

Brown University
Corporation Governance Review
Working Paper
May 22, 2009

I. INTRODUCTION & PURPOSE

At its May 2008 meeting the Corporation initiated a review of its governance. The Corporation officers took on this responsibility and have had regular discussions over the course of the year related to the role, composition and procedures of the Corporation. The purpose of this document is to memorialize the general content of those discussions and to present several initiatives for members of the Corporation to consider.

This review of Corporation governance was not intended to replicate the in-depth self-examination and significant restructuring undertaken in 2003. Rather, the review was a check-in review of the manner in which the Corporation is currently operating in light of those changes five years ago and in line with the best practices in governance to conduct periodic self-assessments. The goals and objectives the Corporation adopted in 2003 remained relevant to the current review:

1. To enable the Corporation to work as effectively as a governance body as it possibly can.
2. To provide substantially more time during the year for policy-level discussions, debate and planning focused on strategically supporting the University's academic mission.
3. To provide individual Corporation members with a rewarding and meaningful volunteer experience which appropriately and strategically leverages their talents and expertise and to ensure that the expectations of individual members are clear and understood.

Within this context, the current review primarily focused on two questions:

1. How should the Corporation best organize itself to gain the information, including from the breadth of knowledge and perspectives through its membership and other means, it needs to make the best decisions?
2. Is the Corporation conducting its business in a manner that best leads to well-informed Corporation decisions with the long-term view of the best interests of the University?

With regard to both issues which were the focus of the review, the officers were driven by the objectives of:

- (1) enabling the Corporation to best represent its broad constituents,
- (2) to protect and strengthen the University through long-term strategic plans, and
- (3) to make the most effective decisions.

In addition to discussions within and among the officers, and informed by research and best practices from peer institutions gathered by the staff, discussions of this topic took place at the October and February Corporation meetings. Informal conversations took place throughout the year with chairs of Corporation Committee and other members of the Corporation. Presentations on this topic were made to the Brown University Community Council by Russell Carey in September 2008 and by Chancellor

Tisch in November 2008 and April 2009. Chancellor Tisch attended the February 2009 meeting of the Brown Alumni Association Board of Governors to discuss these issues, and he also had multiple conversations with leaders of the Undergraduate Council of Students, as well as other members of the faculty, students and staff, during the course of the past year. A great deal of information and perspective was gathered through the formal and informal consultation process which underlies the recommendations presented here.

II. CORPORATION MEMBERSHIP – BREADTH OF KNOWLEDGE AND PERSPECTIVES

A significant topic of discussion throughout the review process focused on Corporation membership, and specifically whether or not the current membership and the processes for selecting members are as effective as they can be in representing the breadth of knowledge and perspectives necessary to enable the Corporation to make the best decisions. Much of the conversation on this topic centered around the idea of a young alumni member on the Corporation. The officers felt that, with regard to this idea, we should be looking at, among other criteria, Brown's history and culture and also the practices of other colleges and universities. Accordingly, we reviewed material regarding the structure and composition of peer institutions (all of the Ivies and a number of the colleges and universities) and noted that while few have a dedicated student or young alumni/ae trustee serving on the board it is a model that exists and has value in several institutions. We have especially noted that while there may be structural and philosophical opposition to the placement of a current student, faculty or staff member on a governing board (largely due to the potential presented for conflicts of interest in such an arrangement), the presence of a recently graduated student can offer a useful and valuable perspective on matters before the Corporation. Princeton University and Smith College are both examples of institutions with young alumni trustees on their governing boards and both indicate significant benefits in doing so.

