The Virginia Commission on Higher Education Board Appointments: The Impact of Legislative Reform on Public University Governance

A dissertation submitted in partial fulfillment of the requirements for the degree of Doctor of Arts at George Mason University

By

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Dedication

This dissertation is dedicated first to my late mother, Sally Harrison Chappell, who believed that education was the most powerful tool for a happy and successful life. Finishing this degree fulfills my promise to her. It is also dedicated to my husband, Larry Czarda, who encouraged, nagged, inspired, cajoled, and mentored me throughout the whole process. His insights into, and thorough understanding of, higher education governance and leadership have been a valuable asset to me as I pursued this degree…and the dissertation would not be finished yet if it were not for him!
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Abstract

THE VIRGINIA COMMISSION ON HIGHER EDUCATION BOARD APPOINTMENTS: THE IMPACT OF LEGISLATIVE REFORM ON PUBLIC UNIVERSITY GOVERNANCE

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Recent national attention to issues of access, cost, and institutional performance in our public institutions of higher education have included numerous critiques and calls for reform at the level of board appointments and board governance. There has been considerable attention in both scholarly and popular media regarding governance issues including shoddy political appointment practices, lack of orientation and preparation, runaway boards, arrogant chief executives, and the negative effects of under-prepared, under-qualified trustees. These concerns have persisted as national, even congressional, attention has turned to high college costs, student debt-load, and the use of university endowments to offset costs to students and their families. These concerns were amplified by the recent economic recession and its impact on higher education. The use of appointment commissions or councils (whose responsibility is to recommend board member appointments based on merit) has been identified as a way in which to improve
higher education governance. This study will examine the context surrounding the establishment of the 2002 Virginia Commission on Higher Education Board Appointments (which will be referred to as the Commission), and will explore its impact on subsequent boards of visitors at the four largest public universities in the Commonwealth. The question, “Has board governance in Virginia state-supported higher education institutions changed with the advent of the Commission?” will be investigated. The methodology employed and the conclusions reached may inform and encourage other state systems to consider similar reforms in the trustee appointment process and will add to the literature on best practices in higher education governance.
Introduction

Within the past decade, there has been increased scrutiny of higher education governance, due, in part, to the considerable attention given in both scholarly publications and the popular media to recent higher education scandals and governance failures. Several issues have been noteworthy, including problems with boards that either micromanage or possess a “rubber-stamp mentality” and do not provide enough oversight and with members who do not understand higher education governance. Recent dramatic failures in governance at highly regarded institutions such as American University, The University of Virginia, and The Pennsylvania State University, have exposed weaknesses regarding higher education board governance.

With diminishing state financial support as well as an increased demand for access and accountability, it is crucial that public higher education institutions be governed as effectively and efficiently as possible. This will be possible only if the governing boards are populated with those who possess the skills, knowledge, and commitment to be successful with this type of non-profit governance. Some scholars have asserted that the selection and appointment processes are key components to improving boards and the creation of selection or appointment commissions (a group of people whose responsibility it is to recommend and recruit potential board members) has been identified as a best practice for public higher governance by several researchers.
There has been voluminous scholarly research conducted on many facets of higher education governance, much of it conducted by the Association of Governing Boards of Colleges and Universities (AGB), a national professional association based in Washington, DC. In the area of the board appointment process, there have been several scholarly studies in the past four decades regarding board member selection, including Rose’s (1993) study which examined the selection process for all Virginia four-year public higher education institutions during a five-year period (1985-1989). Her analysis focused on the level of participation in the selection process on the part of the institutions, alumni, and state executives. One of her recommendations was the formation of a committee to assist the governor in identifying and recruiting board members.

On a wider scale, Dika and Janosik’s study (2002) analyzed the gubernatorial appointment processes used in all 50 states, focusing on which entity within each state had the most influence on the appointment process. From their interview subjects, limited to governors and state higher education executive officers, they also collected data on what the interviewees thought were important personal attributes for trustees and how those attributes contribute to board effectiveness. Minor’s 2008 study also used information gathered from all states in order to rank them on a scale of high-to-low performing higher education systems. He then compared the appointment processes used in the five highest and five lowest states to ascertain what influence the process has on performance. Minor concluded that appointment processes that include more thorough scrutiny of candidates produce higher performing systems and two of the five top
performing states identified by his study have appointment councils or commissions (Massachusetts and Minnesota).

Existing statutes in 39 of the 50 states provide for board appointments either made solely by the governor or made by the governor with legislative approval. As important as these appointments are, there has been limited research done regarding what effect the appointment process has had on the quality of appointments. Based on the studies conducted particularly by Minor (2008) and the AGB (2003, 2009, 2010) the use of a screening or advisory council to identify and recruit potential board members can result in improvements in board governance.

This dissertation research advances knowledge in the area of board appointment processes and it specifically examines the impact of structural and procedural reform on the performance of gubernatorially appointed boards in public universities by examining the context surrounding the 2002 establishment of the Virginia Commission on Higher Education Board Appointments (Commission) and exploring that Commission’s impact on subsequent boards of visitors (the term used in Virginia for boards of trustees) at the four largest public universities in Virginia (based on full time equivalent students): George Mason University (GMU), The University of Virginia (UVA), Virginia Commonwealth University (VCU), and Virginia Polytechnic Institute and State University (VT). The framework used to explore the research questions is whether board governance has changed at these four institutions since the advent of the Commission. Have they become more effective (as defined by scholarly definitions of board
effectiveness) especially in terms of board composition and in the manner in which boards conduct their work?

The study grew out of the researcher’s interest in the challenging nature of higher education board governance. Birnbaum (1988), Ingram (1993), Tierney (2004), Duderstadt (2004) and others explore those challenges which include governing an institution that has multiple, and often competing, stakeholders; balancing the dualism inherent in shared governance; and assessing progress in the absence of a clear “bottom line.” Most businesses can evaluate how well they are performing based on how much profit they make and have the flexibility to adjust their business practices quickly and effectively to help increase the profit margin. For higher education institutions (and most other non-profits) it is not that straightforward. Given the ambiguities and challenges of higher education governance, it is critical that those appointed to these important positions understand this milieu.

This data-based qualitative study uses a multi-faceted research model that includes open-ended interviews with board officers, university administrators, and commissioners, as well as an analysis of archival data consisting of board minutes of the four institutions and an analysis of the composition of the four institutions’ boards. The literature review will explore scholarly work in the field on topics related to lay governance, academic governance, effective governance, and governance best practices. In order to answer the five research questions posed later in this section, comparisons will be made between the data and interview responses from before and after the implementation of the Commission in 2002.
Statement of the Problem

Higher education is an important aspect of our nation’s economic, intellectual, social, and cultural infrastructure. Therefore, it is essential that institutions of higher education be governed in the most efficient, effective, and strategic manner possible. There continues to be vigorous national, state, and local debate as to what that entails. Because of the nature of higher education, with an absence of a profit-margin or bottom line, it is difficult to measure and define effective or good governance. Board structure, policies, and procedures have an impact on the effectiveness of governance, but that success is hampered unless the most suitable and capable individuals are involved.

Experts such as the AGB promote the use of advisory councils or commissions to assist in identifying qualified citizens to lead these essential institutional boards and to mitigate the politicization of the appointment process. A number of issues regarding higher education governance were present in Virginia during the Wilder, Allen, and Gilmore administrations, primarily involving board members who appeared not to understand their roles and responsibilities, who were unprepared and inexperienced, or who brought a politicized agenda to their position. It is conjectured that some of these individuals were appointed to important board positions because of friendship with the governor or other high-ranking state officials or because significant donations were made to the governor’s political party or campaign. During his campaign, candidate Mark Warner pledged to reform the appointment process and when he was elected governor in 2002 he implemented the Commission for that purpose. What this study seeks to answer is whether the Commission achieved the goals for which it was created.
Research Questions

Answers to the following research questions will assist in reaching potential conclusions:

1. What perceptions exist regarding boards of visitors and their roles by those who served on boards before the Commission was created?

2. What perceptions exist regarding boards of visitors and their roles by those who served on boards after the Commission was created?

3. Is there any tangible evidence that board meetings have changed since the advent of the Commission?

4. Is there any tangible evidence that the composition of boards has changed since the advent of the Commission?

5. How did the inaugural commissioners view their role and the impact of the Commission?

This research specifically seeks to discern what impact the implementation of the Commission has had on the composition of the four higher institution boards in this study and in how they conduct their work. Those institutions are:

- George Mason University (GMU) which began as a two-year branch of the University of Virginia in 1957. It was expanded into a four-year, degree-granting institution in 1966 and became an independent institution in 1972. The main campus is located in Fairfax and the university has branch campuses in Arlington,
with a top-tier law school, Prince William County, and Loudoun County, as well as specialized centers in Northern Virginia. GMU offers more than 100 degree programs at both the undergraduate and professional levels and is designated as a doctoral and research university-intensive by the Carnegie Foundation.

- The University of Virginia (UVA) which was founded in 1819 and is considered the state’s flagship institution. It is located in Charlottesville and has almost 200 degree programs across all levels, as well as a top-tier law school. The campus also includes the School of Medicine and the UVA Medical Center. UVA-Wise, a branch of UVA in southwest Virginia, is also administered by the institution’s board. UVA is the biggest employer in the state. It is classified as a doctoral and research university-extensive by the Carnegie Foundation.

- Virginia Commonwealth University (VCU) which was formed in 1968 from the merger of the Medical College of Virginia and the Richmond Professional Institute. It is located in Richmond on two campuses—one for the VCU Medical Center and its programs and the other for the rest of the degree programs. VCU also operates programs in Qatar. It offers over 160 degrees across all levels and is designated a doctoral and research university-extensive by the Carnegie Foundation.

- Virginia Polytechnic Institute and State University (VT or Tech) which was founded in 1872 as the Virginia Agricultural and Mechanical College and is Virginia’s first land-grant college. It is one of six senior military colleges in the
United States. It is located in Blacksburg and offers over 200 degrees across all levels. It administers education centers in various parts of the state, including Hampton Roads, Northern Virginia, Richmond, Roanoke, and southwest Virginia. It also administers the Virginia Cooperative Extension Service, a state-wide agricultural program. VT is classified as a doctoral and research university-extensive by the Carnegie Foundation (from Rephann, 2009).

Chapter 1 presents an overview of higher education governance by providing a brief history of lay governance and a synopsis of several recent newsworthy higher education issues. Also included is a brief review of non-profit governance in general and comparisons of the differences in higher education governance and other types of non-profit governance as well as a comparison of non-profit and for-profit governance. This information provides the reader with a contextual understanding of higher education governance which facilitates understanding the Commission and its work. Chapter 1 also includes an overview of the other state commissions similar to that created in Virginia and a brief history of the formation of the Virginia Commission. Chapter 2 provides a review of the literature significant to this study and highlights academic governance, effective governance, and best practices. Chapter 3 presents the research methodology used in the study and Chapter 4 presents the data from the research instruments used as part of the study. The findings from this research will prove useful for policymakers as they examine the appointment process and its outcomes in light of recent governance issues and to those considering instituting a similar commission or council. Opportunities for future research are suggested in the final chapter.
Limitations and Delimitations

This study deliberately focused on a small sample of institutions so the researcher could discover more detailed data on individual board members and board meetings. Given that parameter, the following delimitations are noted for this study. Data was collected from the Commonwealth of Virginia only and only from the four largest institutions within the Commonwealth (out of a total of 15 four-year institutions). The archival document study was limited to only collecting information from agendas and minutes of the full board meetings and did not include executive meetings, committee meetings, or special meetings. Additionally, interview subjects were intentionally limited to those in board leadership positions, administrators who were in their positions when the Commission was created, and the inaugural commissioners.

The following limitations are noted for this study. The study was focused on a specific timeframe surrounding the establishment of the 2002 Virginia Commission on Higher Education Board Appointments. It is possible that not enough time has elapsed since the Commission was implemented to identify important differences between boards before and after the implementation of the Commission.

Furthermore, board performance is a difficult concept to measure. In the corporate world, a board’s performance is measured by the outputs produced by the corporation. There are no similar measurements available to measure higher education board performance and many scholars have struggled with what such measurements should entail.
Interviews are a valuable way to gather information about a topic, but are subjective and are susceptible to individual perceptions that can also be affected by memory flaws, biases, and a narrow focus or context regarding the subject. Conclusions drawn from a small (although random) sample of interviewees may be affected by the biases of those interviewed.

**Definition of Terms**

For the sake of clarity, the following definitions are provided to ensure understanding of these terms throughout the study:

**Higher Education:** post-secondary education, especially that which is offered at a college or university

**Governance:** in its verb form, the exercise of authority; in its noun form, a group of people brought together for the purpose of administration

**Shared governance:** governing authority shared by several entities. This term most typically refers to faculty involvement in governance

**Lay:** not from nor of a profession; not a government official nor an academician

**Independent/Private institution:** an institution with few ties to the state government; has a self-perpetuating board (not appointed by government officials)

**Rector:** in states which use the term “board of visitors” the rector is the board chair

**Ex-officio:** by virtue of office or position. In higher education governance, ex-officio board members typically do not exercise a vote

**Trustee:** the term captures the idea of citizens (and not the government) *entrusted* with guiding an institution at the strategic level
Board of Trustees/Board of Visitors/Board of Regents: all terms meaning the same thing. For public boards, the elected or appointed citizens who are responsible for the governance of an institution

Public institution: an institution of higher education which is at least partially supported by state funding, has a governing board appointed in such a manner as state statute requires (usually appointed by the governor) and is accountable to the public
American Higher Education Governance Today

To understand the issues involved with the board appointment process, it is important to first understand the context of higher education governance in America. Because of the federal system of American government, in which certain powers are retained by the states and others are delegated to the national government, the primary responsibility over public education has historically been the purview of the state. This is based on the common interpretation of the 10th Amendment to the Constitution, which states that all powers not assigned to the national government nor prohibited to the states are reserved to the states or the people. Historically, it also simply made sense for the various states, with their different needs, harvest cycles, and population distributions to implement what worked well for their own citizens.

This decentralization means that, at present, there is no national standard for how higher education boards are chosen; each state has established its own mechanism. Table 1, with information obtained from the 2011 AGB Survey of Higher Education Governance, demonstrates the variety of methods utilized in America.
Table 1: Methods of Selection for American Public Higher Education Boards in 2010

<table>
<thead>
<tr>
<th>Method</th>
<th>Percentages</th>
</tr>
</thead>
<tbody>
<tr>
<td>Appointed by Governor without Legislative Confirmation</td>
<td>17%</td>
</tr>
<tr>
<td>Appointed by Governor with Legislative Confirmation</td>
<td>60%</td>
</tr>
<tr>
<td>Elected</td>
<td>5%</td>
</tr>
<tr>
<td>Appointed by Legislature</td>
<td>3%</td>
</tr>
<tr>
<td>Other/Combination</td>
<td>15%</td>
</tr>
</tbody>
</table>

While most decisions regarding public higher education are still the responsibility of individual states, the national government’s role in higher education has expanded significantly of late, especially through federal aid programs and anti-discriminatory legislation. The federal Department of Education’s Office of Postsecondary Education (OPE) administers a number of national programs that effect all state institutions and the Council for Higher Education Accreditation (CHEA) is a powerful national agency since federal student loan funds can only be dispersed to students attending institutions sanctioned by CHEA. While state autonomy over higher education has eroded somewhat, each state is still empowered to regulate the institutions within its jurisdiction.

