks. Third, enterprise leaders appreciate clearly the challenges facing their institutions. They also have the imagination to envision ways to advance their institutions in this volatile environment. Fourth, enterprise leadership mandates the strengthening of the enterprise through time. The critical measures are financial stability; academic quality and effectiveness; and the institution's reputation for worthwhile teaching, research, and service. Finally, the sine qua non that underpins all the rest is personal integrity in all decisions and in relationships with the governing board and the academic community.

Enterprise leadership encompasses a respect for the core values of the academy. Academic freedom in the pursuit of truth is foremost among them. The modern president also needs to publicly champion the liberal arts, especially with audiences that disparage them. In addition, the president needs to be empathetic in understanding why faculty members often resist change, as well as courageous in communicating the often uncomfortable realities facing the institution.

*The enterprise leader must give top priority to strengthening the value proposition—the promise that a particular college education is worth the time and resources invested in achieving the degree.*

It is always best to work strenuously to make shared governance function well. But the enterprise leader must be willing to make tough calls when the conventions of shared governance prohibit consensus on vital new directions. And the board needs to support its executive in the face of inevitable conflict and criticism.

The enterprise leader recognizes that a college or university is not a business. But this executive also knows full well that unless the business side is successful, academic quality and even the existence of the institution will be at risk. It is no secret that the historic value proposition of higher education has eroded. The *substantive value* of a college degree may remain positive. Yet for students, families, policymakers, and the public at large, the narrative of high cost, long times to graduation, poorly educated graduates, and a dearth of postgraduate employment opportunities have combined to diminish higher education's *perceived value*. The enterprise leader must give top priority to strengthening the value proposition—the promise that a particular college education is worth the time and resources invested in achieving the degree.

Finally, exercising enterprise leadership demands the focused efforts of a highly functioning team. The president's effectiveness depends on finding and developing talent in key aspects of the institutional enterprise: finance, academics, student recruitment and retention, resource development, and often government and public relations. An active program of talent development from within the institution, including faculty members with the aptitude for enterprise leadership, is often a better option than hiring a stranger from outside it.

The features of enterprise leaders have always been the virtues of exceptional presidents. Today, however, *all* presidents need to possess such traits to a substantial degree.

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## Features of Enterprise Leaders

**E**nterprise leaders are realistic in appraising the challenges their institution faces, pragmatic in selecting strategies to advance it in light of its strengths and the potential in the market, and transparent in their frank communications—especially with the board of trustees and the academic community. The following summary of crucial success factors grows out of many conversations with change leaders as well as direct observation of effective executives in action.

Enterprise leaders possess:

1. ***A clear-eyed recognition of the real challenges confronting institutions and anyone who attempts to change them.*** Enterprise leaders recognize the flaws in many current business models, the need to make difficult adjustments in order to respond to increased competition, and the omnipresence of social media that fans the flames of discord and the inevitable opposition to change. Unquestioning fidelity to traditional patterns of education, organization, and governance won't work in today's environment.
2. ***The ability to develop and articulate a practical and compelling vision that positions the institution for the future.*** That vision needs to be strategic in taking into account market realities and current or potential institutional strengths. It combines a data-driven appraisal of today's realities with the ability to scan the horizon, especially with respect to competition and technological change. And while quantitatively grounding it is crucial, personalizing the vision with narratives that build support for the change journey and celebrate its accomplishments is equally important.
3. ***The emotional intelligence to advance the enterprise in close collaboration with the governing body.*** The engaged board is now a fact of presidential life. Presidents must work in concert with trustees, including those with egos to match their accomplishments, and secure their support. Successful enterprise leaders view their board members, or at least the leaders among them, as sources of advice and allies in change leadership.
4. ***The capacity to transform a legacy-oriented academic culture to one focused on today's realities and the potential of the future.*** Change leadership is an art requiring experience, persistence, and courage. The president and the board

*Unquestioning fidelity to traditional patterns of education, organization, and governance won't work in today's environment.*

must appreciate that change includes risk and that not all innovations will work as planned or bring immediate benefits. Unfortunately, the length of service for presidents is declining. And waiting out a change leader is a common response to vigorous leadership, especially if the executive doesn't stay in office long enough to institutionalize a new way of doing business. Yet a minimum of seven years is usually required to convince enough members of the academic community that a new order is here to stay, and most enduring change requires a decade or more of sustained leadership. The board needs to provide the appropriate inducements to encourage an able president to stay as long as the change program requires.

*The president and the board must appreciate that change includes risk and that not all innovations will work as planned or bring immediate benefits.*

5. ***Respect for academic values and shared governance, plus the strength to make unpopular decisions when shared governance fails to yield consensus.*** Historically, working with faculty members often meant accommodating their preferences to preserve peace in the valley or forestall a no-confidence vote. And presidents must always support the faculty when it comes to upholding the institution's core academic values. But now is a time when administrative leaders must often offer their faculty colleagues uncomfortable choices rather than easy answers. In response to reducing programs and staff or changing time-honored practices such as teaching loads, the president will face strident opposition from faculty

## PERSPECTIVES

"When hot issues go viral in days, it doesn't leave much time for the president or the board to reflect on the appropriate response. It pays to anticipate these things."

UNIVERSITY PRESIDENT

"I have staff members combing the websites to try to stay ahead of rising concerns. And because of the reputational risk involved, we keep our audit committee of the board apprised monthly."

UNIVERSITY PRESIDENT

"I was uncomfortable at first using Twitter and Facebook. But now I see it helps me to communicate with students quicker and more effectively than with speeches and newsletters."

UNIVERSITY PRESIDENT

"The younger members of our board have helped the veterans see the upsides of social media for marketing the institution and in the work of the board, too."

COLLEGE PRESIDENT

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members, especially those in the humanities and social sciences. Moreover, today's competitive environment frequently demands quick response times, not the leisurely schedules of traditional shared governance. In such cases, the practice of shared governance needs to be recalibrated to clearly define the boundaries of authority. Courage, a thick skin, and equanimity are important traits in this often-contested environment.

6. *The skills to build a high-functioning administrative team in the key operational areas of the enterprise.* Fortunate is the new president who inherits a uniformly capable team. More likely, however, some members will remain and others leave, since culture change often requires a change of senior leadership, as well. The enterprise leader must be able to identify, recruit, and nurture a group of strong administrators. Team members must be especially skilled in areas where the executive is not and bring different strengths to the administrative team. Qualities required of all team members are an understanding of the dynamics of change in the academy, a commitment to the new agenda, and loyalty to its leader. They must also have the backbone to share bad news early and critique ideas that will not serve the institution well. Boards should support the president in providing the compensation and other benefits necessary to retain a high-functioning team.
7. *Personal qualities such as integrity, high energy, resilience, a positive demeanor, and the ability to sustain one's personal mental health in a fraught milieu.* Most candidates for president possess the intellectual ability to do the job. What is

*No amount of creativity or communications skills will make up for moral or ethical failures—especially in this era when such lapses are apt to be well publicized.*

sometimes missing, and predictably results in failure, are the personal qualities that enable those leaders to sustain themselves as human beings in the face of a challenging 24/7 workload. A well-tuned moral and ethical compass, for example, is the foundation for successful leadership. No amount of creativity or communications skills will make up for moral or ethical failures—especially in this era when

such lapses are apt to be well publicized. At regular intervals, presidents need to take time to refresh and renew their commitment to the work and to reframe their strategies. The board should regard coaching and periodic respites as essential supports for effective leadership, not as perquisites or icing on the cake.

In sum, the enterprise model combines several virtues, including tough-minded realism, sophisticated interpersonal skills, and courage. That said, effective enterprise leaders come from a variety of backgrounds and have a range of personalities. Academics such as provosts and deans—some with enviable publication records and some without—can become successful leaders of change in the organizations that nurtured them. So-called nontraditional candidates—business leaders, politicians, members of the military—have effectively applied their training and experience to their new roles, while adjusting to the special character of academic culture, and become exceptional presidents, as well.