Over the course of the fall, in addition to gathering information about young alumni trustee positions at other institutions, we also studied the demographic composition by year of graduation among members of the Corporation over time. In keeping with the culture of Brown it is clear that young alumni have played an active role over many years in the life of the University and that, particularly since the late 1960s, the Corporation has in the past captured that energy in its selection of members from recent graduating classes (five to ten years or less from graduation at date of appointment).¹ There are numerous examples of trustees elected to the Corporation near their year of graduation – including Elliot Maxwell, Nancy L. Buc, and Jean Howard. Those individuals brought to the Corporation a perspective and knowledge base grounded in recent student experience, particularly student leadership experiences. In addition to the value they brought to bear in discussion and decision-making in their early years on the Corporation, when they were closest in time to their student years, many of these individuals have been appointed to subsequent terms and served in leadership roles on the Corporation and in other areas of University life. Young alumni trustees remaining engaged and having a significant impact on the institution over time is consistent with the experiences we have heard from peer institutions, such as Princeton, with similar models. In recent years, however, it has become clear that that cadence has been lost, as the charts and graphs in Appendix A make clear. For example, currently on the Corporation the most recent undergraduate graduating class represented among the alumni members is 1992. The

¹ Of the 192 living current and emeriti Corporation members who are Brown alumni, only 10 were appointed to the Corporation within ten years of graduation, and half of those were appointed between 1969 and 1978. Two were appointed in the early 1990s, and one in 2003.

number of alumni who have graduated from Brown since that year constitute approximately one-third of the living undergraduate alumni body. Accordingly, much of our effort to date has been around thinking about how to recapture it in the most effective manner.

Progress toward the goal of bringing younger alumni onto the Corporation has been made this year with the development of the Alumni Trustee slate, which includes one member of the class of 2000, and also names of potential candidates from recent classes in the pool for the Term Trustee positions. These efforts, while important and meaningful, over time may not be enough. What is clear from the experience at Brown and at our peer institutions, is that the majority of candidates selected to serve on the Corporation are generally identified one or two decades after their year of graduation. That is not a surprising result, given that that is the age when many individuals have established their careers and records of accomplishment and are at stage in their life when they are both being identified for positions of leadership and they have the time and experience to serve on governing boards. However, limiting ourselves to pools of candidates who generally fall into this demographic results in members who have less current and active connections to the student body on campus (although, it should be noted that many Corporation members do have the important perspective of being parents of current Brown students). Accordingly, the question before the Corporation is whether or not a position or positions should be dedicated to a young alumni trustee, as is the case at some other colleges and universities.

Following this review and discussion with members of the Corporation, it is the sense and recommendation of the officers that the Corporation establish formally a position of Young Alumni Trustee, from among the current Term Trustees. We make this recommendation in light of the important contributions we deem such a position would bring to the work of the Corporation and also our desire to regain and maintain the cadence the Corporation once had in selecting members who are closer in years to their student experience. A Young Alumni Trustee would be an alumnus of the University (undergraduate, graduate or medical school) who, when their term begins, would be between zero and seven years from graduation or completion of their time at Brown and would serve as a Young Alumni Trustee for a three year term. The selection process would be similar to that for all Term Trustees in that the Trustee Vacancy Committee would be responsible for canvassing the alumni bodies for suitable candidates, consistent with the criteria described below, and nominating candidates for vacant positions to the full Corporation.

All members of the Corporation are selected with knowledge that they must represent the broadest view possible of the University, and no members serve as designated representatives of or advocates for any one constituency. Rather, they all bring their perspectives and experiences to bear as a group to strengthen the Corporation overall. Accordingly, in selecting candidates for the position of Young Alumni Trustee, the Committee on Trustee Vacancies and the Corporation shall generally consider the same types of criteria applied to all prospective members of the Corporation. With regard to Young Alumni Trustees, these will include the following:

- A demonstrated record, through their recent experience, of a working knowledge of the student environment and experience on campus;
- Recent involvement in campus programs and activities, preferably in positions of leadership on campus;
- Diversity of experience, background, demographics, and perspective;
- Good judgment and excellent overall experience;

- A desire to make Brown a priority commitment as reflected in their availability and schedule, mindshare and philanthropic engagement.

