The university is different from a typical corporation in at least one important respect: shared governance. At least in the United States, the typical corporate structure looks like this: largely unqualified power in the hands of a board of directors who then hires and authorizes a management team to exercise power over the remaining employees. But a public college is different: a board of trustees with power qualified by state directive who hires and authorizes a management team to work in concert with faculty to set and achieve the educational goals of the institution. While this doesn’t mean giving the faculty some kind of veto over all administrative decisions, it does suggest a division of cognitive labor where each group of experts exercise relatively more autonomy over certain areas of the college.

The leaders of the Fort Lewis campus should do what we can to ensure that the foundations of shared governance are not eroded. At the December meeting of the board I presented two proposals for enhancing shared governance at Fort Lewis. In particular, these proposals were meant to bolster interaction between the body of recognized educational experts on campus—the faculty—with the state authorized leaders of the institution—the board.

Since that time, I have worked with both the Faculty Senate and the Fort Lewis chapter of the AAUP to hone these ideas into a clear set of recommendations for the board’s consideration (see Appendix 1). The faculty of the college are very excited to work more closely with the board to ensure the success of our students and our college. §1.4 of the Board of Trustees Manual of Policies and Procedures grants the board the right to change or delete any provision of the manual at any time. I ask that the board carefully review the following proposal with both legal counsel and the college administration and schedule a vote to change § 2.11 of the Board of Trustees Manual as recommended (see Appendix 2).
Appendix 1: Proposed Structure for Faculty Representative to the Board of Trustees approved by the FLC chapter of the AAUP and approved (in spirit) by the Faculty Senate

In addition to the current policy of having a faculty representative on the Board of Trustees, the following two changes to the Board of Trustees manual are recommended:

**Policy:** There shall be a new Board of Trustees committee formed, called the “Liaison Committee,” the purpose of which is to provide for the exchange of information and advice directly between the board and the faculty.

**Membership:** The committee shall consist of three trustees appointed annually by the Chair of the Board of Trustees and five faculty members. The five faculty shall consist of the faculty President, the faculty representative to the Board of Trustees, and three additional faculty members elected by the faculty at large, one from each of the following academic areas: (a) the natural and behavioral sciences, (b) the arts and humanities, and (c) the professional schools (business and education). The election for the three additional faculty members will occur in the fall in conjunction with the faculty representative to the Board of Trustees, and these members will serve for two years.

**Procedures:** Any member of the Board of Trustees or the liaison committee may propose an agenda item for the committee. The chair of the committee is appointed by the Chair of the Board of Trustees and shall collect these suggestions and set the agenda accordingly. At least seven (7) days prior to each regular meeting, a written agenda shall be delivered to each member of the committee setting forth all matters which are to be considered at the meeting, together with copies of any supporting documents or materials.

**Policy:** There is a faculty representative on each of the Board of Trustees committees.

**Membership:** The faculty members of the liaison committee will also serve as faculty representatives on the Board of Trustees standing and ad hoc committees as follows. The faculty president shall be a member of the Business Affairs committee. The faculty representative to the Board of Trustees shall be a member of the Academic and Student Affairs committee. The remaining three faculty members elected to the Liaison Committee shall serve as members of the remaining standing or ad hoc committees as determined by the Chair of the Board of Trustees.

**Rationale for these policies:** There is wide agreement that one important characteristic of an effective college governing board is that it has a good working relationship with faculty. While the current college structure allows for at least some interaction between the faculty and the Board of Trustees, these proposed changes would greatly facilitate increased communication between the faculty and the Board and increase the opportunity for the board to solicit faculty expertise relevant to decisions affecting the college.
Appendix 2: Proposal for Integrating the Recommendations into the Board of Trustee Manual

2.11. Committees of the Board.

2.11.1. Standing Committees. The Board shall have the following standing committees:

2.11.1.1. Academic and Student Affairs Committee. This committee shall be responsible for the review of academic and student affairs items or reports that may come before the Board, including, but not limited to, program reviews, the elimination or addition of academic programs, and academic and student policies and procedures.

2.11.1.1.1 Membership of the Academic and Student Affairs Committee. In addition to the three (3) voting board members appointed by the Chairperson, this committee will include the following non-voting members: Provost, Dean of Student Affairs, Student Representative to the Board of Trustees, and Faculty Representative to the Board of Trustees.

2.11.1.2. Business Affairs Committee. This committee shall be responsible for the review of administrative and financial items or reports that may come before the Board, including, but not limited to, budget requests, business policies and procedures, multi-year employment contracts, the acquisition or disposal of real property by sale or lease, and financial and operational audits.

2.11.1.2.1 Membership of the Business Affairs Committee. In addition to the three (3) voting board members appointed by the Chairperson, this committee will include the following non-voting members: Vice President for Finance & Administration, Associate Vice President for Finance & Administration, and a faculty member recommended by the Faculty Senate.

2.11.1.3. Capital Development Committee. This committee shall be responsible for the review of capital development items or reports that may come before the Board, including, but not limited to, the construction and maintenance of the College’s facilities and physical plant, the acquisition or disposal of land or buildings, capital development and master plans, and the financing of capital development projects.

2.11.1.4. Legislative Committee. This committee shall be responsible for the development, analysis and tracking of state and federal legislation impacting the College and reporting to the Board on such legislation.

2.11.1.5. Nominating Committee. This committee shall be responsible for developing and nominating to the Board a slate of candidates for the Board officers.

2.11.1.3 Liaison Committee. This committee shall provide for the exchange of information and advice directly between the board and the faculty.

2.11.1.3.1 Membership of the Liaison Committee. In addition to the three (3) voting board members appointed by the Chairperson, this committee will include the Faculty President, the Faculty Representative to the Board of Trustees, and three additional faculty members recommended by the Faculty Senate.
2.11.2. Special Committees. Special committees may be appointed by the chair of the Board, subject to approval by the Board, with such powers and duties as the Board shall determine. No special committee shall act for more than one year from the date of its appointment, and all such committees shall be considered discharged upon expiration of said year, unless specifically authorized by the Board at the time of their appointment, or from year-to-year, to act for a longer period. During any period between regular meetings of the Board, the chair of the Board may appoint special committees to review and make recommendations regarding specific matters provided that the appointment and charge of such special committees is confirmed at the next regular meeting of the Board Manual (2014), Page 9 Board following their appointment. The general provisions set forth above regarding quorum and minutes shall apply to all special committees.

2.11.2.1 Membership of Special Committees. In addition to the three (3) voting board members appointed by the Chairperson, each special committee will include as a non-voting member a faculty member recommended by the Faculty Senate.

2.11.3. Appointment of Standing Committees. At the first meeting of each calendar year, the Chairperson of the Board shall appoint the voting members of each standing committee and designate the chair of each committee, subject to the concurrence of the Board. No more than three (3) voting members of the Board may be on each standing committee. In the absence of the appointment of a standing committee, the duties and powers of that committee shall be the responsibility of the entire Board as a committee of the whole.