### Most Important Presidential Attributes\*

- ✓ Innovation
- ✓ Vision
- ✓ Future Orientation
- ✓ Change Leadership
- ✓ Resource Development

*\*In 2015 and 2016, AGB surveyed board chairs of member institutions. Of the 56 who responded, 85 percent (48) were from independent institutions, 9 percent (5) from public institutions, and the remainder from private, for-profit institutions. The purpose of the survey was to “better understand the role of the board, and especially the chair, in enabling presidents (or chancellors or commissioners) to succeed in leading change in institutions often very averse to change.” Key findings are summarized in tables throughout the report.*

## PERSPECTIVES

“Who are ‘the faculty’ anyway? The tenured professors? Those in line for tenure? The adjuncts? The graduate assistants? The union?”

TRUSTEE

“Sometimes the no-confidence vote is deserved.... We need to be prepared to act appropriately if the president is just not up to the challenge.”

TRUSTEE

“No-confidence votes erupt whenever we get mired down during negotiations with the faculty union.”

UNIVERSITY PRESIDENT

“Truly exceptional presidents and boards take pains to enable their faculty to acknowledge the realities of the changing market for higher education and to accept the need for painful change.... This ability should be part of the repertoire of the president.”

BOARD CHAIR

“Pragmatism in the face of faculty ‘righteous indignation’ is the right response, if we want to save our college.”

COLLEGE PRESIDENT

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## A Changed Landscape

**T**he current environment for presidents is more dynamic, challenging, and threatening—yet full of potential—than at any time over the past fifty years or more. Perennial challenges—scarcity of resources, partisan conflict, student activism—have intensified. New challenges—the influence of social media, the advent of more disruptive technologies—contribute to the drama. While most presidents certainly recognize those forces, effective ways to address them can be elusive. Increasingly, trustees, especially executives from business and healthcare, recognize that today’s dynamic conditions demand fresh approaches to leadership and governance. Alums on the board, however, are often less willing to accept the need for change. Such differences on the board can reflect just a few of the contrasting perspectives among constituents that institutional leaders must take into account when dealing with the following trends.

### AN ERODING VALUE PROPOSITION

It has long been an article of faith that a college degree amounts to a ticket to prosperity and the good life in the richest country on earth. Indeed, the value of higher education received recognition from the US Congress in the Morrill Act of 1862 and became a reality for hundreds of thousands of Americans beginning with the GI Bill following World War II. Even as the manufacturing sector began its rapid decline in the 1970s and 1980s, the sons and daughters of steelworkers, auto assemblers, and employees in basic industries could still believe that a college degree would lead to jobs and incomes that were no longer available to their parents.

But for millennials and generation Z, and their parents, that faith has been shaken by rising college costs, high student debt, and limited job prospects. Elite colleges and universities continue to attract the most able and affluent students, but many mid-range private and regional public institutions are scrambling to fill their classes. The enterprise president must play an active role in restructuring the array of programs and services the institution offers and in rebranding it to attract students in the face of growing questions about the value of the degree.

*The enterprise president must play an active role in restructuring the array of programs and services the institution offers and in rebranding it to attract students in the face of growing questions about the value of the degree.*

For the sector as a whole, “the silos are blurring,” in the words of one experienced president. Less than two decades ago, for-profit schools served about 1 percent of the student population. Now, proprietary colleges enroll about 12 percent of college students. If their performance and reputations improve, the proprietary market share is likely to grow. The perceived value of a traditional baccalaureate degree also faces stiff competition from other alternatives, including industry-sponsored certificates; more sophisticated military education; micro-credentials; and community colleges offering less expensive, career-

focused baccalaureate degrees. Advanced education remains a necessity, but residential four-or-more-year degrees costing many thousands of dollars are not guaranteed to survive.

### FLAWED AND FAILING BUSINESS MODELS

At many colleges and universities, a gap is growing between net income and the resources needed to sustain the inherited academic structure and processes. Absent strong leadership and significant change in the way they do business, such institutions will become hollowed-out shells of their former selves or be forced to merge or close their doors.

**Most Serious Challenges Facing Presidents**

- ✓ Enrollment/Recruitment
- ✓ Declining Revenues
- ✓ Change Leadership
- ✓ Relationships with the Board

Declining state support for public colleges and universities; falloffs in high school graduation rates in major areas of the country; diminished job opportunities for a range of graduates, from English majors to lawyers; increasing student debt; and the rising costs of attendance all combine to threaten the historic business models of many institutions.

Presidents and boards who believe that their legacy brand is so strong that they are immune from the current, all-too-real threats are in for a rude awakening. The legacy business model only works for the most elite, well-financed institutions, estimated to be less than 5 percent of all colleges and universities. Better positioned are “portfolio” business models that combine traditional programs that still hold some appeal with innovations, including online and career-focused academic programs. And some

## PERSPECTIVES

“The belief that our state needs a public liberal arts college exists primarily at the college itself.”

*COLLEGE PRESIDENT*

“My son has a good degree from a first-rate school, but he still lives in the spare bedroom.”

*PARENT OF A RECENT GRADUATE*

“Parents especially see the degree as a commodity. They weigh the value-price equation at each school and force them to compete to offer the best deal.”

*HIGHER EDUCATION MARKETING CONSULTANT*

“Regional publics and less-distinctive, rural private colleges face an uncertain future.”

*HIGHER EDUCATION DEBT-RATING SERVICE*

“The liberal arts are still attractive, but it is getting more important to link them to internships, job placements, and other stepping stones to good careers.”

*COLLEGE PROVOST*

entrepreneurial nonprofit institutions have adopted the proprietary model of online education and adjunct professors to offer mass education that is more convenient for students and costs less in money and time.

To meet the challenges and convert them into opportunities, the modern president needs to be an innovator, entrepreneur, and deal maker who can envision fresh ways of reaching key markets while maintaining the academic qualities that make the institution worth sustaining. Doom-and-gloom visions of higher education as a declining industry will become self-fulfilling for those who refuse to seek out opportunities in this dynamic environment.

### A RESURGENCE OF STUDENT ACTIVISM

Few institutions are exempt from the public demonstrations, occupations, sit-ins and sit-outs of millennial and post-millennial generations of students adept at exploiting social media to galvanize action to support their concerns. Veteran presidents who themselves witnessed and often participated in the campus demonstrations of the 1960s expect the current unrest to match or exceed that turbulent era. Typically, student causes are just: they include systemic racism, rape and sexual harassment, income inequality, hostility to the LGBTQIA community, the exploitation of athletes, and a host of others.

Given the perhaps intractable social problems that fuel student fervor, presidents should expect eruptions to continue, grow stronger, and possibly spread beyond

traditional four-year institutions to community colleges and career-focused ones. Board discussions of the underlying causes motivating student action and how to transform them into opportunities for civil discourse are best conducted well in advance of any sudden campus demonstration. Crisis planning for such potential disruptions should also be a major priority for boards, as well as for presidents and their cabinets. One

*With most public university boards appointed by governors and confirmed by Republican legislators, presidents can find themselves caught in the middle between liberal academics and conservative policymakers.*

president told his board that “it is too late to start planning for emergencies once students take over my office or invade the boardroom.”

### STATE AND NATIONAL PARTISAN DIVIDES

The perverse deadlock in the US Congress, the vituperative 2016 national election, and the bifurcation of national news media along partisan or near-partisan lines illustrate profound schisms in American society. The fact that many higher education institutions are accurately regarded as leaning toward the Democratic Party and committed to a progressive social agenda, while the majority of states have conservative Republican governors and GOP control of at least one house in the legislature, makes for uneasy relationships.

With most public university boards appointed by governors and confirmed by Republican legislators, presidents can find themselves caught in the middle between liberal academics and conservative policymakers. In such circumstances, presidents must

be politically adroit and, especially at public colleges and universities, adept at making the case for continued support to taxpayers and other audiences. The national political divide also splits many campuses; various board members, administrators, professors, and students can hold strongly differing views on issues as vital as whether or not state legislatures should enact legislation that allows guns on campuses.

