

### **Standard Three: Organization and Governance**

After substantial revisions during the 1990s, governance structures at the College have remained relatively stable, although they continue to be refined to make them more effective and to provide open communication with and engagement of members of the College community. Governance includes formal structures—a Board of Trustees, faculty meetings and committees, and administrative structures—as well as less formal means of communicating and discussing a wide range of issues (such as the President’s weekly open office hours with students). Meeting expectations for significant engagement in decisions and for transparency of decision making remains a central challenge of governance.

#### **Board Governance**

The College was first chartered on June 24, 1794, by the General Court in Boston, when the District of Maine was part of Massachusetts. Details of the College’s governing documents, including charter and by-laws, can be found in the Team Room. Until 1996 Bowdoin had a bicameral governance system. The conversion from a bicameral body (made up of twelve Trustees and forty-four Overseers plus the President) to a unicameral governing board was reported in the 1996 self-study and reviewed positively by the College and the visiting team. Additional information was provided in the 2001 interim report. The restructuring resulted in a single Board of Trustees that currently has forty-five members, including the President.

The term of a member of the Board of Trustees is five years. Generally board members serve a second five-year term and some board members serve for longer periods. The membership of the Board includes in 2006-07 42 Trustees who are alumni, and three members who are parents of students who attended Bowdoin (TR3.1). Trustee composition reflects an effort to include a broad range of interests and skills important to Board operation and to represent the broad public interest. The Board has also given serious attention to the representation of women, alumni of color, and parents. The College annually monitors conflicts of interest with its Trustees and measures and fully discloses any potential conflicts.

Faculty, Alumni Council, parent, and student representatives to the Board attend the plenary sessions of the Trustees, which are held three times a year. The non-trustee representatives are also included in meetings of the Executive Committee, which are held four times a year. The Board has determined that it is beneficial to hold nearly all formal meetings of the entire Board on campus to permit informal interaction with faculty, staff and students and to allow Trustees to attend College events.

Trustees are organized into fourteen standing committees and subcommittees and two advisory committees where much of the work of the Board is done (TR3.2). Committees typically include voting membership of at least one faculty member and one student. The Investment and Audit Committees and the Committee on Trustees do not include

students, and the latter two do not include faculty. Committee meetings of the Board of Trustees are held each Board meeting and more often as necessary, generally by phone.

The chairs of each Trustee committee serve on the Executive Committee. Trustee chairs of sub-committees, special committees, and ad hoc committees are routinely invited to attend Executive Committee meetings. As a matter of practice, the Executive Committee refrains from taking any action that might be considered by the full Board unless the timing of full Board meetings requires the Executive Committee to take action, which occurs infrequently. The Executive Committee routinely meets with the President at each committee meeting for an executive session, and meets once a year fully in executive session to give the President performance feedback.

Several of the committees have improved their structures and procedures. The Investment Committee was reorganized and formally adopted new policies that were approved by the Trustees. An Information Technology Advisory Committee was created. The Special Committee on Multicultural Affairs was removed as a sub-committee of Student Affairs in 2003 and made into its own standing committee. The role of the Audit Committee has been considerably strengthened in response to the issues raised in the Sarbanes-Oxley Act and has taken on issues of risk and compliance as well as establishment of a whistle-blower policy (TR9.16).

After review by an *ad hoc* Trustee committee in 2001, several areas of Board operations were revised to more effectively organize the time of the Trustees. Most Trustees now have only two or three formal committee assignments, and meeting schedules are arranged so there is limited overlap. This remains a challenge given the number of committees and number of Trustees. Committee meeting times are longer, to permit more discussion of key issues. The President of the College and the Board of Trustees now meet for an informal session, without staff, and with no business action taken, each Saturday morning of a Board weekend for discussion of issues and concerns. Trustee terms were clarified, and the process for selecting a new chair and vice-chair of the Trustees was formalized.