In establishing this position we are purposefully proposing that the nomination process be similar to that of other Term Trustees, in that the Committee on Trustee Vacancy will be responsible for identifying and nominating suitable candidates. This new position does not impede the ability of the Brown Alumni Association to continue to nominate recent graduates of the University to stand for election as Alumni/ae Trustees and we will continue to work with the BAA in encouraging their efforts to broaden the pool of Alumni/ae Trustee candidates. However, especially given that the Alumni Association elections take place only every two years and the total number of positions they nominate candidates for is 14 (including three positions reserved for the current and past BAA presidents) we feel that the most effective and immediate way to ensure a constant and consistent presence of Young Alumni Trustees on the Corporation is through the Committee on Trustee Vacancies in a manner similar to the annual selection of Term Trustees.

The one substantive difference between the proposed Young Alumni Trustee position and the Term and Alumni/ae Trustees is the shorter term of three years (compared to six years for other Trustees). The rationale for the three year term is to ensure a constancy of presence among the Corporation of Trustees who remain very close in time to their student experience on campus. Even a Young Alumni Trustee elected to serve the year following their graduation from the College will begin to lose contact with the current student body and campus atmosphere in four or five or six years. The three year term will, we believe, provide enough time for Young Alumni Trustees to make an impact on the governance of the University through their participation in the Corporation while also providing for timely turn-over in order to ensure the representation of members with a working knowledge of life on campus. Of course, as has been the case with prior Corporation members who began their service close to their year of graduation and went on to be reappointed to subsequent terms and key leadership roles, nothing prohibits a Young Alumni Trustee from being selected to serve a subsequent term as a Trustee or Fellow following their initial service on the Corporation.

It should be noted that in considering and reflecting on this proposal, the officers reviewed and discussed the broad set of opportunities in the existing campus structure for students, faculty, and staff to participate in the governance of the University. There are numerous bodies, such as the University Resources Council and the Brown University Community Council, which include students, faculty, and staff among their members and have responsibility for considering challenging questions and issues and providing input and recommendations which directly impact policy and strategic planning for the entire University. Many of those bodies produce recommendations which make their way, through the senior administration and existing structures, to the Corporation. In our review we clearly recognized and affirmed the vital importance of these structures and processes.

III. OTHER INITIATIVES – INTERACTION AND COMMUNICATIONS

With regard to the second issue which was the focus of this review – is the Corporation conducting its business in a manner that best leads to well-informed decisions with the long-term view the Corporation must always have – much of our discussion has centered around issues of interaction and communication. At the core of the questions in this area is the manner in which the Corporation and the

governance processes on campus interact. The campus governance system is robust and has also been reviewed and revised in recent years. Faculty, students and staff serve on standing committees of the faculty and the University which provide meaningful and important recommendations and inputs to the Corporation through a variety of mediums: University Resources Committee, Academic Priorities Committee, College Curriculum Council, Graduate Council, Brown University Community Council, etc. With regard to communication and interaction between the campus and Corporation members, there are a number of mechanisms already in place in the University's governance system that are relevant to this topic of the review, including:

- The service of the three student government presidents as *ex officio* members of the Committee on Campus Life;
- The twice annual meetings between the Board of Fellows and the faculty leadership.
- Formal and informal opportunities for interaction with faculty, students and staff throughout the year;
- The campus-wide community notices distributed by the President immediately upon the conclusion of each Corporation meeting detailing the actions taken by the Corporation in its business meeting and providing a sense of the matters and issues discussed by the committees and the Corporation as a whole during the weekend.

During this current academic year, for example, the following interactions took place:

- The Fellows conducted their regular consultation meeting with the faculty leadership in October and with select department chairs in February;
- The Chancellor attended the Brown University Community Council meeting in November 2008 and April 2009;
- Members of the Corporation attended a meeting of the Undergraduate Council of Students in December;
- Students, faculty and staff attended the October Corporation dinner which celebrated the launch of the Financial Aid Initiative of the Campaign for Academic Enrichment;
- Faculty, student and staff members of a variety of governing bodies attended a dinner with members of the Corporation in February.