Presidents and board members at independent colleges and universities also report that federal and state regulations, long a fact of life for institutional leaders in the public sector, now represent a major concern for them, too. More rigid accreditation standards, the prospect of Title IX investigations, and questions concerning university foundations and their resources are all relatively new challenges for independent institutions. Proposals to provide free community college tuition—and New York State’s recent announcement that even four-year public colleges and universities would be tuition free for some families—amount to an existential threat to many small, independent, liberal arts colleges.

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## FRAYING CAMPUS SHARED GOVERNANCE

A community of scholars is a fiction at the vast majority of institutions. By one estimate, only about a third of faculty positions are on a track leading to tenure, and graduate assistants or adjunct instructors now teach most college students. In short, the faculty is divided. A relatively small number of fortunate professors enjoy lifelong tenured appointments, but they hire fewer and fewer young colleagues to join their ranks.

## PERSPECTIVES

“Suddenly, I’ve become ‘the Man’ in the eyes of kids who weren’t born when I marched with Martin Luther King Jr.”

COLLEGE PRESIDENT

“It’s too late to plan for emergencies when students take over the president’s office.”

UNIVERSITY PRESIDENT

“I don’t feel safe on campus without a gun.”

STUDENT

“The reality that academics vote for Democrats will continue to alienate red-state legislators.”

UNIVERSITY LOBBYIST

“If you want to influence politicians, you’ve got to help fund their campaigns.”

UNIVERSITY PRESIDENT AND FORMER POLITICAL ADVISER

“A Title IX investigation will seriously damage our ability to attract students.”

COLLEGE PRESIDENT

Meanwhile, many others are nomads with doctorates who must seek a livable wage by teaching multiple courses at different academic venues. Pay differentials between professors in the high-demand disciplines and those in the humanities are another source of rancor. In the face of such growing inequalities, the unionization of graduate assistants and adjuncts is a trend that will most likely continue.

*Higher education executives and their boards should make good-faith efforts to share governance but be prepared to make the tough calls when shared governance doesn't work.*

Opposition to change often becomes personal. No-confidence votes in the president and sometimes even the board seem to be on the rise. The fragmentation makes it especially difficult to secure broad-based support for the changes that presidents are asked to lead. The conventions of shared decision making in academe have always been slow, decentralized, and prone to multiple choke points where change

can be stymied. Today, the staid traditions of shared governance often run directly counter to the nimble and rapid responses required in the current competitive environment.

In this environment, higher education executives and their boards should make good-faith efforts to share governance but be prepared to make the tough calls when shared governance doesn't work. And when a faculty senate threatens or expresses its displeasure with a vote of no confidence, a board that supports the agenda and style of its president needs to step forward and demonstrate that support.

## THE UBIQUITY AND POWER OF SOCIAL MEDIA

The rise in the numbers of users of social media and its power to influence opinion is nothing short of astonishing. The top fifteen websites—Facebook, Twitter, LinkedIn, Tumblr, and the like—host more than a hundred million users. One survey reports that 84 percent of Americans under the age of nineteen have a Facebook account.

The young dominate in social media use. According to one survey, 86 percent of people aged eighteen to twenty-nine years use Facebook, while only 35 percent of those over age sixty-five do. Another survey suggests that social networking sites absorb about a fifth of users' time, thanks largely to the proliferation of smartphones. In the United States, about three-quarters of those surveyed reported they got their news from online sources as opposed to traditional news outlets like newspapers.

Three features of social media are especially relevant for the work lives of presidents: its ubiquity among college-age people equipped with smartphones, the capacity of messages including videos to go viral with astounding rapidity, and the lack of truth testing of the validity of those messages. One major university president tells of how a false story of a fraternity rape went viral in days, leading to both student and trustee demands for quick action. An investigation confirmed the falsity of the story, but only six months after it broke.

It behooves presidents and trustees alike, especially those more at home with conventional news sources, to become versed in the growth and potential of social media for disruption as well as for educational uses. Wise are the presidents who use social media to present themselves to their many publics. Systematic monitoring of social media

sites will to an extent enable presidents to note the early warning signs that an issue may go viral. As disruptive as the advent of print in the fifteenth century and the spread of electronic communication in the 1960s, social media will profoundly change the working lives of presidents for the foreseeable future.

## THE NEXT TECHNOLOGICAL REVOLUTION

Access to the Internet has exploded through the advent of laptops, tablets, smartphones, and other mobile devices as ubiquitous as a wristwatch. These innovations have spurred change—sometimes positive, sometimes violent—with unpredictable outcomes that range from disruptions at American universities to national uprisings like the Arab Spring.

In all likelihood, higher education is in for further shocks, as artificial intelligence, virtual reality devices, cognitive mapping, and the analysis of big data separately and in combination work to transform how students learn and how and by whom education is provided. The tools of virtual reality, for example, are already beginning to transform medical education, engineering, and art—disciplines once thought to be available only in situ. The inflection point for colleges and universities from this next wave of technological innovation has not been reached yet, but surely it is approaching fast. Presidents and boards who dismissed online delivery now see their students and potential enrollees migrating to competing providers offering more convenient learning options. Those who remain blind to the next wave will suffer similar consequences. For instance, institutions that employ big data to improve marketing and diagnose student learning needs will enjoy a competitive and educational advantage over those that continue to pursue business as usual.

*The inflection point for colleges and universities from this next wave of technological innovation has not been reached yet, but surely it is approaching fast.*

## PERSPECTIVES

“Most presidents don’t know what they don’t know when it comes to the next wave of technological innovation.”

UNIVERSITY PRESIDENT

“Today, our competition may be the community college five miles down the road. Tomorrow it may be the outfit in India that offers an engineering degree through a virtual laboratory.”

FORMER UNIVERSITY EXECUTIVE

“Not just our success as a university, but our state’s ability to compete for high-tech employers, will depend on our capacity to stay at the cutting edge of technological innovation.”

UNIVERSITY PRESIDENT

## For Presidents: Sudden Crises, Long-Term Uncertainty, and Immense Opportunity

**T**hese forces of change can coalesce to make a president's life one full of periodic yet continuing calamities erupting on a landscape of long-term uncertainty. For example, partisan divides along the issues of the day, coupled with calls to arms issued through social media, can turn out group protests literally overnight. Proprietary institutions using modern communications technology and liberated from the overhead expenses of a traditional campus offer stiff competition to colleges and universities with conventional business models. The number of pressures and demands facing presidents, combined with the fact that they reinforce one another, makes for a marvelously challenging environment.

An unanticipated student demonstration at the gates of the campus, a call from a board member infuriated by a faculty comment in the newspaper, a donor threatening to withdraw a gift over the firing of a coach, and rumors of no-confidence votes on the agenda of the faculty senate can all occur in the space of just a week. It is also not uncommon for a president to be simultaneously wrestling with longer-term perils, such as drooping student demographics, too-long-deferred maintenance that demands the investment of millions of dollars, the possibility of a downgrade in the institution's bond rating, and competition from a nearby community college offering baccalaureate degrees. In addition, athletics programs—for all their value to student athletes and importance in building commitment among alums and fans—are often a huge and costly distraction from the academic enterprise.

Despite the adversity (and, in some cases, because of it), most presidents, not only at faith-based institutions but also throughout higher education, see their work and travails as part and parcel of a higher calling. To be sure, ambition plays a part in the allure of the job, as does the respect and prestige that still adheres to the presidential office. In addition, the material rewards can be significant, as can the “executive gene” that drives many women and men to positions of power and influence. But whatever the extrinsic rewards, the call of the office persists. It may be to preserve an institution one treasures, to seek the next level of excellence on the academic side, to enable more first-generation students to experience higher education and achieve their life goals, or simply to “make a difference for the better” in the course of one's life.