**Overview of states and systems.**

To have a better awareness of where Virginia fits into the national picture, it is helpful to have a general understanding of how other states organize higher education. Jeffries’ (2000) report *Higher Education in the 50 States* provides a good overview. As in Virginia, in the majority of states boards are chosen by gubernatorial appointment with legislative approval. Most states also have some sort of oversight board that coordinates
all public institutions of higher education in the state and those boards vary in the degree of centralization and institutional autonomy. Their presence has a bearing on the topic of this research since, theoretically, in states in which there is more institutional autonomy, institutional board decisions will have more impact.

Some states have central boards of control responsible for all operations on all campuses (in AK, FL, GA, HI, ID, IA, KS, MS, MT, NB, NV, NH, NC, OR, RI, UT, WV, WI). Other states, such as Virginia, have a statewide coordinating board wherein individual institutions still retain a significant amount of autonomy (AZ, AR, IN, KY, LA, MA, MO, NJ, ND, OH, OK, SC, SD, TN, TX, VA, WA). The State Council of Higher Education in Virginia (SCHEV) is responsible for developing “policies, formulae, and guidelines for the fair and equitable distribution and use of public funds among public institutions of higher education” (Code of Virginia §23-9.9) and for recommending budget requests for each institution to the governor and General Assembly. It is also responsible for identifying a “coordinated approach to state goals for higher education…which emphasizes unique institutional missions and anticipates future needs…” (SCHEV, 2013). Individual institutions retain all authority over faculty selection and student admissions, but do need SCHEV approval for program changes and the establishment of new departments, schools, colleges, divisions, and branches.

The most decentralized arrangement is in those states in which each individual institution is wholly autonomous (AL, DE, MI, NM, VT, WY) and in Nevada, which is in a category by itself as it is the only state in which neither the governor nor the legislature
have authority. All higher education board members in Nevada are chosen by local election.

**Virginia.**

As stated earlier, Virginia is fairly typical in the United States in that the authority over education, including appointments to all public education boards, rests with the Governor with legislative approval. Authority over public institutions of higher education in Virginia is established by the state’s Constitution in Article VIII, Section 9, which allows for the establishment of “other educational institutions as provided by law” [other than public elementary and secondary schools, which the Constitution requires] and in Article V, Section 7, which authorizes the governor to make appointments to be confirmed by the Senate or General Assembly. The governor appoints the Secretary of Education, all members of SCHEV, the State Board for Community Colleges, the Commission on Higher Education Board Appointments (Commission), and all members of boards of public higher education institutions.

The details are spelled out in the *Code of Virginia* (Code), specifically in Title 23 which provides specific details for each public higher education institution’s governance structure as recorded in various chapters. These chapters specify board structure, composition, and duties, among other things. As well, each institution has a set of detailed bylaws specific to that institution that are written based on the Code (see Appendix A for Code chapters and paragraphs for the institutions specific to this study).

At present, the four Virginia public higher education institutions that are part of this study, George Mason University (GMU), the University of Virginia (UVA), Virginia
Commonwealth University (VCU) and Virginia Polytechnic Institute and State University (VT or Tech) have similarities in their governance structure, including that all trustees serve four-year terms and are limited to two consecutive terms. One important difference between these four boards (and in all public higher education boards in Virginia) is in their composition. For each institution, the Code contains regulations regarding how many trustees can be from out-of-state, how many should be alumni(ae), and whether there are geographical residency requirements. The differences are interesting to note and are often related to the specific history, mission, or location of the institution.

For example, when constituted, GMU was to be a regional university serving the populations of Planning District 8 (the counties of Fairfax, Loudoun, and Prince William) and Fauquier County (part of Planning District 9), thus the provision in the Code and the by-laws that a number of trustees be from the area served. Because of the existence of the medical center at UVA, it was logical to require the presence of a medical professional on the board and because VT is the major land grant institution which operates (in conjunction with Virginia State University) the Virginia Cooperative Extension and other agricultural services, it follows that there is a relationship with the state Board of Agriculture. The following table describes the Code requirements for each of the institutions in this study.
Table 2: Board Composition as Required by the Code of Virginia

Abbreviations: George Mason University (GMU), the University of Virginia (UVA), Virginia Commonwealth University (VCU), Virginia Polytechnic Institute and State University (VT)

<table>
<thead>
<tr>
<th>Institution</th>
<th>Number of Members</th>
<th>Stipulations Regarding Alumni(ae)</th>
<th>Non-Residents Allowed</th>
<th>Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>GMU</td>
<td>16</td>
<td>1 for each appointment cycle</td>
<td>No more than 2</td>
<td>10 should represent Planning District 8 and Fauquier Co.</td>
</tr>
<tr>
<td>UVA</td>
<td>17</td>
<td>No less than 11</td>
<td>No more than 3</td>
<td>Must include 1 physician</td>
</tr>
<tr>
<td>VCU</td>
<td>16</td>
<td>No provision</td>
<td>No provision</td>
<td>No provision</td>
</tr>
<tr>
<td>VT</td>
<td>14</td>
<td>No less than 6</td>
<td>No more than 3</td>
<td>Required Ex-Officio member is President of the Board of Agriculture</td>
</tr>
</tbody>
</table>

Lay Governance

All public higher education higher boards in Virginia (and most other states) are populated by unpaid “lay” people. The concept that effective governance can be implemented by “laymen” or non-professionals is of long duration. As Hall (2003) explains in his History of Nonprofit Boards in the United States, “few practices are more ancient than communities delegating authority to small groups of elders, deacons, proprietors, selectmen, counselors, directors, or trustees” (p. 3). Most historians cite the first American lay board as that of the Massachusetts Bay Colony (1628), in which the corporation’s charter provided for the appointment of 13 men, “chosen for their honesty, wisdom, and expertise” to manage the colonial government (p. 3). The first higher education board in America was that at Harvard College which, in 1636, was placed by
the Massachusetts colonial legislature under the authority of a board of 12 “overseers” (six ministers and six magistrates). In 1650, Harvard was chartered as an administrative body consisting of a president and “fellows.” Under this model, which is still in use today, ultimate authority for institutional decision-making was primarily vested in those two entities—a president and what is now referred to as a board of trustees or board of visitors (Brubacker & Rudy, 2004). Since that time, the majority of American states have entrusted the governance of their public higher education institutions to lay boards of trustees, with the concept that the educated citizenry, rather than state or national governments, should be “entrusted” with that responsibility (Dika & Janosik, 2003) as they would theoretically remain more insulated from “self-serving political, economic, or personal interests external to the institution” (Association of Governing Boards, 2012).

As overseers of that public trust, lay board members have the responsibility to ensure that their institutions serve the interests and expectations of the public and that the decisions they make should “rise above external pressures” because “America’s unique higher education governance model is dependent on boards consisting of independent men and women acting together to be fully informed and impartial in their policy determinations, and committed to the long-term well-being of the institutions they serve” (Association of Governing Boards, 2012). In their 2012 *Statement on External Influences on Universities and Colleges*, the AGB updated its earlier *Statement on Public Trust* originally published in 2001. The following four principles are those that the AGB considers crucial for lay board members to embrace:

1. Preserve institutional independence and autonomy
2. Demonstrate board independence to govern as established by charter, state law, or constitution

3. Keep academic freedom central and be the standard-bearer for the due process protection of faculty, staff, and students

4. Ensure institutional accountability to the public interest (AGB, 2012, p. 2)

The concept of lay governance is a feature of the majority of non-profit boards and is one of the significant differences between non-profit and for-profit governance.

**Comparison of non-profit and for-profit boards.**

Good governance is good governance, however there are some distinct differences between non-profit boards, such as those serving educational institutions, and for-profit corporate boards. It is important to understand these differences especially since a significant number of board members who serve on higher education boards have experience with for-profit institutions and many are executives in their own fields. There are some similarities. Both are corporations, thus the term often used to describe for-profits as “corporate” is a misnomer. Both thrive when they employ good governance practices and have strong, visionary leadership. Both succeed best when they engage in robust strategic planning and provide excellent services to their constituents. And both benefit when they attract and retain competent and committed personnel and run cost-effective operations.

However, despite these similarities, a non-profit is fundamentally different than a for-profit. For-profit corporations are owned by stockholders and their primary purpose
is to generate money for the owners. They typically measure their success by how much profit they produce. Non-profit boards are typically “owned” by the public and their primary purpose is to serve the public in some way. They measure their success by how well they fulfill their mission to serve. Money earned by a for-profit corporation is usually kept as profit and distributed to owners or shareholders. Non-profits can make a profit, but surplus money they generate is to be used to further enhance their missions.

For-profit boards are typically small and its members are paid, whereas non-profit board members are volunteers and the boards tend to be larger. Chief executive officers (CEOs) of for-profits are usually full members of the board, often serving as president of the board. Most non-profit CEOs are non-voting members of the board. In their 2011 study on differences between the two types of boards, Epstein and McFarlan write of the importance for those familiar with for-profit board experience to understand the differences in non-profit board service. They describe four “deep differences” that are briefly explained below:

- **Mission**—non-profits should be mission-driven. All activities and actions of the non-profit and its board should hearken back to the mission. Boards are responsible to ensure this is so and also to assist in refining and defining the mission over time

- **Nonfinancial performance metrics**—to identify what to measure and create a tool with which to measure those aspects can be difficult and is much different than measuring financial performance. The authors have “seen new board members
and ineffective boards try to wag the mission dog with the financial tail, but it just doesn’t work that way. Without mission accountability, we have nothing” (p. 31)

- Financial metrics—cash flow and revenue growth are important in non-profits, but there is a much more intense reliance on philanthropy through annual giving, capital campaigns, and planned giving on non-profit boards. Board members are expected to give and encourage others to do the same. Debt-servicing and endowment management are also very important for non-profit fiscal management. For-profits have shorter performance cycles (typically quarterly), whereas non-profits typically operate on an annual cycle.

- Chair/CEO relationship—In a non-profit, a volunteer, non-executive chairman leads an administration composed of paid professionals. The CEO is typically the “face” of the organization and the board chair is “relatively invisible.” Chair and CEO must forge a relationship based on respect and confidence (p. 34)

In the September 2012 issue of Trusteeship, Novak explores several “givens of public trusteeship” beginning with its “inherent ambiguity” because of the institutions’ governing boards being at the “intersection of state and community needs and institutional aspirations” (p. 32). That ambiguity is rarely experienced by for-profit corporations. In the same article, Novak suggests several improvements for public trusteeship that can better address some of its inherent issues, among them a screening or nominating committee (such as the Virginia Commission).
**General attributes of non-profit boards.**

Educational institutions in America, whether public or private, are generally considered to be non-profit corporations (with the exception of proprietary institutions such as DeVry, Strayer, and the University of Phoenix, among others). Non-profit corporations have historically filled an important role in America. Unlike some other Western nations, in which the government controls the delivery of health care, the arts, programs for the poor, youth programs, and higher education, America has utilized a blended approach of public and private non-profit organizations to meet those needs. There are a plethora of types of non-profits, including museums, arts groups, advocacy groups, hospitals and clinics, foundations, and educational institutions, but most have the same basic legal structure. They are usually organized as corporations, with an unpaid, volunteer board that oversees the work of the corporation. Most have by-laws, a set of rules by which the corporation is run.

To better understand higher education governance it is useful to understand the basics of non-profit governance. Most non-profit boards perform similar functions, regardless of their mission. These typically include:

- Appointing, evaluating, and firing the chief executive and other officers and setting their compensation
- Delegating management functions to those executives
- Exercising financial oversight and fiduciary responsibility
- Speaking as one voice, not as individuals (North Carolina Center for Non-Profit Corporations, 2003)

Each type of non-profit will approach the above functions based on their specific industry standards and mission, but it is important to note that the basic structure of providing oversight to a manager or executive and not intruding in the day-to-day operations of the corporation is common to all non-profits.

**Comparisons between public and private higher education boards.**

While both are non-profits, there are a number of similarities and differences between the public and private (or independent) higher education boards. The AGB periodically publishes a report on public and private governing boards, which details their policies, practices, and composition. The latest report was issued in 2010 and the information contained therein explains differences and similarities between the two types of institutional boards.

Regarding board composition, the primary differences are the size and diversity of the board and whether or not there are student members or the president is a member. Public boards tend to be smaller, with the average size between 11 and 12 members, compared to the average size of independent boards ranging from 29 to 30 members. Independent boards tend to be less diverse (12.5% minority) than public boards (23.1%). In regard to student members on the board, 50.3% of public boards include at least one voting member and another 28.2% allowed for a non-voting student member. In contrast, only 8.5% of independent boards had students as voting members, with 12.5% including a non-voting student member. Conversely, presidents of independent institutions are
much more likely to be considered members of the board, with 53% having voting rights and another 23.7% considered non-voting board members. For public institutions, only 6.3% of presidents were voting members and 21.2% non-voting members.

Areas of similarity include age, gender make-up, board member occupations, alumni as board members, and faculty board participation. The largest percentage age range on both types of boards is 50-69 years with both types of boards having 69% of their members fall into that category. The number of women on both types of boards is fairly similar, with 28.4% on public boards and 30.2% on independent boards. For both independent and public boards, the highest percentage of the occupation of board members was reported as business (53% private and 49.4% public). Faculty as voting members of the board was also very similar between the two types of boards, with 13.3% of public boards and 14.9% of independent boards including a faculty member with voting rights. Non-voting faculty board members were a little dissimilar at 9.7% in public and 14.1% in independent institutions. Both types of boards had a similar percentage of alumni serving, with 51.7% on independent boards and 51% on public boards.

As far as term limits, public boards had an average term of six years with only 41% of boards limiting the number of terms served. Independent board terms tend to be shorter, with the average term of four years and 52% of institutions having term limits in place (typically two terms maximum). Public boards tend to meet more often than independent boards, with the average being seven meetings per year for public boards and three to four meetings per year for independent boards.
The most significant difference in the two types of boards is the method in which board members are appointed. The majority of public boards are appointed by governors (77%), with 60% of those states requiring legislative confirmation. The majority of independent boards are self-selecting. Self-selection allows for board members and institutional constituents, including the president, to solicit board membership for individuals they feel will assist with the current requirements of the institution and provide necessary skill sets. Private board appointments are usually recommended to the full board by a Committee on Trustees, whose task it is to analyze the needs of the board and identify candidates.

*Current Higher Education Trends That Effect Governance*

Public higher education boards present a very different scenario. Given the stipulations that must be followed for public board appointments, having the proper process for choosing the most effective individuals for each vacant position is even more crucial. Additionally, higher education has changed rapidly in the past decades, which presents different governance challenges than in the past; challenges for which today’s trustees need to be prepared.

The constituents have changed. According to a report published by the AGB (2010), today’s students are different than they were a few decades ago. They tend to be older and they come from more diverse backgrounds. More students attend college part-time than in the past. More will attend multiple institutions before earning a degree and it will typically take them longer than four years to do so. Faculty have also changed. There are fewer full-time tenured and tenure-track faculty, meaning fewer people available to
participate in faculty governance (which positions many institutions reserve for tenured or tenure-track faculty only).