The Corporation intends to sustain this level of interaction with the community in the coming year. Other initiatives which have been implemented to provide greater opportunities for interaction and communication with the campus include the following:

- The Corporation Office established a Corporation website (<http://brown.edu/corporation/>). The website provides a centralized, easy to find location for a substantial amount of information about the Corporation, including: a description of the Corporation and how it operates and functions, names of current members, committee charges and statutes, and the 1764 Charter. Communications and press releases from Corporation meetings dating back to 2001 are also available on the Corporation website and available to the campus community and the public.
- The Brown University Community Council (BUCC) has been composed of representatives selected from the faculty, staff, undergraduate, graduate and medical student bodies, senior

administration and alumni. At the November meeting which Chancellor Tisch attended the idea of adding a Corporation member to the BUCC was suggested and there was general receptivity to the idea. At the February meeting of the BUCC the idea was formally proposed and adopted. Chancellor Tisch subsequently appointed Trustee William H. Twaddell '64 to serve as the Corporation representative to the BUCC, and he began his service at the March meeting of the Council.

Another issue which has been discussed relevant to communication and interaction has been the matter of access to Corporation minutes. The University has not had an official policy with regard to access to Corporation business meeting minutes, however the University Archives has a practice of closing the records of the Corporation they hold (which are primarily minutes of business meetings) for fifty years. That practice is consistent with our peers:

- **Duke University:** University administrative records are closed for 25 years. Permission from the director of the office is required for use. Records of the Board of Trustees are closed for 50 years unless special permission is granted through the Board.
- **Harvard University:** University administrative records are restricted for a period of 50 years. Written permission from current department director or office head is required for access.
- **MIT:** Corporation and Executive Committee minutes are restricted for 50 years. Other institute archival records are normally closed for 20 years unless the department has designated a shorter period.
- **Princeton University:** The minutes of the Board of Trustees are closed for 50 years. Prior approval from the General Counsel or Secretary is required for exceptions. The President's Papers are closed for 40 years from the date of their creation.
- **University of Pennsylvania:** Administrative University records are closed for 25 years. Access is granted by written appeal to the Director of the University Archives and Records Center.
- **Yale University:** The records of the President, Provost, and deans are closed to research use for 35 years. The minutes of the Yale Corporation and its committees are closed for 50 years.

Minutes of Corporation meetings must, by definition and for the record, include personal information about individuals, such as appointments and other personnel actions and, in the case of certain gifts, information about donors and gift intentions. That type of information must be maintained for legal and other purposes but should, consistent with best practice, be maintained as confidential for a reasonable period of time. At the same time, the decisions and actions of the Corporation, and the context in which those decisions are made, are documented and communicated to the community in great detail in the campus-wide notices sent out immediately following the October, February and May meetings.

Accordingly, and following review of our current practice and peer institution policies, the officers recommend to the Corporation that, effective for records created after July 1, 2009, records of the Brown University Corporation remain closed to researchers for a period of 25 years from the date of the record's creation. This period of time is at the low end of our peers and appropriately balances the need

for confidentiality described above with the desire to make information as available as reasonably and responsibly possible.