*Most presidents see their work and travails as part and parcel of a higher calling.*

### Wedge Issues Separating Boards and Presidents

- ✓ Slow Pace of Change
- ✓ Program Reductions
- ✓ Lack of Clarity on Board/President Responsibilities
- ✓ Financial Strategy

## For Boards: Ambiguity, Impatience, and a Fresh Opportunity to Make a Difference

**E**lan among presidents and commitment from smart, future-oriented board members will be vital to converting disruptions into opportunities as the pace of change accelerates. For example, some experts estimate that half of the current jobs in America will be replaced by automation in the next twenty years. Imagining the potential impact of this change, and its threats and opportunities for higher education, would make for an important board-president discussion.

The conventional model of one professor per classroom has already yielded to online and hybrid courses and curricula standardized for thousands of students. The techniques of process engineering may allow further expansion of services to students without commensurate increases in the teaching ranks. Exploring the positives in this disruptive scenario would be well worth serious discussion among administrators, faculty members, and trustees.

Given the rate of technological change, these and more potential threats to conventional thinking—and, more important, the opportunities for capturing their advantages—are not far off. Iterative discussions around such topics should be high on the president-board agenda. Yet many board members report that their board is a house divided. Some trustees, especially veterans of the competitive corporate world, are impatient for change and frustrated by its slow pace in the academy. For others, nostalgia for what they recall as a better time leads them to oppose change. And, in some cases, the political divide in the statehouse, let alone the nation, penetrates the boardroom in a manner not witnessed since the culture wars of the 1990s.

Presidents themselves hold different views on the usefulness of their boards, with some embracing board members as trusted partners in advancing the institution and others seeing them as, at best, just another constituency to be managed. A fresh commitment to

### PERSPECTIVES

“They know the new president must fix a broken business model, but they condone job descriptions as if nothing has changed since the 1980s.”

*EXPERT ON BOARD GOVERNANCE*

“My board both supports and challenges me. The university is better for it.”

*UNIVERSITY PRESIDENT*

“Clear expectations and agreement on performance metrics should be spelled out in the first appointment letter of a new president.”

*COLLEGE PRESIDENT*

“For those of us in the public sector, discussions of disruptive change in the sunshine can be difficult...but we need to have them if we are doing our jobs.”

*BOARD CHAIR*

integral leadership that combines elements of trust, support, collaboration, and challenge is the sine qua non for successful board-presidential relations.

In public university and college systems, the widespread trend toward centrally administered functions, usually termed “shared services,” adds a new dimension to collaboration between statewide boards and campus presidents. Achieving the economies of scale that systems can deliver often requires increased system dominance in finance, legal affairs, human resources, government relations, information processing, purchasing, contracting, and other administrative functions. The transfer of authority for those functions is unsettling to many campus presidents who correctly view the change as reducing their authority.

The emerging model for president-system relationships is one where presidents serve as system officers with responsibility for statewide priorities and, simultaneously, as shrewd enterprise leaders for their own college or university. In such instances, statewide boards must recognize that vigorous campus leadership requires as much freedom to maneuver as possible within the statewide framework.

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## Change in the Boardroom

**F**ollowing through on a serious change agenda can inevitably create stress among board members, as well as between trustees and their president. Ignored, such tensions will eventually derail the presidency and defer the changes essential to sustaining the enterprise.

Three bad habits too often occur among trustees when confronted with the need for unsettling change. Alums on the board may resist change that jeopardizes their memories of an idealized undergraduate experience. Business executives on the board may believe that corporate strategies can be applied without modification to the business of higher education. Conflict-avoiders on the board, whatever their professional background, may oscillate back and forth when confronted with pushback to the change agenda.

### Board Behaviors That Support Presidential Leadership

- ✓ Regular Communications
- ✓ Full Transparency
- ✓ Partnering with the President on a Change Agenda
- ✓ Clarity of Expectations
- ✓ Demonstrating in Public Support for the President

### Board Behaviors That Hamper Presidential Leadership

- ✓ Micromanagement
- ✓ Undercutting the President with the Faculty
- ✓ Impatience with the Pace of Change

For example, several board members have marveled at the stark contrast between the rosy picture presented in the advertisement for a new president and the desperate plight of the institution. One of these board members went on to say, “The board acts as if nothing has changed since the 1980s.” He attributed this denial to the many alums on the board, one of whom said, “We need a president who will recruit students just like us.”

A strong, respected board chair is the essential remedy for such bad habits. The chair should be a staunch champion of the president when opponents choose personal attack as a strategy for combating change. It is also the chair’s job to remind board members to keep their eyes on the prize of changing the institution in order to sustain it and to rein in those who favor overly simple solutions. Developing mutual expectations for change, including expected results and a timetable for obtaining them, will enable presidents to assert strong leadership in the knowledge that the board “has the president’s back.”

Commitment to a timetable for change also helps lessen the odds that individual board members will allow their impatience to cloud their judgment regarding its pace.

*Developing mutual expectations for change, including expected results and a timetable for obtaining them, will enable presidents to assert strong leadership in the knowledge that the board “has the president’s back.”*

## PERSPECTIVES

“[The new president] came in planning to shore up a liberal arts college. Instead she had to fire most of the senior staff, deal with a Title IX scandal, perform damage control following an off-campus student riot, and cut the budget by \$5 million.”

TRUSTEE

“Would-be presidents should take a hard look at the realities of the job before throwing their resume in the ring.”

FORMER UNIVERSITY SYSTEM HEAD

“My parents never finished high school. They were part of the Greatest Generation who saw us through World War II and built this country. This presidency is my opportunity to play my part in helping others realize the American Dream.”

UNIVERSITY PRESIDENT

“Forward-looking institutions should consider focusing on their core strengths in education and research, then outsource everything else.”

TRUSTEE

“The era of the solo leader is over. Now, successful change leaders must orchestrate the contributions of networks and partnerships as well as the senior executive team.”

ORGANIZATIONAL EXPERT AND TRUSTEE

## Recommendations for Presidents and Boards

**A**n axiom of governance holds that a strong board coupled with a weak president can do little but elect its own officers, while a strong president tied to a weak board can accomplish some good things but never reach full potential. Unfortunately, this imbalance is also a recipe for instability when dramatic change is required or a crisis erupts. A lack of board engagement and weak support for the president typically results in his or her premature departure and the lost opportunity for institutional progress and success.

However, a strong president and a strong board working together can seize opportunity in the face of adversity. Most colleges and universities today grapple with the kind of issues that demand individual board members and their presidents not only to perform at the highest level, but also to work more closely together than ever to sustain and advance their institutions.

To underscore the importance of shared leadership, the following recommendations are directed to both presidents and governing bodies.

1. ***Reexamine and, if necessary, change both the president's and the board's fundamental assumptions about their working relationship.*** Presidents who regard the board as just another constituency to be managed, placated, or endured need to reimagine their trustees as potential allies in moving the enterprise forward. This transformation requires patience and persistence on the part of the executive and an active board chair who appreciates the importance of integral leadership. The new relationship should be articulated in a document that defines the commitments and practice of such leadership, including the locus of authority for both parties.
2. ***Acquire a shared understanding of the dynamic business of higher education today and its prospects for the future.*** Starting with the erosion of higher education's value proposition with many important publics, this learning process should include gaining a familiarity with (1) the demographics of the student market, (2) the evolving attitudes of recent high school graduates and older students alike, (3) the impact of social media for marketing, communications, and managing risk, and (4) the implications of the next wave of technological change. The president can play an educator's role in this learning process, although

*A strong president and a strong board working together can seize opportunity in the face of adversity.*

### Responsibilities of Chair to President

- ✓ Frequent Communications
- ✓ Giving Advice
- ✓ Clarifying Mutual Expectations
- ✓ Serving as a Sounding Board

in all likelihood she or he will benefit from it, as well. Board members who have experienced the effects of disruptive change in their professions will be able to offer lessons.