The financial equation has also changed. State appropriations for higher education have not kept pace with institutional funding needs and there are increased demands for accountability, “particularly regarding student learning outcomes and escalating tuition and fees” and more “pressure for career preparation, shifting demands of the job market, and the desire of governments to have higher education serve as the economic engine of states and regions” (AGB, 2010, p. 2). Additionally, the higher education marketplace has become highly competitive, with a growth in for-profit and online institutions.

Higher education governance has to adapt to this changing landscape and it is not “business as usual.” With these changes, public trusteeship has become a more complex task than in the past, requiring board members who are capable of leadership in challenging times. In an article in *Trusteeship*, “The Changing Face and Landscape of Trustee and Board Engagement” (Johnston, Summerville & Roberts, 2010), the authors, all past trustees, define “four powerful forces that are redefining boards’ responsibilities and changing attitudes about engagement” which they identify as “post Sarbanes-Oxley regulation and audit/monitoring functions; the economic crisis; new types of trustees…; and increased scrutiny of the higher-education business model and student outcomes” (para. 2). To meet these new challenges they write that boards need to adapt by becoming more “forward thinking” and by moving away from the old “show-and-tell meetings characterized by reports that rehash old news and that bore and frustrate trustees and waste everyone’s time” (para. 6). They propose that synergistic relationships based on
trust and relevant work will lead to more engaged boards who are better equipped to deal with the new realities of 21st century governance.

Recent Governance Issues

Meeting those challenges and new realities is difficult if boards and presidents do not fully understand their roles and responsibilities. In the past decade there have been a number of high profile governance failures that have drawn the attention of scholars, politicians, and the press. Lately, much has been written on board governance, especially given recent controversies involving board mismanagement, presidential misconduct, board micromanagement, admissions scandals, and other issues in public institutions such as the University of Illinois, West Virginia University, and Virginia Commonwealth University and in independent institutions such as Harvard, the University of Richmond, Auburn University, American University, and Gallaudet. A brief sampling of several of the most recent issues will be helpful in understanding why some insist the process for board appointments needs to be reformed.

American University.

American University (AU) is an independent institution located in Washington, DC. It has an enrollment of approximately 10,000 undergraduate and graduate students. It is a unique institution in that it was chartered by Congress (giving it also a public aspect). In 2005, after having been president for 11 years, Benjamin Ladner was placed on administrative leave while charges of excessive spending of university funds were investigated by the board of trustees. A whistleblower had sent an anonymous email to several members of the board accusing Ladner and his wife of spending huge sums of
university money for items such as a private chauffeur, lavish parties for friends and family members, and luxury travel accommodations. The ensuing publicity severely divided the board, leading to four board resignations. Ladner was forced to resign in October 2006.

The case attracted a great deal of national attention, especially when then Chairman of the Senate Finance Committee, Sen. Chuck Grassley (R-IA) launched an investigation into whether the board acted properly throughout the situation. Prior to the AU and Ladner issue, Grassley had spearheaded a review of policies and procedures of tax-exempt organizations with the goal of encouraging non-profit boards to provide better oversight of their organizations (Finder, 2005). As quoted in Jaffe’s 2006 expose’ on the AU debacle in The Washingtonian, Grassley said “it appears that the AU board could be a poster child for why [non-profit] review and reform are necessary” (p. 14). The primary issues were a lack of AU board oversight over presidential compensation (board members claimed that the compensation was worked out secretly between the board chair and Ladner and the whole board was not privy to the information), lax audit review procedures, and the generous severance Ladner received when he left AU. If, as all the literature on board best practices indicates, two of the primary responsibilities of any governing board are assessing the performance of the president and setting his or her compensation accordingly, and ensuring the institution’s fiscal integrity, certainly the AU example indicates weak governance.

The controversy led to an article in Inside Higher Ed (Miller, 2006), “What Trustees Must Do After AU.” Miller asserts that “the recent string of events at American
University—involving a president who needed a strong board to protect him from himself—has, for better or worse, drawn attention to the challenges of higher education trusteeship” (p. 1). Miller, who was a member of the University of Nebraska Board of Regents and an advisor to the Institute for Effective Governance, notes that problems can arise when trustees become too friendly with the administration—that closeness can skew the employee/employer relationship. He also maintains that “the prevailing culture on university boards is one of routinely succumbing to administration demands” (p. 2). He states that higher education needs “trustees who will make the tough and sometimes unpleasant decisions” and that it is the trustee’s “job to champion the public’s perspective” (p. 2). Miller lists 10 proposals that will help move boards from “cheerleading” to “responsible governance” (p. 3). The emphasis is on active trusteeship and an absence of a rubber-stamp mentality.

He advocates for boards to use “cost/benefit analysis” when making major spending and policy decisions and for trustees to “insist on having major strategic issue discussions” at each meeting. Responsible trustees will “insist on real committees and meaningful committee meetings” and “insist on and help develop good outcome measure and key performance indicators” for the institution. He states that responsible trustees will “insist on the right to have the floor” as opposed to passively listening (pp. 3 - 4). He cites his own experience at the University of Nebraska, stating that “while I have great admiration for Nebraska’s current and past presidents, and have supported them on the vast majority of issues, I would never trust anyone with the freedom and blank check that trustees almost universally give to their top administrator” (p. 4). The situation at
AU reinforces the need to have effective trustees who are willing to challenge the president when he or she is off-track.

**The College of William and Mary.**

This example does not highlight weak governance, but controversial governance. In 2008, the president of The College of William and Mary, an historic public institution in Williamsburg, VA, resigned. Gene Nichol, the 26th president of the second oldest higher education institution in America, was a controversial president during the two and a half years he held his position. He had angered many conservatives in the state (and alumni across the nation) when, in 2006, he had the cross removed from the historic Wren Chapel (William and Mary was founded by the Episcopal Church) so that the space, which was used for non-religious events, would be more welcoming for non-Christians. One alumnus was so irate that he revoked a $12 million dollar capital campaign pledge. The second highly controversial incident in which Nichol was embroiled was when, in 2008, he allowed the Sex Workers’ Art Show to perform on campus. The show was billed as “an eye-popping evening of visual and performance art” by strippers, prostitutes, and other sex workers (Fain, 2008, p. 2). According to Nichol, he chose to allow the show on campus in order to uphold First Amendment freedoms.

A furor erupted, with several members of the Virginia House of Delegates publically criticizing Nichol and calling for his ouster. The Virginia House Privileges and Elections Committee called an unprecedented meeting with four William and Mary board members, “grilling” them about the art show and cross controversies and “press[ing] them to protect William and Mary’s reputation” (Fain, 2008, p. 3).
The board decided not to renew Nichol’s contract, but Rector Michael Powell insisted that the board’s decision was not because of the controversies or as a result of political or alumni pressure. He stated that the “board felt that Nichol lacked the ‘right suite of skills’ to help the college reach its goals” (Fain, 2008, p. 3). Powell reported that the board and Nichol had “discussed his perceived areas of insufficiency for some time” (Fain, 2008, p. 3).

Many were unconvinced that political pressure was not a factor. Glenn Shean, then psychology professor at the college, publicly charged that the board was “subject to the whims of off-campus forces” and that he “thought political pressure by wealthy, conservative alumni and state politicians were a big part of this” (Fain, 2008, p. 4). Zach Pilchen, then student body president, was quoted as saying that he was “disillusioned by the board’s decision” and noted that, “as far as I can tell, our Board of Visitors is bending over the political pressures, and that’s not how higher education should be run” (Jaschik, 2008, p. 2). Others praised the decision, including Anne Neal, the President of the American Counsel of Trustees and Alumni (ACTA), a group that supports activism by boards. In a written statement issued by ACTA, Neal wrote that, “Good boards let presidents do their jobs—but also hold them accountable for their performance. That’s exactly what William and Mary’s board has done here” (Fain, 2008, p. 4). The incident provides a good example of how some assume that boards are open to political manipulation and pressure and how improved selection practices for board members may mitigate that perception.
University of Illinois.

On May 29, 2009, the Chicago Tribune published an article titled “Clout Goes to College” which set in motion a series of events that would ultimately lead to the resignations of seven of nine members of the University of Illinois’ Board of Trustees, as well as Richard Herman, the Chancellor of the University of Illinois at Urbana-Champaign and Joseph White, the President of the University System, which includes three public research institutions located in Urbana-Champaign, Chicago, and Springfield. The accusations in the Tribune articles led then Governor Pat Quinn (D-IL) to appoint a commission to investigate. At issue was a “clout list” of applicants who were flagged for special consideration by university admissions departments. Many of the students on the list were substandard applicants, some of whom had already been denied admission to various schools and programs. Most were on the list at the insistence of individual members of the board of trustees, who used their clout to gain a place on the list for family members of wealthy, influential individuals.

The Admissions Review Commission corroborated the Tribune’s reports and found that the trustees, Herman, and White all contributed to “substantial…admissions-related abuse and irregularities” and recommended:

- That “all members of the Board of Trustees voluntarily submit their resignations and thereby permit the Governor to determine which Trustees should be reappointed”
● That the Governor “charge the new board with conducting a thorough and expeditious review of the University President, the UIUC Chancellor, and other University Administrators” with respect to the scandal

● The creation of a “fire wall” that would isolate those not empowered to make admissions’ decisions from the process (Report and Recommendations, 2009, para 8)

Following the Commission’s report and Governor Quinn’s acceptance thereof, all but two trustees resigned. Those who did not resign claimed that they had not used the clout list during their tenure. According to an article about the scandal in The Chronicle of Higher Education, (Killough, 2009) during the hearings some trustees expressed surprise that what they did was wrong—several assumed that such clout was a perk of the job. Herman and White also resigned.

Officials with the AGB who were interviewed about the scandal commented on how it mirrored current issues in governance across the nation. Rich Novak, Senior Vice President and Director of the Richard T. Ingram Center for Public Trusteeship and Governance stated that, while a new board would help the University overcome the scandal, “you can never get all the politics out of it [board membership selection]” and it is too often the case that “trustees are chosen only because of personal or political connections with the governor.” He also suggested that the best way to mitigate that was through the use of non-partisan applicant screening commissions (Killough, 2009, p. 2).
University of Virginia.

Local, state, and national news provided on-going coverage of what occurred over the summer of 2012 at the University of Virginia, with the forced resignation of President Teresa Sullivan, the resulting public outcry, and President Sullivan’s reinstatement. In sources as wide ranging as *The Chronicle of Higher Education*, *The New York Times Magazine*, *The Wall Street Journal*, and a statement by AGB President Richard Legon, board governance, particularly the leadership of the board rector, Helen Dragas, was called into question.

As Legon wrote in his statement (2012), which was sent to all board members and presidents of AGB-member institutions, “The crisis [at UVA] has raised major issues and heightened public interest about the governance of higher education in ways that extend far beyond that one university.” Legon cites the need for “transparency and candor” and highlights the increased public scrutiny of board actions. Included with the letter was a 2010 AGB updated *Statement on Board Responsibility for Institutional Governance* that detailed the following principles:

- The ultimate responsibility for governance of the institution rests in its governing board
- The board should find effective ways to govern while respecting the culture of decision making in the academy
- The board should approve a budget and establish guidelines for resource allocation using a process that reflects strategic priorities
- Boards should ensure open communication with campus constituencies
The governing board should manifest a commitment to accountability and transparency and should exemplify the behavior it expects from other participants in the governance process.

Governing boards have the ultimate responsibility to appoint and assess the performance of the president.

Boards of both public and private institutions should play an important role in relating their institution to the communities they serve.

He closed his letter with this statement: “We can all learn from what happened at the University of Virginia. Let’s commit to getting governance right.”

In December 2012, the Southern Association for Colleges and Schools (SACS), the accrediting body for educational institutions in the South, placed UVA on warning for 12 months. “Warning” is defined by SACS as a public sanction imposed by the Commission on Colleges following determination of significant non-compliance with Core Requirements, Comprehensive Standards, or the Federal Requirements of the Principles of Accreditation of the Commission, failure to make timely and significant progress toward correcting the deficiencies that led to the finding of non-compliance, or failure to comply with Commission policies and procedures. (SACSCOC, 2012)

The disclosure statement relevant to UVA states that the University was placed on warning because it “failed to demonstrate compliance with Core Requirement 2.2 (governing board) and Comprehensive Standard 3.7.5 (faculty role in governance)” (SACSCOC, 2012).
The University must demonstrate compliance by December 2013. At that time, SACS officials will vote on the University’s future after analysis of a report made by a special visiting committee. SACS has four possible choices for action after the visit: remove UVA from warning with no further action required; continue the institution on warning for another year and require another progress report be submitted; place UVA on probation (a more punitive status); or remove the institution from SACS membership, which would mean that it would lose its accreditation.

In a letter to the University community following the publication of the SACS decision, Executive Vice President and Provost of the University, John D. Simon wrote that the board is taking steps to rectify their governance issues by “adopting revisions to the Board of Visitors Manual to provide clarity on procedures for electing and removing presidents, set up comprehensive guidelines for evaluating a president’s performance, and provide more direct involvement by faculty in board deliberations” (2012). According to that same news release, the UVA board created a Special Committee on Governance and Engagement, which was charged with reviewing board governance policies. Based on the Special Committee’s report at its November 2012 meeting, the UVA board adopted three new policies to foster greater accountability and transparency. They are

- In the area of presidential election, appointment, and removal, the revised wording is more explicit, stating, “appointment, removal, requested resignation, or amendment of contract or terms of employment of the President may be accomplished only by vote of a majority of the whole number of Visitors at a regular meeting or a special meeting called for this purpose”
• Creation of a Quarterly Review Committee and a Presidential Assessment Committee to create a means by which the Board and President can “review progress on goals and established benchmarks, and to advise the President on current priorities of the Board”

• A resolution to include more faculty representation on the Board, with the “Rector and President appointing one non-voting, consulting member from the faculty to each standing committee” (p. 3)

Many Virginians, especially those with ties to the University, are concerned about the problems with the UVA board’s governance issues. In a recently released (December 2012) Jefferson Area Community Survey, a semi-annual survey conducted by UVA’s Center for Survey Research, 79% of the 1,000 respondents favored making changes to the laws that regulate the appointment process for UVA’s Board of Visitors (Strong, 2012).

The UVA faculty senate formed a task force in October 2012 to study board composition and concluded that the UVA board needs to expand by two or three members, adding “mission-driven” appointments (p. 5), by which they mean the addition of board members with higher education experience relevant to the programs at UVA. They also recommend that the institution’s bylaws be amended to require a current or retired UVA faculty member in a non-voting board position. Some hold the position that if the UVA board had had more members with higher education experience, the Sullivan
fiasco would not have occurred. The faculty senate also registered and still maintains (at the time of this writing) a vote of “no-confidence” in the UVA Board of Visitors.

At their 2012 annual meeting, the American Association of University Professors (AAUP) expressed concern over faculty governance issues and passed a resolution supporting the UVA faculty senate’s vote of no confidence. The AAUP launched an investigation into the events surrounding the crisis and that report (2013) is condemnatory of the board, Rector Dragas, the lack of transparency at UVA, and the lack of faculty involvement with institutional governance.