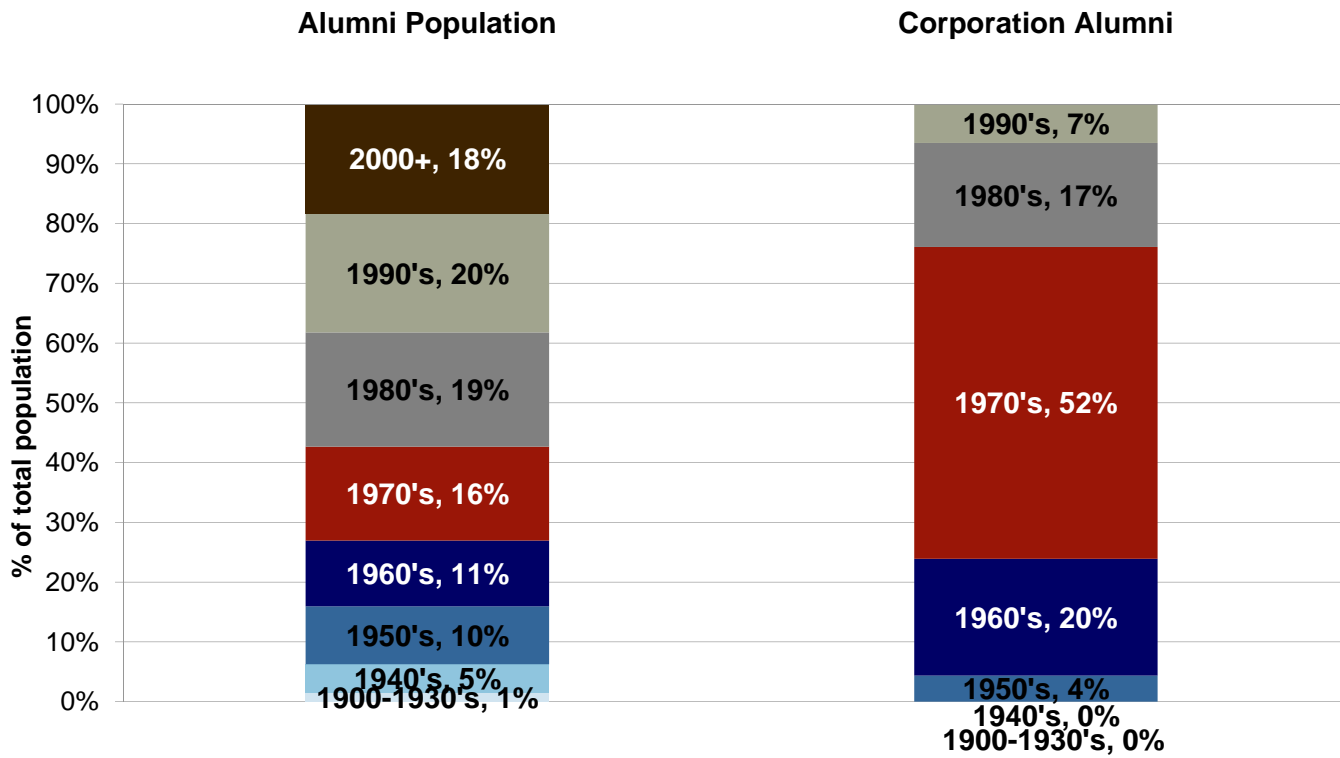
IV. CORPORATION SELF-ASSESSMENT

In addition to the initiatives and recommendations described in this document, the officers recommend the Corporation undertake a regular process of self-assessment, beginning with a survey instrument all current members will be asked to complete at the end of this academic year. One of our most important goals is to have effective, robust and dynamic governance of Brown University. It is the responsibility of the Corporation to ensure this. In that spirit we believe that “assessing” ourselves on a regular basis will add important perspectives to that end in terms of the impact and workings of the overall Corporation and committees, and the impact and satisfaction of Corporation members. The draft assessment form is intended to stimulate reflection upon each member’s experience on the Corporation and to provide specific feedback in these areas. We would plan to distribute such an assessment instrument to all active Corporation members every other year, after the May Corporation meeting, and ask for it to be returned by July 1 in order to enable the officer to analyze the feedback and incorporate the findings into planning for the following year. There would also be a mechanism to report back to the Corporation the collective results of the assessment. Each self assessment form would include the individual member’s attendance record and current committee assignments.