3. ***Focus on the true competitive position of the institution.*** A brutally honest, data-based assessment of (1) where the institution stands in relationship to its historic markets and the competition; (2) trends in net income, discount rates, and costs; and (3) prospects for the future should be the

point of departure for this work. The process of accumulating, interpreting, and discussing the data may well help individual board members overcome doubt with regard to change. The president and the chair are probably

*In most cases, the transition from boards as overseers to partners in enterprise leadership won't happen without restructuring the way they work.*

best suited to guide this discovery process, but they must do so with the right touch—one that enables board members, especially alums who hold a legacy vision of their undergraduate experience, to accept current realities.

4. ***Restructure the board's processes to enable it to concentrate on top strategic priorities.***

In most cases, the transition from boards as overseers to partners in enterprise leadership won't happen without restructuring the way they work. Some boards are simply too large and lack the right mix of talent and experience to serve as effective partners with the president in leading change. Smaller boards with the time and interest in collaborating with an energetic president should be the norm. Also, a sharp focus on strategy and strategic directions needs to guide the shift from committees based on historic functional areas to those centered on the institution's top goals, such as educational effectiveness and strategic innovation. In addition, the board chair and the president need to make a yearlong board agenda a priority and not delegate it to

## PERSPECTIVES

"America has without design settled on an arrangement that includes all colleges and universities in its ethos of capitalist competition."

GEORGE KELLER, TRANSFORMING A COLLEGE

"The strategies of 2007 won't work in a post-recession world."

TRUSTEE

"Developing a sustainable business model goes far beyond finding new sources of revenue. It requires a total rethinking of the relationships between the campus and the market."

COLLEGE PRESIDENT AND FORMER CORPORATE EXECUTIVE

"Our faculty must understand our business model, and our CFO must understand the academic model."

COLLEGE PRESIDENT

vice presidents, as is often the case. And when it comes to identifying and recruiting new members, the criteria should be oriented to the future needs and services the institution intends to offer. At public institutions where a governor nominates new members, the president and the chair should encourage that governor or his or her staff to appoint trustees with experience relevant to the institution's strategy.

5. *Schedule upstream discussions of major opportunities, challenges, and strategies well before the time for action arrives.* Orchestrating leadership as "conversation" is primarily the chair's responsibility. However, the president and the chair should collaborate in identifying the topics that require in-depth board dialogue on current or prospective activities or trends. The president needs to enable staff members to shift from a reporting style that, in effect, stifles conversation and questions to one that invites dialogue around implications and options. At public institutions, where open-meeting laws prevail and private, generative discussion is prohibited, the chair and the president alike must enable the board to engage in serious conversations in the open sessions.
6. *Infuse the search process with candor.* Boards need to play the decisive role in structuring the presidential search process, identifying a small group of finalists, and selecting the president. It is important to engage a wide range of institutional constituents early in the search process. On-campus discussion early in the search

*The high degree of shared leadership suggested in this paper requires mutual trust and collaboration between the president and the board, coupled with respect for the boundaries that divide their respective responsibilities.*

schedule and an advisory committee that includes the key constituents will be enlightening to the board and help ensure eventual support for the person who is ultimately selected. A search firm can be useful in identifying potential candidates, provided it takes the time and deploys the talent to really understand the kind of leader whom the board is seeking. Final candidates and boards alike need to insist

on full disclosure of the institution's competitive and financial position, the board's expectations for leadership, and the nature of the working relationship with the board.

7. *Practice the "discipline of governance" by combining persistent board involvement with restraint in not crossing the lines between strategy, policy, and management.* The high degree of shared leadership suggested in this paper requires mutual trust and collaboration between the president and the board, coupled with respect for the boundaries that divide their respective responsibilities. The chair and the president should clarify those limits and check often to ensure they are honored. They should determine when items for discussion are occasions for advice from the board or times when a board decision and vote is necessary, and when they are simply an administration or board matter. Management of the board itself often falls into that latter category: correcting errant trustees and disciplining the occasional rogue is one instance where the chair must act without apparent coordination with the president.

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## Conclusion

### COLLEGE AND UNIVERSITY PRESIDENTS: AMERICA'S INDISPENSABLE LEADERS

**T**he work of the contemporary American college or university president is much more challenging than at any time in the modern era. The impact and ramifications of the powerful forces roiling higher education and the broader society combine to make the work more difficult, stressful, and important.

The life of the contemporary president is punctuated by sharp crises and underlying uncertainty surrounding the future of the institution he or she leads. These same challenges confront the boards of trustees charged as fiduciaries with overseeing the colleges and universities that they govern, and they exacerbate tensions in the boardroom among the trustees themselves and between them and their chief executive.

This paper focuses on the responsibilities of the contemporary presidency with an emphasis on leadership of the institution in the midst of these disruptive forces. It makes the case for a fresh style of leadership—enterprise leadership—that the times require. It also offers recommendations aimed at strengthening the relationship between the president and the board as they work together to sustain and advance their institutional enterprise.

Indeed, the future calls for an entire new generation of enterprise leaders. On average, current presidents are approaching their mid-sixties. There will be a major turnover in the next few years.

One experienced former president advised that boards should begin presidential searches by asking, who would want this job? The era of presidents who could expect to preside over an adequately funded and fundamentally stable enterprise is gone. Now, active enterprise leaders are the order of the day. The fate and certainly the effectiveness of many a college or university hinge on the courage and creativity of its president.

If the role of the contemporary president has become more challenging, it is also more important not only to the institution, but also to our society at large. A strong higher education system is essential to maintaining the economic vitality of the country. Higher education collectively provides upward pathways for the growing population of adult learners without degrees, immigrants, and others; addresses income inequality and the social instability it engenders; and advances social justice writ large—to name just some of its most vital purposes. To be sure, many people contribute to this important work—boards of trustees, donors, and faculty and staff members, among others. But at the heart of this enterprise are the indispensable men and women who serve as America's college and university presidents.

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## Acknowledgments

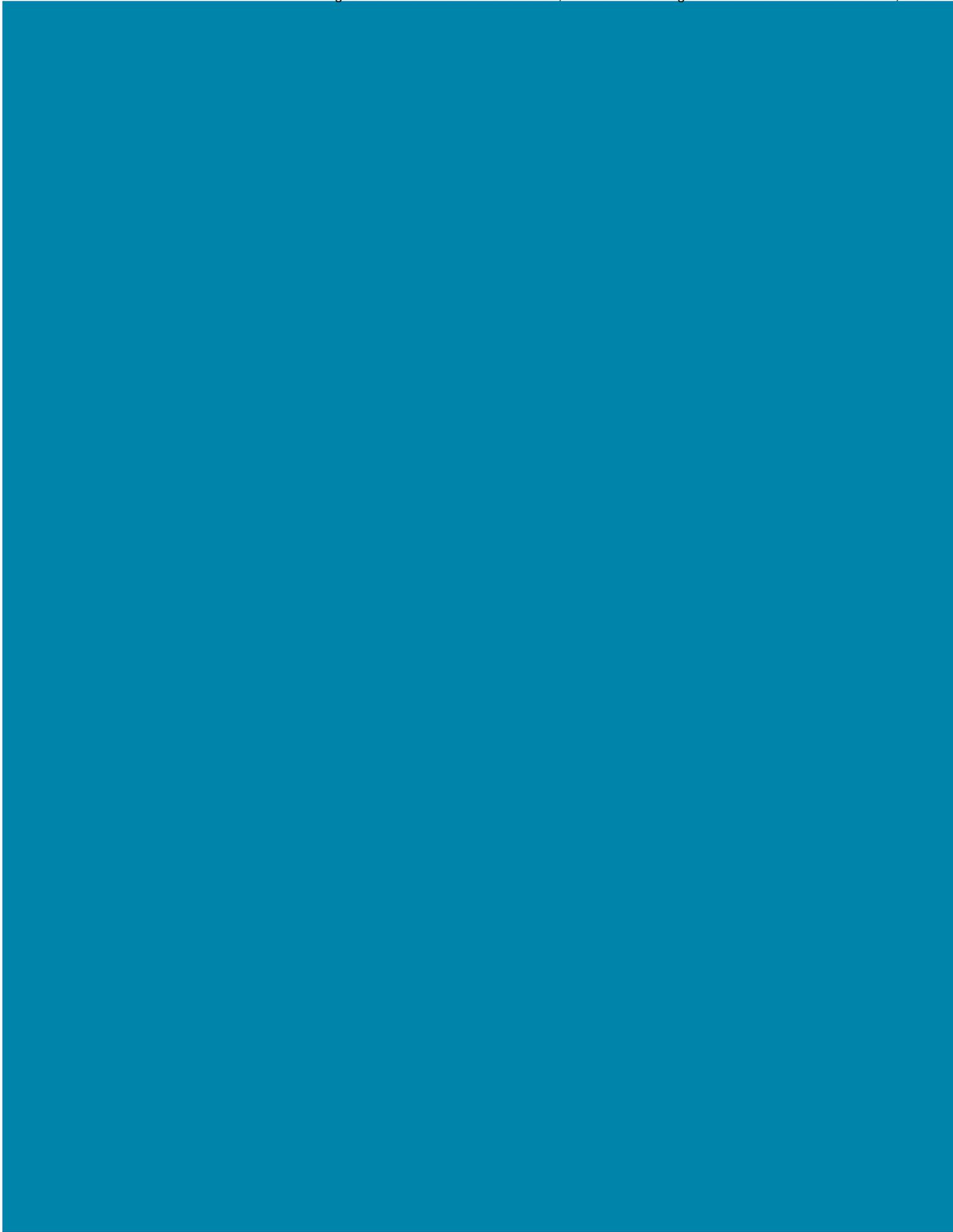
The Association of Governing Boards of Universities and Colleges (AGB) gratefully acknowledges the work of the distinguished advisory group of sitting and former college, university, and system presidents whose insights into the evolving role of the presidency and how boards can best support presidential innovation and leadership are reflected in *The 21st-Century Presidency: A Call to Enterprise Leadership*.