The Committee on Trustees established new processes for identifying new members, and formalized its means of monitoring the diversity (professional, racial, gender, geographic, age, and other) of the board. Members of the Board of Trustees understand and participate in the governance of the College in a manner consistent with their fiduciary and other responsibilities. A “Statement of Trustee Roles and Responsibilities” (TR3.3) provides a framework for Trustees, and a day-long orientation session organized by the Committee on Trustees helps new Board members understand the College as well as their role in its governance. The Board has heard presentations from legal counsel and other experts within the past three years regarding the importance of their fiduciary and oversight responsibility and the increased focus on corporate responsibility.

Since the restructuring of the Board, a strong Committee on Trustees has overseen a thorough and intentional process to identify and recruit and to retain a strong and diverse group of Trustees and to monitor Board effectiveness. The Committee regularly

evaluates the performance of the Board generally, the structure of Board meetings, and the performance of individual Trustees. Each Trustee is asked to do a self-evaluation every five years. The goal of the Trustees is to rotate the chair position of each committee of the Trustees every three years in order to ensure broad engagement by all Trustees. The Board also regularly engages in discussions on how to improve the communication among the Trustees and the effectiveness of Board meetings. There is general consensus that committees of the Board work quite effectively and efficiently.

Plenary sessions of the Board are large gatherings with attendance by many constituencies, and provide the greatest challenges for effective engagement of the Trustees in meaningful dialogue. The President and Committee on Trustees continue to evaluate ways to use these sessions as opportunities for discussion.

Informal mechanisms have been introduced to engage Trustees as well. Three regional luncheons are held in Portland, Boston, and New York to involve Trustees and emeritus Trustees in small groups with the President. After each board meeting the President and board leadership telephone a subset of the Board to solicit comments on substance and process.

### **Campus Organization and Administration**

The Board appoints the President of the College and annually reviews his performance. The by-laws delegate to the President significant authority to lead the College in its mission and operations. The current President of the College has no contract and serves at will. The President delegates to other senior officers authority over the College's operations in a manner and to an extent acceptable to the President and consistent with the intentions of the Trustees. The organization chart of the College for administrative and staff functions and responsibilities appears in the appendix, along with more detailed organizational charts for the administrative areas of the College (Appendix and TR 3.4).

Two senior administrative positions have been created since the 1996 accreditation: a Chief Information Officer and a Senior Vice President for Investments (Standards 7 and 9). Other senior positions remain largely as they were in 1996, reflecting a general sense that the administrative structures work effectively. The continuity and stability of this organizational structure is reflected in the capacity of the College to adapt to rapid change in senior administration. In 2006–07, new leadership is in place in Academic Affairs, Admissions and Financial Aid, and Student Affairs to replace incumbents who have returned to the faculty or accepted new positions elsewhere.

The President meets at least every other week with the senior officers group. This includes the Dean for Academic Affairs, the Dean of Student Affairs, the Dean of Admissions and Financial Aid, the Senior Vice President for Finance and Administration, the Senior Vice President for Planning and Development, the Senior Vice President for Investments, and the Chief Information Officer. The President also meets regularly with the College Coordinating Group, an administrative team that includes the senior officers and the Director of Institutional Research, the Vice President for Communications and

Public Affairs, the Director of Finance and Campus Services, the Associate Dean for Academic Affairs, the Secretary of the College, the Dean for Academic Advancement, the Director of Human Resources, and the Assistant to the President. These meetings include informational reviews of activities, planning for Trustee meetings and other events, and discussion of budget and key policy issues.

Each senior officer of the College meets individually on a regular basis with the President of the College. Each officer serves as a liaison to Trustee committees, with whom the officer communicates regularly. All senior officers sit on College committees relating to their responsibilities so that they can share issues that they see; learn perspectives of faculty, students, and staff; and share decision-making responsibility as appropriate.