Four bills regarding governance issues have been introduced to the General Assembly of Virginia during the 2013 session, all relating in some way to the governance issues experienced at UVA. One had passed at the time of this writing, and legislates the following governance changes for board best practices

- Amends the Code of Virginia to require professional development programs for all public board members during their first two years of board service
- Requires all public board by-laws to include specifics on transparency
- Requires that all public boards conduct an annual evaluation meeting with the president of the institution.
- Requires that all public board executive committees create best practices for board governance (Virginia Acts of Assembly, 2013)
Perhaps in response to the UVA issue, Governor McDonnell’s 2012 board appointments have included more trustees with higher education expertise. June 2012 appointments to UVA’s board included a retired university president, a former member of Governor Allen’s Blue Ribbon Commission on Higher Education, a retired faculty member, a member who has served on two prior higher education boards, and a non-voting advisor who was the former executive vice president and chief operating officer at UVA (Wood, 2012). An article in the local Charlottesville newspaper, *The Daily Progress* (Kumar, 2012), explains that McDonnell “boosted the ranks of educators on governing boards …across the state” and notes that among those appointees are “a teacher, a school librarian, retired university and community college presidents, and a half-dozen members of the faculty and staff at various schools” (para. 3). The article quotes McDonnell as saying that he looks [in appointments] “for those who share my goals of reducing college costs, increasing slots for in-state students, and making schools more efficient” (para. 10).

Also in response to the perceived need to have more people with higher education experience involved in the selection process, there is a bill in committee in the Virginia General Assembly to amend the code relating to the Commission to increase the number of members from seven to nine, adding one tenured faculty member from a four-year college or university and one faculty member from a community college (State Council of Higher Education for Virginia, 2013).
The Pennsylvania State University.

The Pennsylvania State University (Penn State) is the public land-grant institution in Pennsylvania, with a total of seven campuses across the state, and was the scene of one of the most damming examples of lax or poor governance in recent memory. Assistant football coach Jerry Sandusky was charged with 45 counts of sexual abuse of young boys. The administration, including the president, athletic director, and the head football coach were all fired because of their part in covering up the abuse and several board of trustees members, including the board chairman, resigned. The story first broke in a local Pennsylvania newspaper in March 2011 and was brought to its criminal conclusion with sentencing in October 2012.

In the wake of the scandal, the board of trustees commissioned a special investigation under the leadership of Louis Freeh, former Director of the Federal Bureau of Investigation. The Freeh Report (2012), as it is commonly called, was damming in its condemnation of the board and its lack of oversight and accountability. “The most saddening finding by the Special Investigative Counsel is the total and consistent disregard by the most senior leaders at Penn State for the safety and welfare of …[the] victims” (p. 14). The report lists, as responsible, President Graham Spanier, Vice-President for Finance and Business Gary Schultz, Athletic Director Timothy Curley, and Head Football Coach Joe Paterno, and asserts that “these individuals [were] unchecked by a Board of Trustees that did not perform its oversight duties” (p. 15). The report goes on to state that “the Board also failed in its duties to oversee the President and senior University officials in 1998 and 2001 by not inquiring about important University matters
and not creating an environment where senior University officials felt accountable” (p. 15).

The report faulted the board for having a “complacent attitude” (p. 15) and for not having “regular reporting procedures or committee structures in place to ensure disclosure to the Board of major risks to the University” (p. 16). The report also indicated that the culture of the board was passive, stating that “some trustees reported that their meetings felt ‘scripted’ or that they were ‘rubber stamping’ major decisions already made by Spanier and a smaller group of Trustees. Sometimes Trustees learned of the President’s decisions in public meetings where there were no questions or discussions” (p. 101).

The report made seven recommendations to the board in order to “increase public confidence…, realign and refocus its responsibilities and operations, improve internal and external communications and strengthen its practices and procedures” (p. 134). These included

- Review the structure and composition of the board, encouraging the board to diversify and to seek input from “higher education experts not affiliated with the University” (p. 134)

- Adopt an ethics or conflict of interest policy, with training on ethics and oversight responsibilities

- Undertake a revision of the current committee structure to include a Risk and Compliance Committee
 Increase transparency in the administration’s communication with the board, especially regarding “assessment of risks [and] pending investigations” (p. 135)

 Improve communication between the Board and the campus community

 Develop a “critical incident management plan” and train the board and administration to implement it (p. 136)

 Engage in internal and external self-assessments and make the results public

 These are but a few of the many controversies regarding higher education governance and are indicative of how critical it is to have high-quality, well-prepared trustees appointed to serve the needs of higher education institutions. Accrating bodies acknowledge the inherent challenges with higher education board governance and have processes in place to protect institutional integrity. For example, the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) recently held a leadership orientation for college and university presidents that highlighted the need for board members to understand “how complex governance structures work” and the necessity that “the governing board is free from undue influence from political, religious, or other external bodies and protects the institution from such influence” (Wheelan & Goldstein, 2013)—concerns that could be mitigated by an entity such as an advisory council or commission.

 Higher Education Nominating Commissions

 Historically, the process for appointing trustees in Virginia and other states has been heavily influenced by politics. With some regularity, incoming governors have
rewarded party stalwarts and supporters with prestigious placements. Trustees often were chosen, not because they understood the higher education milieu or had experience with non-profit corporations, but because they donated money to or supported the ideologies of their benefactor. While it can be beneficial to an institution to have politically connected individuals on the governing board, those individuals must also possess the other skills necessary to govern effectively. Higher education nominating committees or commissions are viewed by governance experts, including the AGB, as a way in which to mitigate some of the issues associated with the appointment process, with the idea being that a panel of non-partisan experts could best assess institutional needs and would make recommendations based on merit and not be swayed by political considerations.

However, in an interview with Rick Legon, president of AGB (personal communication, May 21, 2013), he expressed the opinion that while that might be the ideal, the reality is that “at the end of the day, across all the states that have these various councils in place, these [appointments] are still going to be political decisions. Just merely the make-up of the body that has been constituted to make these recommendations to the governor is a political process unto itself. Only and unless there is real teeth in the legislation would that not happen.” Given that it is not reasonable to assume that politics can be entirely removed from the process, Legon also stated that “there is absolutely nothing wrong with the construct as long as the people who are appointed understand that serving the public need is part of the job.”

In *The Relationship Between Selection Processes of Public Trustees and State Higher Education Performance*, Minor (2008) discovered that the five top-performing
states (as defined by *Measuring Up 2004*, a national and state report card on higher education published by the National Center for Public Policy and Higher Education) used appointment processes that required more scrutiny than the procedures used by the five lowest-ranking states. The top-performing states “use appointment processes that use restrictions, requisite qualifications, and methods to scrutinize the appropriateness of potential candidates” (p. 830). In his study, Minor cited Virginia’s Commission on Higher Education Board Appointments as an exemplar of best practice.

In 2003, the AGB published a state policy brief, *Merit Screening of Citizens for Gubernatorial Appointment to Public Colleges and University Trusteeship* which explained why merit screening processes were beneficial, provided a description of what the primary responsibilities of the panel should be and who should serve on a panel, and described the processes used by the four states that had panels in place at that time (MN, ND, KY, and the newly established Virginia Commission). The brief also described ways in which panels could identify potential trustees.

Noting that “college and university trusteeships have such long-term and consequential effects on the economic, social, and cultural needs of citizens and the state that institutionalizing merit screening and recruitment is a good and timely practice,” the brief also explained that a more rigorous process “sends the message to the public and to those being considered for trusteeships that the work of citizen boards…is consequential” (p. 1). Because public universities are “owned” by the citizens of the state, it is critical that trustees be “as independent of political ideologies or partisan interests as possible”
The writer of the brief contended that merit screening panels are essential to that end. The brief listed the following as primary responsibilities of a merit screening panel:

- Articulate, publicize, and periodically review the qualifications to be sought in outstanding candidates.
- Develop and periodically review a generic job description for institutional governing boards and individual board members.
- Confer periodically with the board chair and president of each institution concerning how they view their board’s current and future membership—composition needs (skills, experience, geography, gender and minority balance, and the like).
- Interview all candidates.
- Develop policies and procedures to accommodate citizen applications.
- Advise the governor’s office or appropriate state agency on the content and process of an annual or biennial in-service education program for all trustees (p. 3).

The brief suggested that potential members of the panel can be found by identifying “outstanding senior public servants who are widely viewed as placing the broad public interest ahead of political party and special interests” (p. 3) and that those individuals are often “former and recent trustees…recently retired federal and state judges, former presidents and chancellors, former governors and legislative leaders…and
business leaders” as well as from those “who have had distinguished careers in medicine, law, and education” and those with “strong records of voluntary service” (p. 3).

Noting that, at the time of the brief, only four states had created commissions or panels, the brief explained that this “illustrates the apparent and understandable reluctance of most governors to share their appointive powers with anyone. One governor recently remarked: ‘You’re asking me to sacrifice one of the only real powers that I have!’ And there is the cynical cliché, ‘To the victor go the spoils.’” (p. 5). Legon also commented on this guarding of power, noting that

To the extent you are establishing this kind of commission—at a minimum sharing, if not giving up leverage related to one of the reasons you ran for this job—patronage—then it’s going to take quite a statesman or stateswomen to recognize that there is a higher level of accountability that goes with the territory and that is the serious attention that needs to be paid as to who is serving on these boards and how do they get there (personal communication, May 21, 2013).

The brief provided advice to potential panels for where to find quality candidates for trusteeship, including from the ranks of board membership of the various foundations associated with public universities and distinguished alumni, pointing out that those people would already have an understanding of the culture and history of the institution. The brief also suggested consulting with various groups, including alumni associations and state and local business associations (p. 5). An excellent point is made that it is important to select people who can achieve a balance “between accountability and advocacy” (p. 5).
Since the brief was written in 2003, two other states have created a merit screening process and now Virginia is one of six states that currently have nominating commissions or selection committees. The others are Hawaii, Kentucky, Massachusetts, Minnesota, and North Dakota. New Mexico had a short-lived advisory council created by then Governor Bill Richardson in 2010 but rescinded by present Governor Susana Martinez as one of her first executive actions in 2011. She stated that the “New Mexico Constitution provides a sufficient process for selecting regents at our public universities. The advisory council is just another symbol of big-government excesses that serve little purpose. I believe in the need for a fair regent selection process that is free of politics, but I do not find it necessary to add another layer to an already bloated bureaucracy” (Spence, 2011, p. 1).

To provide a context for analysis of the Virginia Commission, an overview of the currently functioning commissions/councils follows.

**Minnesota.**

Minnesota led the way with the first such advisory council in 1988. In an interview with Rich Novak, Senior Vice President for Programs and Research at AGB and Executive Director of the Ingram Center for Public Trusteeship and Governance, he stated that the commissions have had varying degrees of success. He cited Minnesota’s Trustee Advisory Council as “one of the best of the group” and reported that the AGB actually “played off of something that the Minnesota selection committee created; we used the criteria [for board selection] they came up with and kind of appropriated it for our own” (personal communication, September 24, 2012). Minnesota actually has two
councils. The Trustee Advisory Committee recommends trustees for the Minnesota State Colleges and Universities (MnSCU) system that governs seven four-year universities and 25 two-year colleges; the Regent Advisory Council recommends appointments to the Board of Regents which governs the University of Minnesota. The Trustee Advisory Council recruits and screens all candidates except the three student representatives and a labor representative that are required by statute. Recommendations are made to the governor and are approved by the senate. For the Board of Regents, the Regent Advisory Council also recruits and screens potential candidates, but makes its recommendations to a joint legislative committee consisting of members of committees with jurisdiction over higher education—not to the governor (Novak, 2010).

Both entities are established by Minnesota statute (136F.03 for the Trustees Advisory Council and 137.0245 for the Regent Advisory Council) and the statutes detail the purpose, membership, and duties of the councils. Both have 24 members; 12 are appointed by the senate’s Subcommittee on Committees of the Committee on Rules and Administration and 12 are appointed by the Speaker of the House. In an interesting attempt to de-politicize the councils, both statutes state that “no more than two-thirds of the members appointed by each appointing authority may belong to the same political party” (Minnesota Statutes, 2012).

Each of the councils is charged with recommending between two and four people for each vacancy, but neither entity to which they make their recommendations is required to accept them. The statutes describe the duties of the councils to be the following:
Develop a statement of the selection criteria to be applied, keeping in mind that trustees/regents should represent diversity in geographical location, gender, race, occupation, and experience and that the criteria should include “identification of the membership needs of the board for individual skills relevant to governance” of either the MnSCU or UM

- Develop a description of the responsibilities and duties of board members
- Identify and recruit qualified candidates based on their background, experience, and potential for discharging their duties (Minnesota Statutes, 2012)

As Novak pointed out in the interview, one of the useful aspects of the Minnesota councils is a very detailed selection criterion as to what qualities an effective board member should have. These criterion, which have been “borrowed” by AGB and used in their publications, are listed below. They are also consistent with desirable attributes identified by many of the individuals interviewed for this study.

**Personal Attributes**

1. Integrity with a code of personal honor and ethics above reproach
2. Wisdom and breadth of vision
3. Independence
4. An inquiring mind and an ability to speak it articulately and succinctly
5. Ability to challenge, support, and motivate administration
6. An orientation to the future with an appreciation for the distinct missions of the institutions
7. The capability and willingness to function as a member of a diverse group in an atmosphere of collegiality and selflessness

8. An appreciation for the public nature of the position and the institution including the open process of election and service

9. An ability, based on the candidates’ own persona, to satisfy needs of the board based on diversity in geography, gender, race, and occupation

**Professional/Experiential**

1. Valid knowledge and experience that bear on the board’s problems, opportunities, and deliberations

2. A record of accomplishment in one’s own life

3. An understanding of the board’s role of governance and a proven record of contribution with the governing body of one or more appropriate organizations

4. A general understanding of the system of higher education in Minnesota and the role of the colleges and universities in that system (Trustee Candidate Advisory Council, 2012)

**Massachusetts.**

Massachusetts created its council in 1991, when then Governor William Weld signed into law a council similar to what Virginia would commission with *Executive Order No. 309, The Commonwealth of Massachusetts*. In the order, Governor Weld cited that “whereas the quality of our system of public education is determined largely by the quality of the regents, trustees, and members of the Board of Education” and “whereas
the high quality of regents, trustees, and members of the Board of Education can best be assured by the use of an Advisory Council composed of outstanding private citizens” the formation of the council was necessary to the effectiveness of the state education system p. 1).

The executive order decreed that the Massachusetts Public Education Nominating Council would be composed of between 12 and 15 members and should “reflect the racial, ethnic, and geographic diversity of the Commonwealth” (Executive Order, 1991). The members of the council are appointed by the governor and the executive order also spells out that “members shall be prohibited from soliciting or receiving campaign contributions on behalf of any candidate for federal, state, or local office or to any other political committee to the same extent that the law prohibits public employees from soliciting or receiving such contributions” (p.1).

The Massachusetts council is required to submit a minimum of two names for each vacancy and, if the governor declines to use those nominations, the council must submit alternate names. They are to seek out “men and women of the highest quality who by experience, temperament, ability, and integrity will provide policy direction and oversight” for Massachusetts public higher education institutions (p. 2).