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1133 20th Street NW, Suite 300 • Washington, DC 20036  
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VIOLETKAIPA/THINKSTOCK

# Marshaling

the President's Cabinet for Effective Governance

BY ARTIS HAMPSHIRE-COWAN

GONE ARE THE DAYS WHEN BOARDS COULD FULFILL THEIR roles by passively monitoring their institution's affairs. Today's evolving higher education landscape requires that boards take the long view and become actively engaged in strategic issues, asking the tough questions and overseeing institutional outcomes. However, even as many boards and presidents seek to enhance their effectiveness and improve governance at their institutions, they often fail to deploy an important asset in this effort: the president's cabinet of senior administrators.



## TAKEAWAYS

- 1 Senior administrators in the president's cabinet are deeply knowledgeable about their institutions and the dynamics of higher education, but they remain underutilized by boards as staff directors.
- 2 Staff directors have the critical responsibilities of guiding committees towards alignment with the president's goals and the institution's strategic plan, promoting a collaborative culture, and acting as a communication conduit between the president and committee chairs.
- 3 Successful execution of the staff-director model supports board committees and helps achieve crucial institutional goals.

Appeared in the March/April 2015 issue of Trusteeship magazine. Reproduced with permission of the Association of Governing Boards of Universities and Colleges. Copyright 2015 © All rights reserved. www.agb.org

Such senior administrators are not only knowledgeable about their institutions, but they also understand the complexities and dynamics of higher education. They, with the president, provide day-to-day executive leadership within their institutions and serve in various capacities—chief financial officer, provost, chief operating officer, vice president for student affairs, general counsel, and so forth. Deployed properly, they can serve an important role in helping the president educate, support, and guide the work of the board.

This model relieves the president of yet another task while ensuring that the board is well staffed, as directed by the president. Staff directors can also be an

**Essentially, these in-house experts can serve as guides to the trustees and board committees they support by fulfilling the roles of translator and strategic adviser.**

invaluable resource to trustees and board committees in articulating the president’s vision and objectives for the institution—all of which are central to effective trusteeship and board work. And, they can assist committees in striking the right balance between strategic oversight and meddling micromanagement. Essentially, these in-house experts can serve as guides

to the trustees and board committees they support by fulfilling the roles of translator and strategic adviser.

Since a board does much of its work in committees, enhancing committee effectiveness can ensure a board’s high performance. Senior administrators, who are often assigned to work with a committee relevant to their expertise, can play a key role in that.

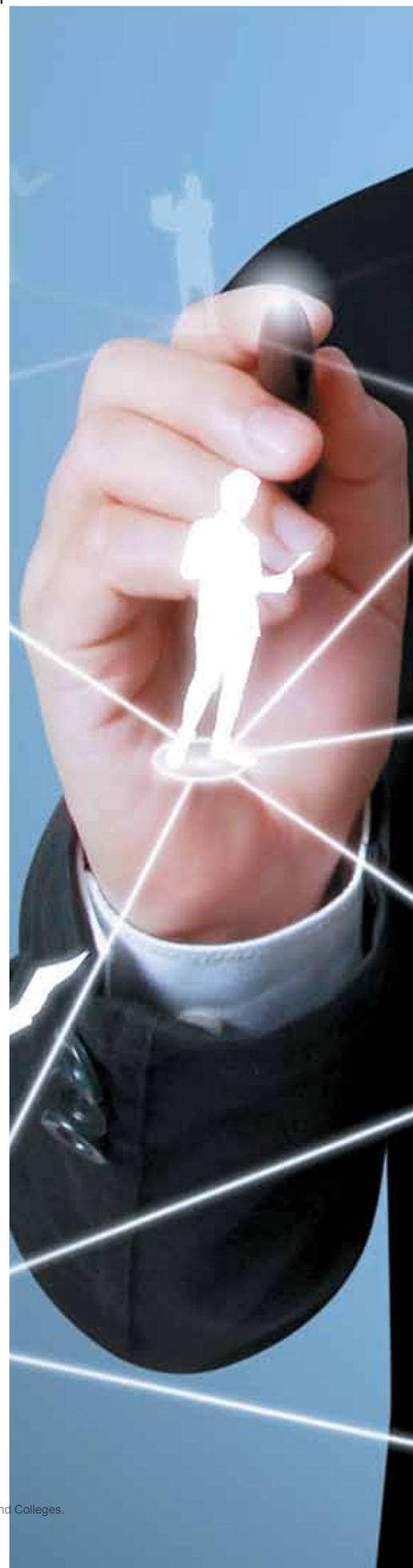
It is important to define the senior administrator’s role in supporting his or her board committee and delineate responsibilities to improve the work of the committee. With the designated title of “staff director,” and working at the direction of the president and coordinating with the committee chair, the senior-level administrator assumes primary responsibility for providing advice, content, and coordination to the committee to enhance its work.

As part of the board-governance orientation for senior administrators, the board secretary provides training on the role of each staff director, a role that not only requires organization, planning, and diplomacy, but facilitation skills to ensure that all parties are focused on achieving stated objectives. The orientation includes written position descriptions and documentation on the processes, protocols, and procedures for staffing the board.

AGB’s recent report of the National Commission on College and University Board Governance, “Consequential Boards: Adding Value Where It Matters Most,” calls upon boards to elevate the work of the board and its committees from routine reporting to matters of strategic importance. Heeding that counsel, the primary role of the staff director is to keep his or her committee focused on issues of greatest consequence to the institution. Helping to keep committee work focused on strategic objectives adds immensely to improved committee performance, board effectiveness, and institutional success.

**The Crucial Role of the Staff Director**

The staff director should assume the responsibility of guiding the committee through the *annual review of its charter* to assure alignment with its fiduciary



of conditions. First, the president as chief executive officer, the board as fiduciary, and cabinet members as representatives of the president all must work synergistically in an environment of mutual trust, clarity of roles, integrity, and effective communication. A prerequisite of such an approach is for a board to set the goal of becoming high-performing.