There are also two formal governance and communication channels for staff and administration: the Support Staff Advocacy Council (SSAC) and the Bowdoin Administrative Staff group (BAS). These groups prepare their own agendas and meet periodically with the President and senior officers.

### **Faculty Governance**

Faculty governance is organized through academic departments and program committees, meetings of the faculty as a whole, faculty and College committees, ad hoc committees and task forces, and faculty representation at meetings of the Trustees. Faculty meetings take place nine times a year and draw an average faculty attendance of 85. Virtually all faculty members participate in at least one of the nineteen faculty committees, nineteen College committees, or dozen Trustee committees.

The faculty, through the Curriculum and Educational Policy Committee, has principal responsibility for the curriculum. All courses offered by the College must be approved by CEP and by the faculty; CEP also reviews open positions for possible reallocation and makes recommendations regarding the allocation of new faculty positions. The Committee on Appointments, Promotions, and Tenure reviews tenure and promotion recommendations from departments and makes its own recommendations to the Dean. The Recording Committee deals with academic regulations and schedules and decides appeals and petitions from students who request exemptions from policies. The faculty Committee on Governance (COG) serves to set the agenda for faculty meetings; conducts elections for the Committee on Appointments, Promotion, and Tenure, COG, and Appeals committees; and appoints faculty to the remaining College committees. A full list of committees and their responsibilities appears in the Faculty Handbook.

Transformation of the Budget and Financial Priorities Committee into the Financial Priorities Committee took place in 2005–06 after discussion in the Committee on Governance and several years of dissatisfaction with the appearance and reality of committee involvement in actual budget decision-making, which was in fact largely done by senior officers. Faculty urged that the committee chair role move from a faculty member to an administrator and that its role focus on budget priorities rather than budget

making. These shifts have occurred, and the President now meets regularly with the Committee to examine budgetary priorities.

The evolution of the draft Intellectual Property (IP) Policy (TR3.5) provides an example of the character of involvement of faculty in decision making. Although IP policy is ultimately the province of Trustees, the President encouraged the Faculty Affairs Committee, working with the Dean for Academic Affairs, to draft a new policy. The committee brought it to the faculty for comment, revised it, and then asked for and received unanimous faculty endorsement. The President will take the policy to the Trustees for discussion and approval in Fall 2006.

The evaluation team's report in 1996 gave particular attention to faculty governance, writing that "on the one hand, [the faculty] are uneasy about taking college-wide responsibilities and on the other they are wary about administrative leadership." Standard 4 reports on the faculty's assumption of corporate responsibility for the curriculum, and Standard 5 describes the considerable progress in establishing College-wide standards and practices for hiring, reappointment, and promotion of faculty in the face of what was described ten years ago as "the rugged individuality of faculty and departments." Some of the same issues noted in 1996 continue to be of concern today. The faculty through its Committee on Governance has taken up a broad review of governance structure that will continue in 2006–07.

### **Student Governance**

Students engage actively in the governance of the College, particularly through their representation on most faculty committees and committees of the Trustees (TR3.6). In addition, the President of the College meets regularly on a formal and informal basis with students to gain their input, including weekly two-hour open office hours.

Students also meet regularly on matters of their concern with officers of the College and faculty and Trustees. Student opinions about courses and teachers are solicited each semester on each course taught at the College and are collected by the Office of the Dean for Academic Affairs. Retrospective letters from randomly selected students along with these forms are an important component of the tenure process for each faculty member. Students' perceptions, reviews, and opinions on a vast range of topics are gathered by Institutional Research.

Students participate actively in shaping the Residential Life program in their roles as proctors, resident assistants, and College House leaders. The College Houses have their own governing structure, the Inter-House Council (IHC), which serves as an umbrella group for planning shared programs and events and addressing issues common to all six Houses. Many students also learn about aspects of governance in their roles as employees in most campus offices.