In Johnson’s AGB Report on State Governance (2004), he writes that Governor Romney (R, MA) extended Weld’s executive order, noting that, “the role of each campus board of trustees is essential to improving not only each college and university, but also the system as a whole” (p. 5). According to Novak, Massachusetts continues to support and revitalize the concept of an advisory council.
Massachusetts had been atrophied, but quite frankly, became revitalized after Mitt Romney was in office. Then Governor Deval Patrick revitalized it again—he appointed Judy McLaughlin who teaches in the Institute for Higher Education at the Harvard School of Education to chair the nominating committee. That was a good move. (personal communication, September 24, 2012)

Hawaii.

In 2004, Hawaii Senator Gary Hooser proposed a bill (SB 3125) to create an advisory body for appointment of regents, after a wave of negative press for the appointments made by then Governor Linda Lingle (in which six appointments were given to campaign staff or big donors), but that bill died in the House and two subsequent bills were then vetoed by Governor Lingle. However, in 2006, the citizens of Hawaii approved a constitutional amendment to create a council. The ballot question, supported by 56% of the voters, read “shall the governor be required to select board of regents candidates from a pool of qualified candidates proposed by a candidate advisory council for the board of regents of the University of Hawaii as provided by law?” (Ballotpedia, 2012).

The Board of Regents is the governing board of the University of Hawaii system and the state’s community colleges and previously had been appointed by the governor, with senate approval. The amendment and the bill that followed require the governor to only appoint regents from the names proposed by the Regents Advisory Council (SB1256). The amendment did not specify the composition of the council, but left that to the 2007 legislative session.
Several bills to create the Council were attempted in 2007, all vetoed by Governor Lingle. The last attempt, (SB 14) was also vetoed by the governor, but her veto was overridden by a significant margin and the bill became law. One of the main proponents of the bill, Senator Norman Sakamoto wrote in his policy brief (2007) that “seats on the Board of Regents had become political plums instead of positions of singular focus on elevating the state university system. It seemed like the main qualification for a position on the board was what you have done for a political insider and not what you will do for the future of our university” (p. 2).

That changed. SB 14 stipulated that the Regents Advisory Council be composed of one member each appointed by the following: President of the Senate, Speaker of the House, the Governor, the Co-Chairs of the University of Hawaii Faculty Senate, the Chair of the University of Hawaii Student Caucus, the Chair of the Association of Emeritus Regents, and the President of the University of Hawaii Alumni Association. Council members serve four-year terms and are prevented from running for or holding elected office while they serve (AGB Governance Policy Database, 2007). The University of Hawaii website has a comprehensive subsection on the Council which includes sections on Rules for Officers, Code of Conduct for Council Members, Recruitment of Nominations, Regent Candidate Selection Criteria, and Procedures and Rules.

The Council is responsible for 16 regent seats, some of which are allocated according to geographic area. There are two each from Hawaii and Maui, one from Kauai, seven from Honolulu City/County, one student from the University of Hawaii, and
three at-large seats. The Council is required to submit names of two to four candidates for each vacancy. The Council is responsible for advertising and recruiting potential candidates, conducting background checks, interviewing candidates, deciding on the slate of candidates to present to the governor, then making that presentation.

The criteria established by the Council are comprehensive. They include the following personal attributes/experiences, most of which are consistent with those listed by Minnesota:

1. Record of public or community service, with a “deep knowledge of the needs, opportunities, history, and culture of Hawaii’s communities”

2. Experience governing complex organizations

3. Commitment to education

4. Collaborative leadership ability

5. Commitment to impartial decision-making

6. Availability for constructive engagement, in other words, the time and energy for the tasks

7. Record of integrity and civic virtue

8. Willingness to seek resources

Also spelled out are considerations that must be applied regarding board composition. The first category is “diversity,” which is self-explanatory. The second is “skills and
competencies,” which includes a list of examples of the types of skills desired, including expertise in legal affairs, communication, academic issues, finance, and cultural issues (https://www.hawaii.edu/cac).

The Council came under fire during the administration of the present governor, Neil Abercrombie. In February 2012, SB 2005 was introduced at the governor’s request. The measure would give complete control over the appointment power back to the governor. The governor would still take suggestions from the Council but would not be required to choose candidates solely from the Council’s list. As part of his testimony before the Senate Committee on Education supporting SB 2005, Governor Abercrombie said that, the current RCAC [Regents Candidate Advisory Council] process limits the Governor’s authority to appoint Regents. And since the RCAC process was established, the Senate has denied the advice and consent for Regents appointees in three of four legislative sessions. This [bill] would allow the Governor more flexibility in recruiting, selecting, and appointing Regents.

He goes on to chastise the RCAC for not paying enough heed to the gender balance of the board, stating that,

Currently, 4 of 15 Regents are women. This week, the RCAC transmitted their list of candidates for the four positions that will become vacant this year. Of the 12 candidates, only 2 are women. As Governor, I need to balance many characteristics of the candidates to reflect the diversity of Hawaii and the functional needs of the Board of Regents. Considering only a “short list” of
candidates makes it extremely challenging to balance the Board on the many
dimensions of importance to the University and our state. (SB 2005, pp. 1 - 2)

Other testimony was given against the bill by a number of groups including
representatives from the Association of Emeritus Regents, the University of Hawaii
Faculty Senate, current RCAC members, and current Regents. All were supportive of the
RCAC’s functioning and reminded the legislative committee that the people of Hawaii
supported the RCAC through their vote on the constitutional amendment. The bill did not
pass and the RCAC remains in place.

North Dakota.

All public colleges and universities in North Dakota are overseen by the State
Board of Higher Education (SBHE). Selections for the board are made by the governor
from a list of three names submitted for each position by a panel composed of the
president of the North Dakota Education Association, the chief justice of the supreme
court, the superintendent of public instruction, the president pro tempore of the senate,
and the speaker of the house of representatives. The SBHE submits recommendations to
the governor and the governor is required to choose a nominee from the list
recommended by the SBHE. The senate confirms the candidates submitted. If for some
reason, the senate does not confirm a nominee, the governor must submit another name
from the list recommended by SBHE. The governor also appoints one student member
from a list of names provided by the North Dakota Student Association. All board
members serve four-year terms, except for the student who serves a one-year term.
Expected vacancies are advertised and citizens who seek nomination submit an application, resume, and references. The application asks the potential appointee to list memberships in organizations and “other public service activities” as well as submit a cover letter speaking to their strengths and compatibility with the “State Board of Higher Education Nominee Considerations” (North Dakota Legislative Council, 2012). In 2009, several legislators sponsored a resolution to remove the president of the North Dakota Education Association from the panel and replace that position with the attorney general. The initiative failed.

**Kentucky.**

The Kentucky Postsecondary Education Nominating Committee was created in 2003. The Committee consists of seven members, all appointed by the governor and serving six-year terms. Each of the appointees represents one of the seven supreme court districts within the commonwealth. The statute, 164.005 of the *Kentucky Revised Statutes*, lists the following eligibility criteria for serving on the committee: no conflicts of interest; no relative employed by any of the public higher education institutions or any of the education-related councils; and no more than two members from the same college or university. The statute also directs the governor to make appointments “so as to reflect, inasmuch as possible, equal representation of the two sexes and no less than proportional representation of the two leading political parties…based on voter registration and to assure that appointments reflect the minority racial composition of the Commonwealth” (2b).
The statute also requires the governor to seek input from the following entities when selecting members for the committee: Advisory Conference of Presidents; Council on Postsecondary Education Student Advisory Committee; faculty and alumni associations from universities, technical institutions, and community colleges; postsecondary advocacy groups; the Kentucky Board of Education; and associations representing business and civic groups (2c).

The committee is required to submit three nominations for each vacancy on a variety of education boards, not just the state university boards. Other boards for which they provide nominations include the Kentucky Community and Technical College System Board, the Council on Postsecondary Education, the Kentucky Authority of Educational Television Board, the Kentucky Higher Education Assistance Authority, and the Kentucky Higher Education Student Loan Corporation (5a, 5b). The statute also directs the committee to “consider the needs of the respective institutions, locate potential appointees, review candidates’ qualifications and references, conduct interviews, and carry out other search and screening activities as necessary” (6). The governor must make appointments based on the list of recommendations from the committee.

In 2007, the Kentucky attorney general filed a lawsuit against then governor Ernie Fletcher, claiming that his appointments were too heavily Republican, which was in violation of section 2a of the statute which requires that the “governor shall make appointments as to reflect no less than proportional representation of the two leading political parties.” At the time of the lawsuit 58% of registered voters were Democrats, but 66% of the appointees were Republican. The lawsuit was settled in 2008 and an
agreement was made that current governor Steve Beshear would make appointments such that the balance would be restored by 2010 (AGB Governance Policy Database).

**The Virginia Commission on Higher Education Appointments**

In the nineteen-nineties and early years of the 21st century, a number of public higher education boards in Virginia were involved in controversial levels of micromanagement and there was concern that the state was entrusting the running of million dollar enterprises to people with no apparent preparation for or understanding of higher education governance (Johnson & Clark, 2003). A sampling of some of the issues making headlines in the popular press (The Washington Post and the Richmond Times Dispatch) and in The Chronicle of Higher Education will provide a context for why the Commission was seen by some as a necessity.

The headline for an article in The Washington Post metro section (Leeds & Baker, 1994) on February 26, declared, “Allen’s Choices Make U-Va. Board All White Again” (p. B1). The article reported that this was the first time in 16 years that the UVA board had been without any minority representation. Administrators at the institution and Democratic legislators were quoted with comments criticizing Allen’s appointments. The authors opined that “appointments to the UVA board have always been a prized political plum. Wilder stirred a ruckus when he gave a seat to Patricia Kluge, his sometime social companion” (p. B1). The authors also reported that the board member appointed who replaced the African American member previously on the board was C. Wilson McNeely, III, “an alumni leader and president of …a construction company that
donated money to Allen’s inaugural fund” (p. B2); the implication being that he was
appointed because of the donation.

GMU’s board was in the media spotlight in 1996 with issues regarding the
Northern Virginia Roundtable, which held its meetings at the university. The Roundtable, a group of CEOs and area business leaders, was often at odds with the Allen administration’s policies, and was viewed by detractors as liberal and politically motivated. Some conservative GMU board members were concerned about the Roundtable’s use of university facilities, and one member, Connie Bedell, accused the Roundtable of serving as “a shadow government set up by the university president and big businessmen” (Whitley, 1996, p. A1). Bedell, along with board members Jan Golec and Marvin Murray, were actually facing removal from the Mason board after being investigated by a Virginia senate committee on charges of being disruptive of board meetings and that they “surreptitiously taped board meetings” (p. A1).

As described in a related article, the Senate eventually confirmed all three for
service on the GMU board, but the incident shed light on how the appointment process can be construed as used for political purposes. An article in The Washington Post (Hsu, 1996) reported that the approval “handed a victory to Gov. George Allen (R). During his past two years, Allen has clashed repeatedly with GMU’s powerful supporters [several of whom were Roundtable members] over his spending proposals [cuts] for higher education” (p. B3). The article continues with a description of Bedell (a two-time board member) as “a longtime Republican Party activist …who frequently accused Johnson [George Johnson, then GMU president and member of the Roundtable] and the
Roundtable of trying to build their own political establishment through the school” (p. B3).

In 1998, The Washington Post ran this headline: “TV Evangelist’s Son Named U-Va Trustee” (p. A16). The article reflects the perception that board appointments, especially at prestigious institutions such as UVA, are rewards for political or financial backing. The article begins with this sentence: “Saying that college trustees are the most important appointments he makes, Gov. James S. Gilmore III (R) bounced [emphasis added] three members off the University of Virginia’s ruling board today and named a wealthy son of religious broadcaster Pat Robertson to the panel” (p. A 16). The article reports that “the three vacancies were created when Gilmore decided to bump board members Franklin K. Birckhead, who was closely tied to Gilmore predecessor George Allen (R), and C. Wilson McNeely, who Gilmore advisors said had irritated the governor by helping to boost the compensation of the university’s president” (p. A16). The article reported that Pat Robertson donated $100,000 to Gilmore’s campaigns for attorney general and governor and that Timothy Robertson, his son (the appointee) gave UVA more than $1 million in gifts. The perception created by the article is that Gilmore’s appointment of Robertson was based on his political donations. Gilmore was known for appointing visitors who often brought a very different perspective to boards, especially in regard to fiscal accountability and keeping costs low.

In an op-ed piece for The Washington Post, graduating GMU senior Stephanie Ogilvie (1999) presented her point of view regarding several controversial actions taken by the GMU board in preceding months. She cited three instances of what she considered
board intrusion into decisions typically delegated to the faculty or administration and cited the political backgrounds of board members involved as a factor in their decisions. The first involved the student newspaper, *The Broadside*. The newspaper had published a post-election editorial which “criticized new Virginia Governor James Gilmore and the Republican party in general” (p. B8). One board member, Alam Hammad, called the newspaper “unprofessional.” Ogilvie also maintained that after the editorial had run, board members more actively questioned the newspaper’s budget and policies. She wrote that

I also watched as the board dismissed the opinions of students, faculty, and staff and blocked the hiring of a campus advisor for gay and lesbian students in 1996. Last year the board questioned a women’s studies class that was addressing lesbianism, and it asked to review class materials—micromanagement at its finest. In May the board ignored the faculty senate’s recommendation to limit ROTC credits to ten and decided to allow at least 12 credits. But the most outrageous action by the board occurred in the middle of that month. After a rushed study of the four-year-old NCC [New Century College], the board’s subcommittee ignored the provost’s recommendation to keep the college separate until a more thorough review could be made…and voted to close the college [they did not close the college, but it was absorbed into the College of Arts and Sciences]. (p. B8)

Ogilvie’s response to the actions of the board was corroborated by articles in *The Washington Post* (Benning, 1999), the *Richmond Times Dispatch* (Bradley, 1999), and
*The Chronicle of Higher Education* (Magner, 1999), especially in regard to New Century College.

*The Washington Post* article described it as an ideological battle, writing that “…other faculty members, as well as some Fairfax County business leaders, praised New Century College as a visionary curriculum. Some of the school’s supporters also maintained that prominent conservatives on the GMU board wanted to kill the program because they saw it as having leftist leanings” (p. B2). Later in the article, board member William Kristol was quoted as saying, “The main purpose in a job like this [as a board member] is to do no harm, and I’m not convinced that in doing away with the New Century College that we have not done harm to a worthwhile program” (p. B2). The article closed by asserting that the decision regarding New Century College is part of a “pattern in which GMU trustees are making academic decisions that should be left to the faculty” (p. B2).

An article published in the *Richmond Times Dispatch* (Bradley, 1999) made the point that the actions taken regarding New Century College were seen by many at the university as “…a politically motivated assault against what are perceived as liberal education programs” (p. B4). The author wrote that “all but one of the 16 board members were appointed by Governor Jim Gilmore and former Governor George Allen” and then listed the conservative credentials of several members of the board (p. B4).