Second, committees must be empowered to do their work. As noted in an article in *Trusteeship*, “Empowering Board Committees” (July/August 2010), it is important for committees to take responsibility for determining if an institution is achieving the right goals. Knowing the

## Deployed properly, they can serve an important role in helping the president educate, support, and guide the work of the board.

questions to ask and striking a proper balance between committee oversight and board micromanagement is crucial.

Finally, and most important, the president must appreciate the value of having an engaged and high-performing board. High-performing boards are those that ask tough questions, test strategies, and provide candid feedback. Having meaningful communications around difficult subjects “within the family” fortifies institutions for dealing with external challenges as they arise. The board as “loving critic” helps to make an institution stronger and better prepared for whatever comes its way.

A mutually trusting environment where each player knows what is expected is fundamental to the success of this model. In describing an effective board’s relationship to the administration, my board chair often cites the old adage: “Noses in, fingers out.”

### Key Principles

It is imperative that the president and the committee chair agree upon the work of the committee and the role of the cabinet member in supporting that committee’s work. They should work together to establish the strategic, operational, and communications framework within which each cabinet member executes his or her responsibilities. Clear articulation of the committee’s work and the staff director’s role, and fidelity to the rules of engagement, are crucial to this approach to enhance the effectiveness of board committees.

Of equal importance is the unequivocal focus of board members and administrators on, and commitment to, achieving the objectives and remaining faithful to the mission of the institution—not personal loyalties or agendas. We are well aware of the damage that displaced loyalty can cause. This committee support structure does provide an opportunity for mischief by both cabinet members and committee chairs. Inappropriate behavior by the staff director or the committee chair can lead to the undermining of productive working relationships among all parties, particularly between the president and the committee chair. Therefore, it is reasonable that a president may be uncomfortable with an empowered committee staff director.

Yet that potential danger should not outweigh the innumerable benefits that will result when it comes to advancing high-performing board committees. Everyone should honor the treaty of no surprises. Thus, for example, it is incumbent upon the committee’s staff director to appropriately engage the president early in planning and preparing for a committee meeting. That can best be done by the staff director securing the president’s prior approval of the proposed agenda and meeting materials before he or she submits them to the committee chair.

Cabinet members should also look to the board secretary, who is an adviser to the president and the entire board, as a resource for understanding and optimizing their role as staff directors. Board secretaries are an invaluable resource in helping to define and clarify responsibilities, share insights based on best practices, communicate the expectations and requirements of the board and president, and advise on board culture.

For example, when the board of Howard University determined that the establishment of a hospital board of governors was needed to assume operational oversight, the board secretary worked in concert with the medical affairs committee staff director to design and implement the transfer authorization, which required review by multiple board committees, including the audit and legal, finance, and executive committees. Given the university’s culture of “the Howard family,” developing a strong communications plan for both university and hospital employees, as well as influential medical-school alumni donors, was an essential component of the success of that initiative.

Senior administrators can be a great resource to the president and board. Deployed as staff directors to board committees, senior administrators can use their expert knowledge and understanding of their colleges and universities to support their committees and help achieve crucial institutional goals. As well, board secretaries are strategically positioned to assist their senior administrator colleagues in executing the empowered staff-director model, ensuring effectiveness within the institution’s distinct context. ■

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**AUTHOR:** Artis Hampshire-Cowan is a senior vice president and the secretary of the board at Howard University.

**T’SHIP LINKS:** Stephen C. Bahls, “How to Make Shared Governance Work: Best Practices.” March/April 2014. Stephen G. Pelletier, “High-Performing Committees: What Makes Them Work?” May/June 2012. Edwin H. Welch, “Empowering Board Committees.” July/August 2010.

**OTHER RESOURCES:** *Consequential Boards: Adding Value Where It Matters Most* (AGB Press, 2014).

## 2021-2022 Board Committees

7.1.2021

### Academic and Student Affairs

**Ms. Pamela Currey, Chair**

Dr. Christine Darden  
Mr. Charlie Hill  
Mr. William Murray  
Mr. Xavier Richardson  
Mr. Wayne Turnage  
Dr. Valerie Brown, Rector (ex-officio)  
Dr. Ceslav Ciobanu (*Faculty Representative*)  
Mr. Kameron Gray (*SGA Representative*)

### Personnel, Compensation & Governance

**Mr. Raul Herrera, Chair**

Mr. Glenn Sessoms  
Ms. Thursa Crittenden  
Mr. Michael Flemming  
Ms. Shavonne Gordon  
Mr. James Stegmaier  
Dr. Valerie Brown, Rector (ex-officio)

### Facilities, Finance and Audit

**Mr. James Stegmaier, Chair**

Mr. Charlie Hill  
Mr. Raul Herrera  
Mr. Michael Flemming  
Mr. William Murray  
Mr. James Stegmaier  
Mr. Wayne Turnage  
Dr. Valerie Brown, Rector (ex-officio)

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Ms. Brenda Stith-Finch  
(Chair, VSU Foundation)  
Dr. Valerie K. Brown, Rector (ex-officio)

### Executive Committee

Dr. Valerie Brown, Rector  
Mr. Glenn Sessoms, Vice Rector  
Dr. Christine Darden, Secretary  
Mr. James Stegmaier, Chair  
Ms. Pamela Currey, Chair  
Ms. Shavonne Gordon, Chair  
Mr. Raul Herrera, Chair

### VSU Foundation Liaison

Vacant

### VSU Real Estate Foundation Liaison

Mr. William Murray





P.O. Box 9001  
PETERSBURG, VA 23806

## VIRGINIA STATE UNIVERSITY BOARD OF VISITORS

July 6, 2021

Mr. Huron Winstead  
101 N. 5<sup>th</sup> Street, Suite 1003  
Richmond, VA 23219

Dear Huron,

This letter comes on behalf of the Virginia State University Board of Visitors to express gratitude for your eight years of exemplary service. We especially want to acknowledge the last three years when you served as Rector. We thank you for your leadership of the Board and for working diligently to facilitate communication between the Board and the University. Your work has produced a remarkable level of interest, involvement, and activity among the Board members.

In particular, we appreciated your skill in guiding the Board and the University through the COVID-19 global pandemic. Because of your guidance and personal commitment, the University is experiencing numerous positive results despite the pandemic. On a professional and personal level, I am grateful for the time we served together because I learned so much about Board procedures from observing and working with you.

Soon, we will be in contact you about official recognition from the Board. Again, thank you for your exemplary service to the Board of Visitors and your beloved alma mater, Virginia State University!

Sincerely,

*Valerie K. Brown*

Valerie K. Brown, Rector

Cc: Board of Visitors  
Makola M. Abdullah, Ph.D., University President



**Additional training for Boards of Visitors members with more than two years of services.**

*The State Council of Higher Education for Virginia, in fulfilling the requirements under § [23.1-1304](#), shall develop educational materials for board members with more than two years of service on the governing board. Each such board member shall participate in further training on board governance at least once every two years, and the Council shall develop criteria by which such board members shall demonstrate compliance with this requirement.*

To that end, SCHEV has provided several options for Board Professionals to offer to their Boards of Visitors, which will fulfill this obligation under the Code of Virginia. Members need only complete one of the following options in order to be in compliance, and SCHEV leaves it to the discretion of the institutions' Board Professionals to choose the option that best fits their Board and/or its individual members.

**Options for fulfilling the requirement:**

1. Attend an Association of Governing Boards of Universities and Colleges (AGB) annual conference.
2. Attend SCHEV Boards of Visitors Orientation, October 19-20, 2021.
3. Participate as an invited panelist or guest speaker at a SCHEV led conference.
4. Attend four AGB webinars (from Board Fundamentals) or other online modules from SCHEV or higher education organizations and approved by your rector.  
<https://agb.org/knowledge-center/board-fundamentals/orientation/>
5. Attend a board retreat with agenda items coordinated with SCHEV.
6. Any other professional activity approved by the rector and the director of SCHEV.