The Bowdoin Student Government was reformed in 2002 to better represent student needs and concerns. The body currently provides representation for each class year and

student leaders in the College House system as well as other campus groups. Meeting weekly, the Bowdoin Student Government regularly discusses issues of academic and social life on campus, occasionally through a standing committee structure, but generally in its full body of twenty-six members. The student government appoints over forty students to committees of the College. It also often helps to select students for ad hoc committees such as the Dean for Academic Affairs Search Committee and the Re-accreditation Self-Study Steering Committee.

Another notable aspect of the student government is the work of the Student Activities Funding Committee (SAFC), a group of seven elected students. This group meets weekly and has authority over the annual funds (\$540,000) from the Student Activities Fee. The SAFC has revised its procedures in recent years to focus on specific proposals for events and activities (Standard 6).

### **Institutional Effectiveness**

Governance structures at Bowdoin work well in supporting the mission of the College, but we continue to evaluate those structures and to modify them. The central challenge at the College is to achieve consistently the community engagement and transparency that are widely expected by members of the campus community. The President is particularly sensitive to this issue and uses faculty and committee meetings to explain issues and decision-making candidly.

Trustee governance has improved dramatically under the unicameral system. Trustees understand and engage their roles as trustees, and generally achieve a good understanding of the nature of contemporary Bowdoin through interactions on campus with students and faculty as well as administrators. Trustees have modified their practices to exert appropriate oversight in a post Sarbanes-Oxley world. The major continuing challenge is to find ways to keep all of the Trustees successfully engaged in the work of the Board, and to engage Trustees actively during plenary sessions. The Board's Committee on Trustees has the task of evaluating the performance of the Board, the structure of the Board meetings, and the performance of the individual Trustees. The officers of the board and the Committee on Trustees are responsible for evaluations and review. Each Trustee is also asked to do a self-evaluation every five years.

Less formal structures currently exist for evaluating faculty governance. Committees submit an end-of-year report, which may or may not contain a self-evaluative component, each May. The Committee on Governance has periodically attempted to elicit faculty's opinions about faculty meetings and about the level of satisfaction that faculty have with governance, as well as about the level of investment that individual faculty members wish to attain with respect to governance. In Spring 2006, the COG conducted a survey of faculty that focused on these two latter issues—level of satisfaction and desired level of investment. The Dean for Academic Affairs will work with the Committee on Governance in 2006–07 to focus on committee charges, accountability, and outcomes. To some extent, the Dean and the committee will be guided in their work by the results of the faculty's recent survey. As their work continues and the College begins to see the

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outcome of this work, additional surveys and focused group interviews will be used not only to measure faculty satisfaction, but also to evaluate the effectiveness of faculty governance, and particularly how it may change over time.

Students participate actively in governance activities both as representatives on decision-making bodies and through their leadership and responsibilities in areas of college life such as student activities. The student government works closely with the faculty and administrators on issues of concern to students. The Bowdoin Student Government was reformed in 2002 to better represent student needs and concerns. The body currently provides representation for each class year and student leaders in the College House system as well as other campus groups. Meeting weekly, the Bowdoin Student Government regularly discusses issues of academic and social life on campus, occasionally through a standing committee structure, but generally in its full body of twenty-six members. The student government appoints over forty students to committees of the College. It also often helps to select students for ad hoc committees such as the Dean of Academic Affairs Search Committee and the Re-accreditation Self-Study Steering Committee.

The effectiveness of student governance is monitored in a general sense by the Bowdoin Student Government (BSG) as it seeks improvement of overall student governance issues and administration relations. More specifically, the BSG Affairs Committee monitors the effectiveness of the BSG and its associated groups. This committee has the power to recommend student government constitutional amendments to the student body for referendum. It may also raise general governance rules which the BSG can change without a referendum. In 2005-06, the BSG Affairs Committee did a thorough review of the BSG constitution and implemented several significant changes in membership rules and clarified other rules. The ultimate guarantor of BSG effectiveness is the fact that all leadership positions and most representatives in the BSG are democratically elected and responsible to their constituencies.