Board governance controversy reared its head again in 1999, with a descriptive *Post* headline on September 10: “Education Aide Stirs Flap in Virginia: Gilmore Loyalty is Duty, Trustees are Told” (Mathews, 1999). Essentially, boards were told by the
Secretary of Education, Wilbur Bryant, that they needed to act in accordance with Governor Gilmore’s higher education agenda, not the agenda of the institution or of the institution’s president—board members were to serve as “foot soldiers” for the Governor. At issue was the autonomy of boards and their members, as well as whether higher education boards are tied more closely to the executive branch, with the governor who appoints them or to the legislative branch, from whence, according to the Code of Virginia, the boards receive their legal status (see Appendix A, § 23-91.24. Board of visitors a corporation and under control of General Assembly, for example).

Negative reactions to Bryant’s statements crossed political lines. James Murray, former rector of the board at William and Mary and a contributor to Gilmore’s campaign, said

I find irony [that] this approach comes from an ostensible conservative when it is probably one of the most liberal, big government moves we’ve seen by a Virginia governor this century. It is big government knows best, centralized authority and it begins with the presumption that the autonomy and independence that made Virginia colleges and universities great is flawed, and that a governor and a few select partisan appointees know better (Intress, 1999, p. A1).

Paul Torgerson, then president of Virginia Tech, reacted by stating that “the board is not managing the university. I am managing the university. I am accountable to the board. My position is that the board supports me or secures another president” (p. A1). Torgerson explained that the board is not autonomous nor is it obligated just to the taxpayers and the governor, but that it is responsible to many stakeholders. “Those
obligations and responsibilities include the governor, include the parents and students attending here, include the alumni and supporters and include the university itself…I can’t sense the board selecting one single constituency to whom they’re reporting” (p. A1).

Another board member who declined to be identified stated that the kind of board members who would be “most responsive to the governor, are by definition, the weakest possible types of board members. They’re not independent thinkers. They’re willing to be led around by the nose. It not only demeans the institutions but weakens their governance…” (p. A1). Lawrence Eagleburger, former U.S. Secretary of State, who was appointed to the William and Mary College board by George Allen, stated that, “I assumed I was appointed to provide my best judgment on the governance of the college…and in the end I personally intend to make my judgment on the basis of my own view” (Mathews, 1999, p. B4). Richmond Times Dispatch reporter Intress (1999) made note that “Gilmore’s success in appointing like-minded people to the schools’ boards—and not renewing the four-year terms of wayward representatives—has won him a foothold at some colleges” (p. A1). The judicious placement on boards of certain people with a particular agenda at specific institutions aided Gilmore in accomplishing his higher education agenda, even when his agenda was at odds with the agendas of several of Virginia’s most power college presidents, including John Casteen at UVA and George Johnson at GMU.

In April 2000, The Washington Post ran an article detailing a disagreement between GMU administration and GMU board member Jack Herrity. Herrity had been
openly critical of GMU’s core curriculum requirements, saying they were too “fluffy” (Samuels, 2000, p. B7). Herrity had even developed his own proposal as to what those requirements should include. University provost Peter Stearns was quoted as writing to Herrity that “we are distressed by evidence that, in your effort to rouse local support for your current option, you are soliciting a variety of groups with inflammatorily inaccurate information about both the current and proposed general education programs” (p. B7). The article reported that “Stearns’ letter to Herrity is just the latest example of friction over who should set academic policy at the school. The university’s faculty senate passed a resolution in May warning that the Board of Visitors was overstepping its role” (p. B7).

In 2002, with an eye to mitigating issues regarding politically motivated appointments and the appointment of those who were ill-prepared for higher education governance, newly elected Governor Mark Warner (D), with input and advice from the AGB, established an advisory commission for higher education appointments through Executive Order 8. In 2005, the executive order was adopted into the Code of Virginia (2.2-2518-2.2-2522), which was set to expire in July 2008. With the 2008 session, the sunset law was removed (HB 776) and the Virginia Commission on Higher Education Board Appointments became a permanent part of the Virginia Code. Warner’s press release for Executive Order 8 declared that

It is critical to the future success of higher education that we have governing bodies that are inclusive and reflect the diversity of our students, our professors, and our Commonwealth. To achieve our goal of having one of the best systems of higher education in the world, it is vitally important that members of higher
education governing boards are selected based on merit, experience, sound judgment, and proven leadership. (Warner, 2002)

The Secretary of Education’s website also made that assertion, but added a comparison with past practice writing that “the Commission’s review process and its final decisions are based on appointee merit, experience, sound judgment, and proven leadership—rather than on ideology or political stance” [emphasis added] (Blake, 2005).

The inaugural 2002 Commission was composed of seven appointed members, four Democrats and three Republicans, with the Secretary of Education and the Secretary of the Commonwealth also serving as non-voting members. When Warner’s executive order was adopted permanently into the Code, the number of appointed members was reduced to five. Commissioners are appointed based on having expertise and experience in higher education governance and the Virginia Code requires that two Commissioners be former members of boards of visitors or state higher education boards, one be a former president, provost, or executive vice-president of a higher education institution, and two be “at large” members. All are appointed by the governor (Virginia Code 2.2-2519).

Although the ex-officio members serve through their term in office, the “non-legislative citizen members …serve at the pleasure of the governor” (Virginia Code 2.2-2519), meaning they can be relieved of the appointment at any time the governor chooses.

The Commission’s charge is to “develop and implement a process for evaluating potential appointees …based on substantive qualifications, including merit and experience” (Virginia Code 2.2-2521). They make recommendations for boards of visitors for all public higher education institutions, the State Council of Higher Education
for Virginia (SCHEV), and the Virginia Community College Board, however the governor is not required to act on the Commission’s recommendations. The Commission can receive recommendations from constituents (such as presidents and alumni associations) but can also recruit people they think would be a “good fit” for the various institutions. Citizens can also apply to be considered for an appointment.

Warner wrote about the Commission in a 2005 article in *Trusteeship*, “How Merit Can Guide Public Trustee Appointments” (p. 1), encouraging other governors and legislators to adopt something similar to the Commission that would be “befitting of their state’s history, politics, and culture” (p. 4). In the article, he lists the goals he used to create the Commission in Virginia, including that “citizens we invite to serve as board members should be the most capable, regardless of their political party affiliation” and that the appointment process should be “based to a greater extent on merit and to a lesser extent on patronage” (p. 2). He explains that the screening process should ensure that potential appointees “understand the proper functions and responsibilities of governing boards and the enormous obligations that accompany this high calling—before they accept the invitation to serve” (pg. 2). Warner reports that

Since the commission was established in Virginia, some 175 individuals have been appointed to Virginia’s higher education boards, with a noticeable strengthening of the reputations and standing of those who serve. Even the most initially skeptical of our citizens would agree that the controversies attached to many previous appointments (some appeared to be “single issue” candidates with personal agendas) are over. The reputation of our governing boards has improved,
and it has become much easier to find individuals willing to become trustees. (pg. 2)

He makes a more personal observation at the end of the article, writing that “frankly, these processes of merit review helps us [governors] cope gracefully with those who may not be qualified but who nevertheless ask us directly for an appointment” (pg. 4).

Reaction to the creation of the Commission was primarily positive. John Casteen, then president of UVA, was quoted as saying, “statewide, our boards will benefit by this panel’s work—more prospective members than a solely political process can bring forward, more diverse backgrounds, more careful consideration of various kinds of merit. The results will be good for the colleges and good for Virginia” (Kelly, 2002). Peter Blake, later Secretary of Education, pointed out that the panel will be able to “look for candidates with experience on corporate and professional boards, and who are familiar with the mission of higher education” and that “appointments can be tailored to particular situations at universities, such as recommending a candidate who understands medical issues” (p. 2).

Suspicion of rewarding political supporters with desirable board appointments waned, but did not disappear. Later in 2002 (the first year the Commission was in place), The Washington Post ran an article with the headline, “Warner Appoints Allies, Donors: Governor Names 49 to College Boards” (Melton, 2002). The article provided information about board appointees who had made substantial contributions to Warner’s campaign and those who were also his close friends, including “ten Virginians who gave a combined total of $136,000 to Warner’s gubernatorial campaign” (p. B1). However,
Melton also wrote that “most of the Warner appointees have long histories of charitable
giving and community activism in their home towns, and in many cases are major donors
to the alma maters they will now help oversee” (p. B1).

The article reported that Warner and his aides announced that 90% of the new
appointees had been recommended by the Commission, with the other ten percent
directly approached by the governor. In another article on the board appointments,
published in The Roanoke Times that same day, it was reported that National Football
League player, VT alumnus, and major benefactor, Bruce Smith was one of those
appointees directly appointed by the governor (Miller, 2002, p. B6). An interesting aside
to this appointment is that Smith ended up serving only one year of his appointment and
resigned after attending only one board meeting.

Several interviewees, including Belle Wheelan, current president of SACS and
Secretary of Education when the Commission was formed, and Rick Legon and Rich
Novak both with the AGB, noted that, while the early Commission appeared to be
fulfilling its purpose to recommend the most qualified candidates for board vacancies
regardless of political affiliation, perceptions regarding the current Commission are more
skeptical, especially in light of UVA’s governance issues that surfaced during the
summer of 2012. Legon stated that “I don’t know that anybody even knows it [the
Commission] is in place today” (personal communication, May 21, 2013). An American
Association of University Professors (AAUP) report on the University of Virginia (2013)
had this to say regarding the Commission.
The law makes provision for the university’s alumni association to nominate candidates for vacancies on the board, but the governor is not required to appoint from its list. The investigating committee was given to understand that, at least in recent years, governors have not been persuaded to select from that list. An ad hoc committee [the Commission] appointed by the governor advises on the qualifications of nominees and applicants, but the committee’s role is opaque. Few seemed to know that such a body existed, let alone who was consulted, and questions have been raised about whether it has functioned at all in recent years.

(p. 2)

Based on remarks made by Wheelan, Legon, and Novak, and on statements published by the AAUP and the UVA faculty senate, there is some suspicion that the Commission may not be currently operating as originally envisioned by Governor Warner.

**Comparison of Existing Councils and Commissions**

The following table provides a comparison for several aspects of the various nominating commissions and councils active in the United States at the time of this writing.
### Table 3: Commission/Council Comparison

<table>
<thead>
<tr>
<th>State</th>
<th>MN</th>
<th>MA</th>
<th>HI</th>
<th>ND</th>
<th>KY</th>
<th>VA</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Number of Members</strong></td>
<td>24</td>
<td>12-15</td>
<td>7</td>
<td>6</td>
<td>7</td>
<td>7</td>
</tr>
<tr>
<td><strong>Term Length</strong></td>
<td>6 yrs.</td>
<td>Varies¹</td>
<td>4 yrs.</td>
<td>4 yrs.</td>
<td>6 yrs.</td>
<td>Varies²</td>
</tr>
<tr>
<td><strong>Appointment Process</strong></td>
<td>Senate Committee/ Speaker of the House</td>
<td>Governor</td>
<td>Variety of Government Entities</td>
<td>Variety of Government Entities</td>
<td>Governor</td>
<td>Governor</td>
</tr>
<tr>
<td><strong>Appointment Restrictions</strong></td>
<td>PP, D, G³</td>
<td>D, G³</td>
<td>PP, D, G³</td>
<td>PP, D, G³</td>
<td>PP, D, G³</td>
<td>PP, D, G³</td>
</tr>
<tr>
<td><strong>Must Appoint?</strong></td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
</tr>
</tbody>
</table>

Notes: ¹Term is co-terminous with that of the appointing governor; ²Commissioners serve at governor’s pleasure; ³Restrictions on appointments based on balance between political parties (PP), ethnic, racial and gender diversity (D), or geographic location (G). ⁴Is the governor required to make trustee appointments from lists of recommendations submitted by the commissions?

Based on this research, if the goal is to depoliticize higher education board appointments so as to be able to recruit board members who demonstrate the attributes described by the AGB’s four principles of lay governance detailed earlier, best practices for the policies and procedures of a nominating commission or council should include:

- Appointments to the commission or council not made solely by the governor
- Term limits specified by statute
● Requirement that the governor, if retaining appointment power, be bound to choose from the candidates submitted by the commission or council

● Specific criteria, set forth in statute or by-laws, detailing the criteria sought by the commission or council for use in identifying, recruiting, and evaluating potential board members

The first three bullets do not apply to Virginia’s Commission. The last does, but only partially. The statute that defines the work of the Commission in the Virginia Code is vaguely worded and much less specific than that of Minnesota or Hawaii. It makes no mention of the necessity of providing candidates representing gender, ethnic, and racial diversity as do those in Minnesota, Hawaii, and Kentucky and no mention of partisan diversity as do Kentucky and Minnesota. The individual institutional by-laws in Virginia, do, in some cases, specify the number of alumni seats required or geographic and residency requirements and the commissioners are to consider those provisions when choosing candidates for the various vacancies.

Virginia public higher education institutions are governed by appointed boards of visitors and those boards assume the responsibility for the critical inputs and outputs created by the institutions. For decades, appointments to these important positions were made with little consultation with individuals knowledgeable about the issues and challenges inherent in higher education governance. With the implementation of the Commission that theoretically changed in Virginia, as the Commission is composed, by statute, of former college administrators, trustees, and others with an understanding of the
unique business of higher education. Has the Commission had the impact that was intended with its inception? That is important to discover and as long as “we the people” place our trust in lay boards, we need to ensure that they are operating in the best interests of society.

**Summary**

Taxpayers contribute billions of dollars to support America’s public higher education institutions. Virginia’s public institutions have a large economic footprint in the state, with close to 10 billion dollars spent on payroll, goods and services, and capital. Students at the 39 public institutions (15 four-year institutions, one junior college, and 23 community colleges) also spend another estimated two and a half billion dollars in the economy. Virginia’s public higher education institutions play an important role in preparing the state’s workforce and in developing its future leaders. Members of the institutions themselves play important leadership roles in their local communities by serving on committees, commissions, and task forces. The presence of these institutions is responsible for recruiting cutting edge businesses and industries to the Commonwealth, especially at the institutions’ eight research parks. Research activities generate hundreds of millions of dollars and thousands of jobs. These institutions have an impact on human capital and are important to ensuring a better quality of life for the citizens of the Commonwealth.
Chapter 2: Literature Review

Brief History of American Higher Education Governance

It is important to understand the history of higher education governance in order to understand its context today. Higher education governance in America evolved primarily from European models, some of which had been in place since medieval times. As described in Brubaker and Rudy (1997), the University of Leyden (Holland) model, with curatores appointed by the government, and the English model, wherein the “head” had wide-ranging powers, were the progenitors of a hybrid model that was used in early American colleges with a board of trustees and president sharing governance responsibilities.

In an excellent source of information on the history of non-profit boards, published by BoardSource (2003), Hall explains the metamorphosis that occurred in board leadership from the colonial era until today. From the Massachusetts Bay Company, which Hall calls the “first American board” in which the corporation appointed 13 men “chosen for their honesty, wisdom, and expertise” (p. 3) to the Dartmouth College vs. Woodward Supreme Court ruling in 1819 which established that a board was a corporation, to the creation of groups such as the Association of Governing Boards and the National Center for Nonprofit Boards in the mid-20th century, there
continues to be vigorous debate about board structure, composition, accountability, and responsibility.