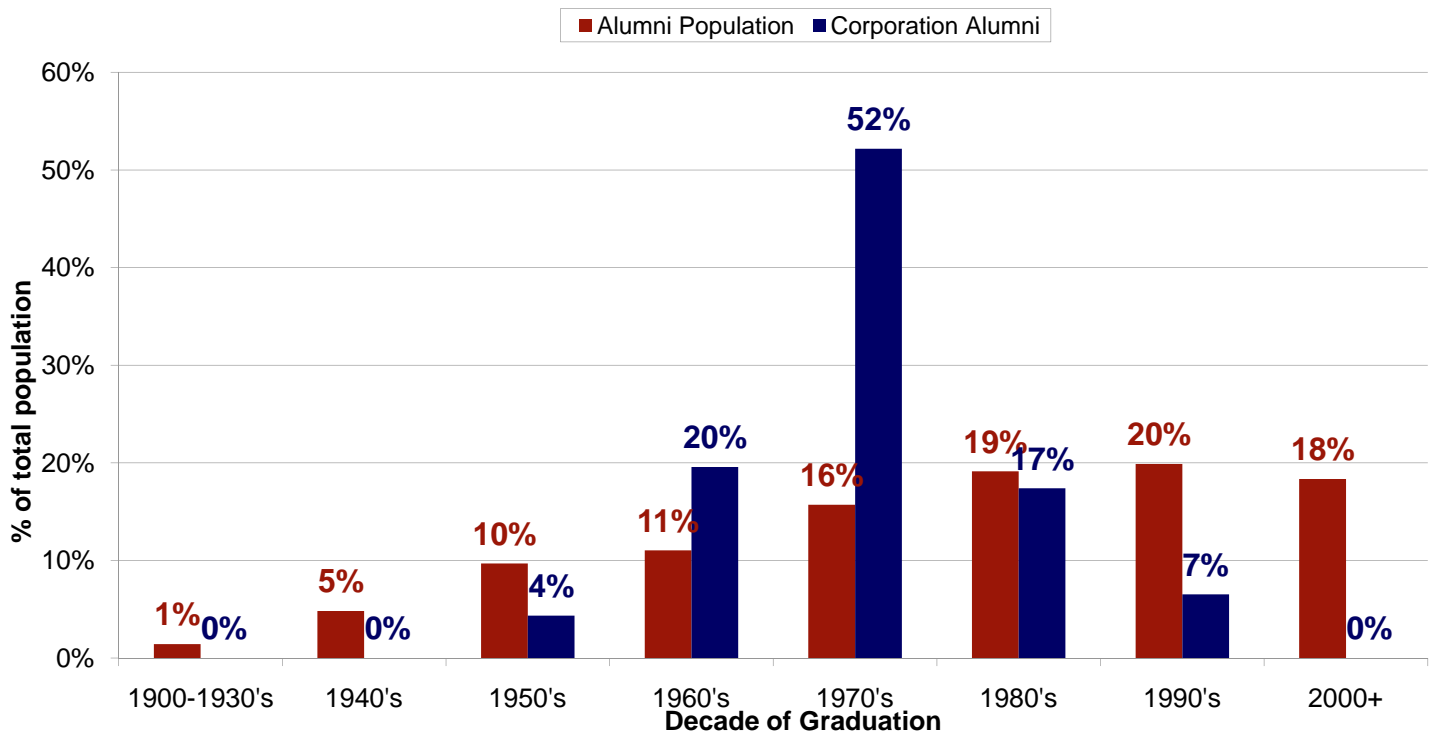
A copy of the draft instrument is enclosed with this document as Appendix B.