**Reporting:**

It is the responsibility of the Board Professionals to maintain these records and report them to SCHEV on an annual basis or upon request from SCHEV. Please use the following link to access the reporting form: <https://forms.gle/fYBwntNt4ePkL4id8>

A certificate will be emailed to you once we receive a completed form. This guideline shall be effective for board members who have completed two years of service as of July 1, 2021 and their compliance shall be reported to SCHEV by July 1, 2022. Completion of the continuing education requirement shall be reported to SCHEV by July 1 every year thereafter for all members reaching the two-year threshold by July 1 of the previous year.

Code of Virginia  
Title 2.2. Administration of Government  
Subtitle II. Administration of State Government  
Part B. Transaction of Public Business  
Chapter 37. Virginia Freedom of Information Act

## § 2.2-3708.2. Meetings held through electronic communication means

A. The following provisions apply to all public bodies:

1. Subject to the requirements of subsection C, all public bodies may conduct any meeting wherein the public business is discussed or transacted through electronic communication means if, on or before the day of a meeting, a member of the public body holding the meeting notifies the chair of the public body that:

a. Such member is unable to attend the meeting due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance or (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance; or

b. Such member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter. Participation by a member pursuant to this subdivision b is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

2. If participation by a member through electronic communication means is approved pursuant to subdivision 1, the public body holding the meeting shall record in its minutes the remote location from which the member participated; however, the remote location need not be open to the public. If participation is approved pursuant to subdivision 1 a, the public body shall also include in its minutes the fact that the member participated through electronic communication means due to (i) a temporary or permanent disability or other medical condition that prevented the member's physical attendance or (ii) a family member's medical condition that required the member to provide care for such family member, thereby preventing the member's physical attendance. If participation is approved pursuant to subdivision 1 b, the public body shall also include in its minutes the specific nature of the personal matter cited by the member.

If a member's participation from a remote location pursuant to subdivision 1 b is disapproved because such participation would violate the policy adopted pursuant to subsection C, such disapproval shall be recorded in the minutes with specificity.

3. Any public body, or any joint meetings thereof, may meet by electronic communication means without a quorum of the public body physically assembled at one location when the Governor has declared a state of emergency in accordance with § 44-146.17 or the locality in which the public body is located has declared a local state of emergency pursuant to § 44-146.21, provided that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to provide for the continuity of operations of the public body or the discharge of its lawful purposes, duties, and responsibilities. The public body convening a meeting in accordance with this subdivision shall:

- a. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the public body conducting the meeting;
- b. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by the public body;
- c. Provide the public with the opportunity to comment at those meetings of the public body when public comment is customarily received; and
- d. Otherwise comply with the provisions of this chapter.

The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held shall be stated in the minutes.

The provisions of this subdivision 3 shall be applicable only for the duration of the emergency declared pursuant to § [44-146.17](#) or [44-146.21](#).

B. The following provisions apply to regional public bodies:

1. Subject to the requirements in subsection C, regional public bodies may also conduct any meeting wherein the public business is discussed or transacted through electronic communication means if, on the day of a meeting, a member of a regional public body notifies the chair of the public body that such member's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting.
2. If participation by a member through electronic communication means is approved pursuant to this subsection, the public body holding the meeting shall record in its minutes the remote location from which the member participated; however, the remote location need not be open to the public.

If a member's participation from a remote location is disapproved because such participation would violate the policy adopted pursuant to subsection C, such disapproval shall be recorded in the minutes with specificity.

C. Participation by a member of a public body in a meeting through electronic communication means pursuant to subdivisions A 1 and 2 and subsection B shall be authorized only if the following conditions are met:

1. The public body has adopted a written policy allowing for and governing participation of its members by electronic communication means, including an approval process for such participation, subject to the express limitations imposed by this section. Once adopted, the policy shall be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting;
2. A quorum of the public body is physically assembled at one primary or central meeting location; and
3. The public body makes arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.

D. The following provisions apply to state public bodies:

1. Except as provided in subsection D of § 2.2-3707.01, state public bodies may also conduct any meeting wherein the public business is discussed or transacted through electronic communication means, provided that (i) a quorum of the public body is physically assembled at one primary or central meeting location, (ii) notice of the meeting has been given in accordance with subdivision 2, and (iii) members of the public are provided a substantially equivalent electronic communication means through which to witness the meeting. For the purposes of this subsection, "witness" means observe or listen.

If a state public body holds a meeting through electronic communication means pursuant to this subsection, it shall also hold at least one meeting annually where members in attendance at the meeting are physically assembled at one location and where no members participate by electronic communication means.

2. Notice of any regular meeting held pursuant to this subsection shall be provided at least three working days in advance of the date scheduled for the meeting. Notice, reasonable under the circumstance, of special, emergency, or continued meetings held pursuant to this section shall be given contemporaneously with the notice provided to members of the public body conducting the meeting. For the purposes of this subsection, "continued meeting" means a meeting that is continued to address an emergency or to conclude the agenda of a meeting for which proper notice was given.

The notice shall include the date, time, place, and purpose for the meeting; shall identify the primary or central meeting location and any remote locations that are open to the public pursuant to subdivision 4; shall include notice as to the electronic communication means by which members of the public may witness the meeting; and shall include a telephone number that may be used to notify the primary or central meeting location of any interruption in the telephonic or video broadcast of the meeting. Any interruption in the telephonic or video broadcast of the meeting shall result in the suspension of action at the meeting until repairs are made and public access is restored.

3. A copy of the proposed agenda and agenda packets and, unless exempt, all materials that will be distributed to members of a public body for a meeting shall be made available for public inspection at the same time such documents are furnished to the members of the public body conducting the meeting.

4. Public access to the remote locations from which additional members of the public body participate through electronic communication means shall be encouraged but not required. However, if three or more members are gathered at the same remote location, then such remote location shall be open to the public.

5. If access to remote locations is afforded, (i) all persons attending the meeting at any of the remote locations shall be afforded the same opportunity to address the public body as persons attending at the primary or central location and (ii) a copy of the proposed agenda and agenda packets and, unless exempt, all materials that will be distributed to members of the public body for the meeting shall be made available for inspection by members of the public attending the meeting at any of the remote locations at the time of the meeting.

6. The public body shall make available to the public at any meeting conducted in accordance with this subsection a public comment form prepared by the Virginia Freedom of Information

Advisory Council in accordance with § 30-179.

7. Minutes of all meetings held by electronic communication means shall be recorded as required by § 2.2-3707. Votes taken during any meeting conducted through electronic communication means shall be recorded by name in roll-call fashion and included in the minutes. For emergency meetings held by electronic communication means, the nature of the emergency shall be stated in the minutes.

8. Any authorized state public body that meets by electronic communication means pursuant to this subsection shall make a written report of the following to the Virginia Freedom of Information Advisory Council by December 15 of each year:

- a. The total number of meetings held that year in which there was participation through electronic communication means;
- b. The dates and purposes of each such meeting;
- c. A copy of the agenda for each such meeting;
- d. The primary or central meeting location of each such meeting;
- e. The types of electronic communication means by which each meeting was held;
- f. If possible, the number of members of the public who witnessed each meeting through electronic communication means;
- g. The identity of the members of the public body recorded as present at each meeting, and whether each member was present at the primary or central meeting location or participated through electronic communication means;
- h. The identity of any members of the public body who were recorded as absent at each meeting and any members who were recorded as absent at a meeting but who monitored the meeting through electronic communication means;
- i. If members of the public were granted access to a remote location from which a member participated in a meeting through electronic communication means, the number of members of the public at each such remote location;
- j. A summary of any public comment received about the process of conducting a meeting through electronic communication means; and
- k. A written summary of the public body's experience conducting meetings through electronic communication means, including its logistical and technical experience.

E. Nothing in this section shall be construed to prohibit the use of interactive audio or video means to expand public participation.

2018, cc. 55, 56;2019, c. 359;2021, Sp. Sess. I, cc. 33, 490.

The chapters of the acts of assembly referenced in the historical citation at the end of this section(s) may not constitute a comprehensive list of such chapters and may exclude chapters whose provisions have expired.