According to Hall, by the beginning of the 20th century businessmen dominated the boards at many institutions (as they do now), which was not viewed as a positive by all, including Thorstein Veblen, a socialist economist. Veblen “believed that corrupt and exploitive capitalists grew wealthy on the ideas and energy of the genuinely talented and learned. He believed that the market ethos eroded universities’ commitment to intellectual excellence and shifted the primary goals of higher education from the pursuit and diffusion of knowledge to the acquisition of wealth” (pg. 19). Veblen deeply believed that expertise—not money or authority—was the legitimate source of power. That sentiment is echoed by those calling for reform of the appointment process—that appointments should be based on merit, not political campaign donations.

An excellent history of the transformation of American higher education is contained in Cohen’s *The Shaping of American Higher Education* (1998) which provides an in-depth look at its evolution based around eight categories—societal context, institutions, students, faculty, curriculum, governance (emphasis added), finance, and outcomes. The book is divided into five time periods: Establishing the Collegiate Form in the Colonies (1636-1789); The Diffusion of Small Colleges in the Emergent Nation (1790-1869); University Transformation as the Nation Industrializes (1870-1944); Mass Education in the Era of American Hegemony (1945-1975); and Maintaining the Diverse System in the Contemporary Era (1976-1998). His conclusion explores trends and issues
for the future (pp. vii-viii). Throughout the book, he connects what is happening in the
country to its effects on aspects of higher education.

The colonial era “foreshadowed issues of governance in higher education
throughout its history” including tensions regarding public and private control, the
influence of politics on board appointments, and the power of boards (p. 39). He defines
the basic governance of that era as consisting of a “combination of lay boards of trustees,
strong presidents, a weak professorate, and the absence of a central ministry of
education” (p. 40). He describes the early beginnings of that dualism of control that is
still present wherein “the lay board of trustees shared power with an internal group of
college fellows consisting of the president and members of the faculty” (p. 43).

During the early national era, higher education expanded rapidly due partially to
the rapid growth of the new country (opening up of western territories and the purchase
of the Louisiana Territory), improved transportation (especially railroads and canals) and
the establishment of state colleges and universities, most significantly through the Morrill
Act, which established land grant universities. In 1790, there were 11 institutions
enrolling slightly more than 1000 students. By the end of this era (dated at 1869), there
were 240 institutions enrolling over 60,000 students (p. 51). It was the hope of many that
education would be a way in which they could “be more prosperous than their
parents…and move out of the class or social status into which they were born” (p. 55).

The effects on governance during this era included a secularization of boards
(even including boards of religiously affiliated institutions) as “mercantile and
professional people made inroads on the boards of trustees as the percentage of

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clergymen diminished. Alumni and donors also began to influence board membership” (p. 86). Another shift involved the perceived allegiance of the president. In the colonial era, most presidents were from the ranks of the faculty and were seen as such. With the expanded role of the president into areas such as fundraising and community relations, presidents “increasingly came to be seen as the representatives of the trustees, less as members of the faculty” (p. 85).

During the industrial era, the nation grew exponentially, as did its potential student base. At the beginning of this era (1870), there were 250 institutions enrolling 63,000 students. At the end (1944), there were over 1,700 institutions enrolling over 1.5 million students (p. 98). There was a huge growth of wealth and capital, largely as a result of the expansion of industry. Cohen also suggests that the “tension between private capitalism and public welfare was accentuated during the era” and that would have a profound effect on higher education (p. 102).

As with the prior era, during this era the trend toward secularism in governance continued. Fewer and fewer clergy were involved and the idea that college was a “business” began to grow. As Cohen explains, “governance structures shifted notably in the direction of administrative hierarchies and bureaucratic management systems” (p. 151). A tripartite separation of powers continued to evolve as “the faculty gained power in terms of hiring, curriculum, and degree requirements; the trustees became corporate directors responsible for institutional maintenance; and the administrators became business managers” (p. 151). The composition of boards also shifted as people “were selected for any of several reasons, including having built successful businesses on their
own, having social or political connections or access to wealthy donors, or being popular community figures” (p. 151), reasons which still resonate today. There is some credence to having board members with clout and status, as they may be better able to attract resources and support to the institution.

The next era, which Cohen terms “Mass Higher Education in the Era of American Hegemony,” was “higher education’s golden era” (p. 175). The Servicemen’s Readjustment Act of 1944 (the GI Bill) provided education benefits for thousands of veterans, causing enrollments to double over pre-war totals. The country was victorious in war, but the Cold War dictated an increase in research, with much of the funding going to universities. Desegregation was slowly occurring, with the extension of Brown vs. the Board of Education (1954) into the realm of higher education with Florida ex rel. Hawkins vs. Board of Control in 1956 and with the passage of the Civil Rights Act of 1964.

This era experienced a growth of federal government commissions and councils to study aspects of education, such as the President’s Commission on Higher Education of 1947. The influence of the federal government over education is evidenced by the bureaucracies that were created to implement new federal policies such as the GI Bill, the Civil Rights Act of 1964, and Title IX of the Education Amendments of 1972 (which addressed biases based on gender). Federal appropriations were flowing into “research, facilities, professional study, financial aid for students at all levels, libraries, and the improvement of instruction. By accepting these funds, higher education became
responsible for following state and federal mandates—characteristics of governance that were to become more pronounced as the years went by” (p. 239).

The effects of these changes on governance were huge, especially with the advent of the Carnegie Commission on Higher Education. The concept of “education as a public good” continued to resonate (p. 236) and states were encouraged to make higher education available to as many citizens as possible. The Carnegie Commission strongly advocated for statewide coordinating agencies to take the lead, with less control by individual institutional boards. It was felt that this would be the best way to ensure that resources were effectively used to serve the largest number of citizens in each state (p. 238). The Higher Education Act of 1965 mandated that all states “establish a coordinating agency for higher education…and it forced coordination of all sectors…so that more decisions reaching deeper into institutional affairs were negotiated in state capitals…” (p. 241).

However, because the ethos of individual campus autonomy was so ingrained, Cohen points out that boards “found the rhetoric [of statewide coordination] easier than the reality” (p. 243). Individual campuses especially retained autonomy over admissions policies, graduation requirements, and the curriculum. This era also saw more public influence over governance. As more public money was funneled into higher education, the public became more alert to higher education issues and “one effect was to open the governing boards to people whose major concerns might be more as watchdogs than as institutional spokespeople or fundraisers” and “the traditional idea of a governing board
as an independent agency serving as a buffer between the campus on the one hand and
the public and the legislature on the other was compromised” (p. 244).

The final era described in detail in Cohen’s book is the contemporary era (1976-
1998). A definitive characteristic of this era is the increased levels of participation in
higher education among all levels of society, especially because “college-going became
ever more a necessity for entry into lucrative occupations” (p. 296). “Equal opportunity”
became a mantra and was supported by more federal legislation, including affirmative
action programs, the Americans with Disabilities Act of 1990, the Age Discrimination
Act of 1975, among others.

The effects on governance continued the pattern that had started in the previous
era—with increasing calls for accountability, compliance, data, and documentation “the
self-governing campus was a fading memory, as the big business of higher education
became ever more subject to extramural management” (p. 373). Centralization continued
to increase, with an emphasis on improving accountability and reducing costs.
Accrediting agencies were another “force affecting the conduct of institutions” (p. 379).
Because accreditation by a federally recognized accrediting agency was necessary for an
institution to be able to receive any federal funds (most importantly, student loan money),
regional accrediting bodies gained immense power during this era, effectively
“compromising institutional authority” (p. 380).

In his look ahead to the “future” (remembering that the book was published in
1998), Cohen presciently explains the challenges with which institutions and their boards
will have to deal, including distance and virtual education, competition from proprietary
institutions, rapidly changing technologies, focus on assessing outcomes, and cutbacks in federal and state funding (pp. 450-454). In the interviews conducted for this research the question, “What is the biggest problem facing higher education governance today?” was asked and multiple responses mentioned several of these, including distance learning, competition, and funding.

Throughout this metamorphosis, boards have struggled, and continue to struggle, with issues regarding independence, cronyism, political patronage, the definition of the “public good,” balancing responsibilities to stakeholders, alumni interference, unqualified trustees, and conflicts of interest. The debate is still ongoing today, with major themes in the public discourse such as the rising cost of higher education, the debt-load of graduates, and the efficacy of a liberal arts degree in the 21st century world. These are the issues at the forefront of the discussion regarding how the public can be assured that institutions are being well governed by highly qualified lay people—and the discussion as to how those lay trustees should be chosen.

**Academic Governance**

The governance of higher education institutions is unlike other types of governance and an comprehension of those differences is critical to understanding how colleges and universities operate. Although published in 1988, Birnbaum’s *How Colleges Work: The Cybernetics of Academic Organization and Leadership* continues to be an important source regarding leadership in academia. Written primarily for those in leadership roles, Birnbaum describes four models of how colleges typically function—collegial, bureaucratic, political, and anarchic. He then proposes a new model which
integrates the best features from each of the original four. Another important aspect of the text is a cogent overview of how educational governance is very different from that of other enterprises. Businesses rarely have to factor in aspects such as academic freedom, tenure, alumni wishes, or “highly professionalized key employees [faculty]” (p. 28). He also ably describes the messiness of shared governance and the tensions between trustees and faculty and between administrators and faculty.

In the first chapter, he describes problems inherent in the organization of academic institutions, including a “dualism of controls” which is comprised of the conventional administrative hierarchy and the parallel structure through which faculty make decisions. Another aspect to this dualism is the difference between “administrative authority” and “professional authority” (pp. 9-10). He discusses the inherent ambiguity regarding mission at higher education institutions. The mission of most businesses is to make a profit. There is no comparable goal to “profit” in educational institutions. He cites a “lack of clarity and agreement on institutional goals and mission” (p. 11) in educational institutions. Yes, they all have mission statements--often posted prominently in their literature--but each type of constituent might define that single mission statement differently. Other problems he exposes include the many constraints to leadership that exist for academic institutions, among them federal and state controls, accrediting agencies, state-wide systems, coordinating boards, legal challenges, faculty unions, and decentralization (pp. 14-15).

There are several relevant chapters in Tierney’s (Ed.) Competing Conceptions of Academic Governance (2004) that help explain the nuances of academic governance.
Tierney begins the book with an introduction (“A Perfect Storm: Turbulence in Higher Education”) in which he employs a useful metaphor comparing higher education governance in the early 21st century to “the perfect storm” at sea (p. xv) wherein a number of challenges occur at the same moment. He continues the metaphor by explaining that the book will explore the “conditions that gave rise to the perfect storm and then consider how governance structures might respond. Our vessels [governance structures] matter” (p. xvi), as do those running the ship (the administration, trustees, and staff). He describes the goal of the book as “to enable those involved in traditional colleges and universities not merely to weather the coming storm but to ensure we reach our destination in a timely manner and in good shape” (p. xxx). The book’s various authors fulfill the expectations of the title, with several authors coming to virtually opposite conclusions—good evidence as to the complexity of the issue of higher education governance.

The chapter “Going Global: Governance Implications of Cross-Border Traffic in Higher Education” by Marginson (2004) focuses on problems for traditional governance models caused by globalization and that premise is expanded in Collis’ (2004) chapter, “The Paradox of Scope: A Challenge to the Governance of Higher Education.” Collis, a senior lecturer at the Harvard Business School, explains that the paradox is that the traditional core of what has defined higher education (full time faculty, liberal arts courses, student services, libraries) is shrinking, while peripheral areas are expanding (outsourcing, vocational education, globalization, discrete research centers, and the like)
Old governance structures, he maintains, have become too conservative to respond to these changes (p. 36).

He cites five reasons why higher education governance is “problematic and less effective” than that of private companies (p. 36), including that higher education institutions lack the “unidimensional” goal of making money for the corporation—they instead pursue multiple goals which requires compromise and trade-offs (p. 37). Another problem for higher education is that it is difficult to evaluate and measure outputs—there is the “absence of uniform quality metrics.” If, he writes, it is “difficult to measure outputs” how can one answer, “How well is my institution doing?” (p. 37). He also discusses the difficulties of “goal divergence” (p. 38) with the various competing constituencies that are present—students, faculty, staff, administration, alumni, the surrounding community, and public funding agencies—each with their own agenda and vested interests. He discusses, at length, the problems inherent with a tenured faculty. He writes that faculty are “not employees in the traditional sense” and that it is difficult to implement a governing body’s directives because of the “lack of instruments with which to influence and persuade a key constituency [faculty] to adhere to institutional initiatives” (p. 39).

He provides an overview of the most challenging changes facing higher education in the 21st century, among them changing demographics (with an increase in demand from non-traditional students), technology, distance learning, the competition from corporate training programs and for-profit institutions, and globalization (pp. 40 – 41). He describes “the idyllic picture of a university thirty years ago”—with eighteen-year-old
freshmen, a residential campus, a liberal arts curriculum, full-time tenure-track faculty in
the classrooms, funded primarily by tuition—a “harmonious, self-contained world” (pp. 45 – 46). But now, times are different and governance has to adjust. Percentages of full
time students are decreasing and part time students are increasing. In 1970, 60.3% of all
students were full time students under 24 years old. In 1999, only 48.8% were (p. 47).

He defines the paradox of scope as “less control over more things” (p. 58) and
maintains that this paradox stretches an already stressed governance structure. He ends
the chapter with recommendations for improvement, some of which are fairly radical. He
contends that governance would be improved by limiting the involvement of faculty and
students in the broader, more strategic decision making—that they should have access to
those who are making decisions but not be part of the “power” (p. 64). He feels that
boards will be strengthened if they follow the corporate model of remaining smaller and
including “relevant outsiders” (p. 64). He calls for an end to the “heroic presidency” and
the “era of the executive as celebrity” (p. 65). A well-led management team will be more
effective in dealing with the differing challenges facing today’s institutions. He also calls
for an end to the “multi-versity” and challenges institutions to find a niche. Once that is
accomplished, governance can be tailored to the more specialized mission (p. 66).

In the conclusion to his chapter, Collis describes the issues facing governance as a
“Catch-22” situation in that “the current governance structure prevents us from choosing
the clear strategy that would enable us to improve the governance structure that would in
turn make choosing the strategy easy” (p. 69).
Several other chapters in the book address the question of whether current governance structures are adequate to deal with the issues of the modern university. In keeping with the nautical metaphor, Duderstadt’s chapter is titled “Governing in the Twenty-first Century: A View from the Bridge.” Duderstadt, former president of the University of Michigan, writes that,

Despite dramatic changes in the nature of scholarship, pedagogy, and service to society, U.S. universities today are organized, managed, and governed in a manner little different from the far simpler colleges of a century ago. We continue to embrace, indeed, enshrine, the concept of shared governance involving public oversight and trusteeship by governing boards of lay citizens, elected faculty governance, and experienced but generally short-term and usually amateur administrative leadership (pp. 137-138).

He questions whether these three key participants have the “expertise, discipline, authority and accountability necessary to cope with the powerful social, economic, and technological forces driving change in our society and institutions” (p. 138). His answer, developed throughout the course of the chapter, is that they do not.