APPENDIX A

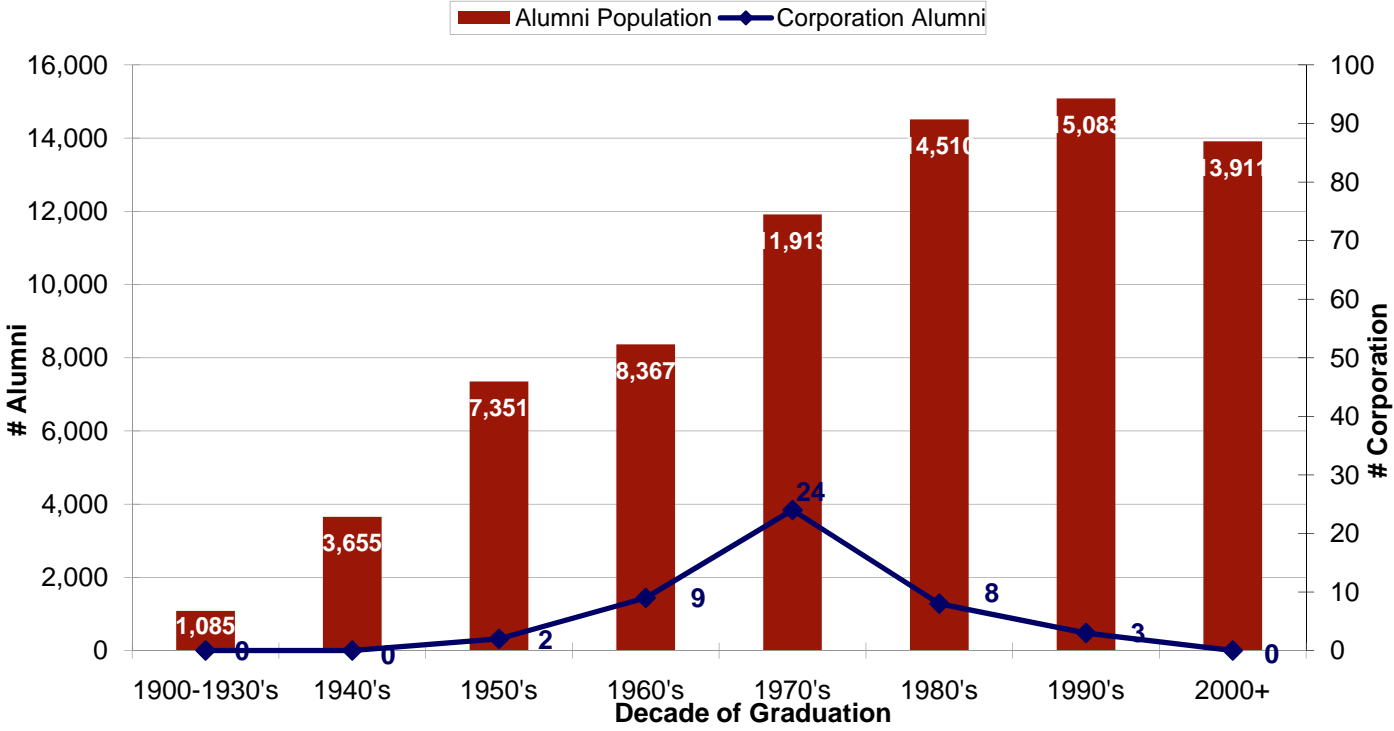
Representation by Decade of Graduation within Alumni Population and Corporation Alumni Population



Representation by Decade of Graduation within Alumni Population and Corporation Alumni Population



Number of Alumni as Compared to Number of Corporation Alumni by Decade of Graduation From Brown



**Corporation of Brown University
Self Assessment**



BROWN

February 2009

One of our most important goals is to have effective, robust and dynamic governance of Brown University. It is the responsibility of the Corporation to ensure this. In that spirit we believe that “assessing” ourselves on a regular basis will add important perspectives to that end in terms of:

1. Impact and workings of the overall Corporation
2. Impact and workings of each Committee
3. Impact and satisfaction of each Corporation member

This assessment form is intended to:

1. Stimulate reflection upon your experiences as a member of the Corporation
2. Provide specific feedback on the areas above

We would suggest:

1. Distribute to all active Corporation members every other year, after the May Corporation meeting.
2. Have it returned by July 1. Analyze the feedback and incorporate the findings into the following year.
3. Report back to the Corporation the collective results of the assessment. The individual responses will be shared only with the Officers of the Corporation and the President.
4. Each self assessment form would include:
 - The member's attendance record
 - The member's current Committee assignments (should one Committee form be filled out for each Committee assignment?)

- **Key Questions**

- Corporation
- Committees
- Individual

- **Specific Questions**

- **Open Ended Questions**

Assessment Scale

1. **Very Unsatisfied.** Major issue we need to address
2. **Unsatisfied.** Minor issue to address
3. **Somewhat Satisfied.** Okay but feel we can do better
4. **Satisfied.** Works well
5. **Very Satisfied.** Having real impact in an effective manner.

Area	Assessment 1 – 5	How Can We Improve?
1. Focus is on the right issues and topics		<ul style="list-style-type: none"> • •
2. Meeting and discussion openness, candor and effectiveness		<ul style="list-style-type: none"> • •
3. Quality of ultimate decisions		<ul style="list-style-type: none"> • •
4. Composition of Corporation		<ul style="list-style-type: none"> • •
5. Working relationship with senior administration		<ul style="list-style-type: none"> • •
6. Overall impact on Brown		<ul style="list-style-type: none"> • •

Area	Assessment 1 – 5	How Can We Improve?
1. Focus is on significant issues that will make a difference to Brown		<ul style="list-style-type: none"> • •
2. Meeting and discussion openness, candor and effectiveness		<ul style="list-style-type: none"> • •
3. Quality of decisions made		<ul style="list-style-type: none"> • •
4. Working relationship with administration related to the Committee		<ul style="list-style-type: none"> • •
5. Preparation and information available for discussion and decisions		<ul style="list-style-type: none"> • •
6. Overall impact of Committee		<ul style="list-style-type: none"> • •

Area	Assessment 1 – 5	How Can We Improve?
1. Your understanding of your broad responsibilities as a Corporation member		<ul style="list-style-type: none"> • •
2. Your participation and engagement		<ul style="list-style-type: none"> • •
3. Your understanding of the specific issues and topics “of the day”		<ul style="list-style-type: none"> • •
4. Value of your participation and perspectives		<ul style="list-style-type: none"> • •
5. Your impact on Brown		<ul style="list-style-type: none"> • •
6. Overall feeling about serving on the Corporation		<ul style="list-style-type: none"> • •

How Satisfied are You that You:

Assessment
1 – 5

How Satisfied are You that You:

Assessment
1 – 5

1. Understand Brown's mission?
2. Understand Brown's strategic priorities?
3. Understand Brown's educational programs?
4. Understand Brown's financial statements and condition?
5. Understand major issues and trends in higher education?
6. Understand the Corporation's roles and responsibilities?
7. Understand the Corporation's expectations of a member?
8. Meet the Corporation's expectations of a member?
9. Have a healthy working relationship with other members?
10. Have a healthy working relationship with the President?
11. Commit sufficient time to service on the Corporation?
12. Regularly attend Corporation meetings from start to finish?
13. Prepare diligently for meetings?
14. Participate actively in meetings?
15. Speak your mind candidly and constructively?
16. Periodically suggest topics for discussion or agenda items?

17. Respect confidentiality?
18. Focus your attention on issues of strategic significance?
19. Avoid delving into operational or managerial matters?
20. Contribute to the Annual Fund in accord with your capacity?
21. Contribute to the Campaign in accord with your capacity?
22. Help secure substantial contributions?
23. Avoid conflicts of interest?
24. Disclose any conflicts of interest that do arise?
25. Do not ask staff for personal favors?
26. Do not seek to impose your will on staff?
27. Recommend prospective Corporation members?
28. Promote the University among influential individuals and groups?
29. Have the respect of fellow members when you speak?
30. Take the comments and concerns of fellow members seriously?
31. Have your suggestions taken seriously by the Corporation's leadership?

1. What has (or has not) made your service on the Brown Corporation meaningful and rewarding?
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 -
 -

2. Are you interested at this time in assuming greater responsibility, for example, as a Committee Chair or Corporation Officer? ____Yes ____No. If so, what might interest you?
 -
 -
 -

3. What could the Corporation's leaders or senior administration do that would enable you to become an even better and more valuable member?
 -
 -
 -

4. Any other comments
 -
 -
 -