In the area of board governance, he recommends adopting best practices from corporate governance that could help hold boards more accountable. Trustees should be selected for their particular expertise in areas in which the board is lacking. Boards should be larger so as to “minimize the vulnerability of small boards to the behavior of maverick members” (p. 147). They should be subject to regular internal and external reviews that should be part of the institutional accreditation process. He contends that
board members should be appointed using a mixture of methods (appointment by several entities, elected, or as representatives from various constituencies), which would help insulate the board from “the dominance of any political or special interest group” and that university presidents should have the “right to evaluate and possibly veto a proposed board member if the individual is perceived as unduly political, hostile, or simply inexperienced or incompetent” (p. 148). He also proposes that since “most corporate boards find it important to have experienced business leaders, either active or retired, among their membership” that university boards should do the same and include retired presidents or senior administrators and academic scholars or distinguished faculty from other institutions to gain that same type of expertise (p. 152).

In “A Growing Quaintness: Traditional Governance in the Markedly New Realm of U.S. Higher Education,” Keller (2004) makes similar observations about how change dictates reorganizing governance, but focuses more on the need for a pluralistic approach. Governance structures and policies should reflect the different needs of different types of institutions. He advocates for a balance between academic freedom and what he terms “administrative freedom for sage, dedicated college and university leaders” (p. 170). He maintains that “the individual rights of faculty should be balanced better against the corporate rights of institutions to survive, change, serve more effectively, and grow” (p. 171). He ends with a wonderful quote from Abraham Lincoln’s 1862 annual message to Congress: “The dogmas of the quiet past are inadequate to the stormy present. The occasion is piled high with difficulty, and we must rise to the occasion. As our case is new, so we must think anew. We must disenthral all ourselves” (p. 174).
In Public No More: A New Path for Excellence for America’s Public Universities (2012), Fethke and Policano suggest the need for “transformative realignment of practices and processes” in higher education in order to adjust to the “extinction of the low-tuition—high-subsidy financing model that has been the backbone of public higher education for over a century” (p. viii). Although the primary focus of the book is on financial models, business plans, and resource allocation, the section on culture and governance is worthwhile for this study. According to the authors, “the governance structure and culture of …public universities are resilient and resistant to change. The seemingly top-down framework displayed in organizational charts is an illusion, primarily because there is considerable bottom-up faculty governance” (p. 171). They describe governance in public higher education institutions as an “hourglass, with powerful governing boards at the top, a culture of faculty governance at the bottom, and between them a relatively weak central administration” (p. 172).

They contend that this figure is even more pronounced at large research institutions which include a “federation of departments run by faculty who make key academic decisions with important financial implications” (p. 172). They expound on the restrictive and conservative nature of faculty governance maintaining that “in the worst case, critical decisions are made from the perspective of protecting the vested interests of a group of individuals who are not…visionaries and, for political reasons, are most likely to oppose new strategies” (p. 174). They contend that presidents are hampered both from above and below by decisions not under their control.
As part of their section on governance, they include an overview of what they think are the proper qualifications for trustees. Their recommendations are consistent with other authors who feel that the corporate approach to governance has resonance in higher education. They write that “corporate boards, especially in light of recent SEC requirements, select members based on the skill set they bring” (p. 183) and suggest that public higher education boards do the same, noting that “it is rare that any board of regents [trustees] strategically identifies the skill set of its members; many appointments are politically motivated. The result can be a group of sincere, accomplished individuals who collectively lack both background in and experience with higher education” (p. 183).

Selecting individuals with the right skill set is the focus of several valuable reports, including Dika and Janosik’s (2002) paper produced for the Educational Policy Institute of Virginia Tech. In the report, they analyze the gubernatorial appointment processes used for choosing public trustees in all 50 states. They interviewed governors and state higher education executive officers (SHEEO) to ascertain their perceptions regarding who had the most influence in the appointment process, what are the most important personal attributes of trustees, and what factors contribute to board effectiveness (p. 9). Their findings indicate that governors and SHEEOs both ranked immediate staff members, members of the state legislature, and other trustees as the most important key players in the appointment process (p. 11). As far as personal attributes for choosing trustees, both entities rated personal leadership qualities, educational background, and business success as the most important attributes to trustee success (p. 12). In the area of “factors contributing to board effectiveness” both ranked “quality of
trustees” highest, followed by “quality of training given by institution.” Governors ranked “quality of state-level orientation programs” the next highest, but SHEEOs ranked “quality of guidance given by the governor’s office” next highest (p. 13).

Based on their research, the authors make several recommendations in regard to trustee selection including: “instituting a joint legislative advisory board to assist with the appointment process;” adding specific criteria to state codes regarding trustee selection; and requiring that state-level new trustee orientation programs be mandatory (pp. 14-15).

Minor’s *The Relationship Between Selection Processes of Public Trustees and State Higher Education Performance* (2008) takes an in-depth look at several states’ processes for appointing board members. The primary question his research seeks to answer is, “Do states with high performing higher education systems select or appoint trustees differently than states with low-performing higher education systems?” (p. 831). To answer the question, Minor first analyzed the appointment processes and governance structures for all 50 states, paying particular attention to what methods are in place to “ensure new board members are capable of performing their duties” (p. 833). He found that most states have rudimentary specifications for who can serve on boards—qualifications such as age, employment, or residency requirements. Few had more rigorous selection criteria that would “guide appointments [to] reflect known positive attributes of effective trusteeship” (p. 834).

Next, using information from the *Measuring Up 2004*, a national and state “report card” on higher education performance published by the National Center for Public Policy and Higher Education, he identified the top five and bottom five states in terms of
performance (based on participation of residents, affordability, completion rates, and “benefits” which refer to the civic and economic “recompense a state receives as a result of having a highly educated citizenry”). The top-ranked states were Minnesota, Massachusetts, New Jersey, Utah, and Colorado and the bottom-ranked states were Arkansas, West Virginia, Louisiana, New Mexico, and Nevada (p. 836).

Once the ten states were identified he conducted an analysis of their selection criteria and appointment processes to see if any “patterns, themes, or appointment models” existed (p. 837). The states were compared across three dimensions: restrictions, qualifications, and “evidence of scrutiny” (p. 837). The most common restrictions are districting requirements that ensure widespread geographic representation or limits on the number of members from various constituencies. Qualifications “were determined on the evidence of written or expressed preferences for skills, professional background, experience, or personal attributes” as well as “stated requisite skills, backgrounds, or attributes required to serve” (p. 838). “Evidence of scrutiny” was determined by the presence of any extra measures that were taken other than legislative confirmation (which Minor describes as “characterized as rubber-stamping or highly political), such as screening committees or advisory commissions (p. 838).

His findings support the importance of diligence and process when choosing board members. He found that the top-performing states “rely more heavily on the use of qualifications and scrutiny” and that “in each of the five bottom-performing states, virtually no evidence of qualifications or methods to scrutinize the appropriateness of candidates was found” (p. 841).
Effective Governance and Best Practices

During the second half of the twentieth century much scholarly attention was given to best practices for board governance. Some of the major threads of discourse found in a wide variety of resources on how to improve higher education governance include: the importance of proper board orientation; the need for on-going and valid professional development activities; and the necessity for board self-evaluation and reflection. Chief among those sources are several books co-authored by Richard Chait, professor at the Harvard Graduate School of Business and prolific speaker and writer on governance. Among the most cited are The Effective Board of Trustees (Chait & Taylor, 1991) and Improving the Performance of Governing Boards (Chait, Holland, & Taylor, 1996) which remain the standard references for the literature although they are older works. In both, the emphasis is on processes (such as orientation and self-assessment) that would assist in improving board performance.

In Improving the Performance of Governing Boards, the authors cite four major obstacles to effective board governance, with the first being the difficulty of balancing a need for objectivity while also fulfilling the role as an advocate for the institution. They explain that, as one’s commitment to the institution increases, objectivity may decrease. This dilemma also exists in a trustee’s relationship with the president—having the responsibility for overseeing and evaluating him or her while also “nurturing” that person (p. 3).

The second and third obstacles are interrelated. The second is that many trustees have no real background in higher education and its complexities. Juxtaposed with this is
that many trustees are experts in their fields, with the largest number of trustees coming from a business background and with many of them having held positions at the highest levels (CEOs, presidents, partners). The authors employ two good metaphors to describe this obstacle—that they are “all stars and no constellations” and that some boards “resemble a huddle of quarterbacks” (p. 5). The dilemma is that there are a group of influential people, used to being in charge, but with little understanding of how higher education institutions function. The fourth obstacle they explain is that “the stakes are low” (p. 6), meaning that, because of the collectivity of board actions, individual board members can stay “anonymous” and there may be less incentive to be accountable (p. 6).

In The Effective Board of Trustees (1991), Chait and Taylor describe six “dimensions of competencies” that define effective boards. They include the following:

- The contextual dimension, defined as an understanding of the cultures and norms of the organization
- The education dimension, involving education and professional development for trustees as well as self-evaluation and reflection
- The interpersonal dimension, wherein the concept of “group” and collectivity “fosters a sense of cohesiveness”
- The analytical dimension, involving the ability to “draw upon multiple perspectives to dissect complex problems and to synthesize appropriate responses”
- The political dimension, involving the importance of maintaining “healthy relationships among constituencies”

- The strategic dimension, wherein the board exercises its responsibilities in strategic planning and assists the institution in evolving (pp. 2-3).

However, in a newer work, Governance as Leadership: Reframing the Work of Nonprofit Boards (Chait, Ryan, & Taylor, 2005), Chait and his coauthors conclude that the “traditional board improvement approaches, including their own, fall short because they misdiagnose the problems.” They “maintain that many board members are ineffectual not because they are confused about their role but because they are dissatisfied with their role.” In this newer work, the focus shifts away from performance and toward purpose. The authors describe three “modes of governance” that constitute what they have termed “governance as leadership”—fiduciary, strategic, and generative (Bader, 2005, p. 2). They contend that all three modes are important for effective boards.

The fiduciary and strategic modes encompass ways of thinking that are typical to the literature of governance. The fiduciary mode is when the board acts upon its legal responsibilities of oversight and stewardship. The strategic mode is when the board makes major decisions in conjunction with the administration to set priorities and goals for the future and creates plans to realize them. The generative mode is when boards, according to the authors, “frame problems and make sense of ambiguous situations—which in turn shapes the organization’s strategies, plans, and decisions” (BoardSource, 2004). The authors conclude that boards are most effective when they utilize all three
modes. In an interview with Bader (2005) about the book, Chait explains that “generative work conveys the gift of helping executives see things better, improving their perception and perspective so they are in a better position to invent new goals, to discard old goals, to better see problems and to discard problems that are not really that important in the long run” (p. 2). The authors also maintain that this generative approach will eventually lead to trustees who are more fulfilled in their work. Boards that employ the generative mode will be organized less rigidly, with the need for more free-flowing discussions, as opposed to a consent-agenda approach to board business.

In regard to board orientation practices, Schwartz’s datafile (2009) compiled for the AGB shows that Chait, et al.’s advice on orientation has been followed, at least somewhat, by 94% of all public institutions responding to the survey. The most common length of orientation, however, is less than half a day, with only 20% reporting day-long or longer sessions. The majority (70%+) of orientations included time spent on trustee responsibilities, institutional history and mission, strategic priorities and challenges, board governance policies, responsibilities of key administrators, institutional finances and budget, standing committees, and academic program. Very few (30% or less) reported spending time on student rights, whistleblower policies, personnel laws, state and federal compliance issues, or the institution’s relationship to the state.

Other best practices suggested by Chait and others have not fared as well. For example, the 2009 AGB Survey of Higher Education Governance showed that only 54% of boards have an audit committee; 30% do not conduct a periodic self-assessment; and
32% lack policy statements on board member responsibilities. These attributes are considered to be essential for effective governance.

Michael, Schwartz, and Cravcenco (2000) produced a report using data from several public and private institutions in Ohio in which they studied what trustees themselves considered to be the appropriate measures of effectiveness. The study dealt with four broad areas: trustees’ knowledge of higher education; trustees’ “contribution to the welfare of his or her institution;” trustees’ relationships with constituents; and how well they performed their basic management functions. The results of this particular study indicated that the trustees surveyed felt that three areas of knowledge were critical to trustee effectiveness and success. These are: knowledge of the higher education culture; knowledge of the politics within their institution; and knowledge of “the uniqueness of higher education institutions and their difference from other sectors.” The survey also reported that trustees indicated that the level of resources they could attract to the institution and positive relationships with other trustees and with the president of the institution were important indicators of effectiveness (p. 111). Related to their management functions as trustees, the group regarded support for the president and long-range planning as measures of effectiveness (p. 112). These findings are consistent with the responses of several individuals interviewed for this study.

Freedman (2004) in his article “Presidents and Trustees,” in Ehrenburg’s (Ed.) Governing Academia, agrees specifically with the last point—that the board relationship with the president is the best measure of board success. He believes that the major responsibility for boards is the hiring, development, and evaluation of the president. He
further details components of an effective board from his point of view (written as the past president of the University of Iowa, a public institution and of Dartmouth College, a private institution). Board size is important and should be no more than 25, but if too small may not allow for “sufficient representation of important substantive areas that ought to be represented in the making of informed decisions” (p. 12). He contends that “alumni can be indifferent to an institution’s shortcomings and unduly resistant to proposals that threaten to alter its familiar character” (p. 12). He has a very strong opinion on whether faculty and student representatives should be on boards, writing, “it is a mistake to provide faculty or student members on the board. Both face expectations that they act in a representative, rather than a fiduciary, capacity. Responsibility to a constituency is inconsistent with sound management” (p. 14).

In an article in the AGB publication, Trusteeship (2004), then Penn State president Graham Spanier and his then board chair Cynthia Baldwin, contend that the “structure of public boards does matter” (p. 1) and the authors advocate for bigger boards (they think that between 18 and 24 members is ideal) composed of a “diversity of constituencies” (some elected, some appointed, some in-state, some out-of-state), and a “diversity of academic backgrounds, occupational histories, political interests, and demographics” (p. 3). They also advocate for defined terms of service, emeritus status (to keep older board members connected) and mandatory orientations (p. 4).

Kezar’s (2006) very useful national report on effective governing boards was based on an empirical study she conducted in order to determine the elements of “high-performing” boards. Using the “elite interview” technique, she and her team of
researchers were able to gain valuable insights regarding public board governance, which as she points out in the article, had not been the focus of many empirical studies. She compared the information generated by the surveys and interviews with best practices already established for private and for-profit boards and isolated those aspects of governance that appear to be the most significant to public higher education governance. The six primary characteristics of effective boards listed in the order of importance established by her study are leadership, board culture, board education, external relations, relationships, and effective structure (p. 984).

Leadership and the ability to create and implement an agenda were the most often cited themes that evolved from the interviews conducted as part of her study. Under the leadership banner fall the ability of the board to create a common vision and purpose; the creation of a multi-year agenda “that has been formed through a thoughtful, inclusive process” (p. 985); the ability to ask the tough questions; and high quality leadership provided by the board chair (p. 984).

Culture is described as “the norms and values that guide board work” and effective boards have created a “professional culture where civil interactions are the norm” (p. 987). She makes the point that creating a positive board culture on public boards is more difficult than with private boards because of a typically higher rate of turnover for public board members and the fact that public boards are not self-perpetuating (p. 987). High performing boards include a board chair and president who “can and should nurture/model the desired qualities” for board members and who can “build a culture of professionalism” (p. 988).
Education was the next most important attribute of high performing boards described by Kezar’s research. As much of the other board research has shown, a well-developed board orientation is important to a successful board. Again, because of more rapid board turnover and because many trustees who serve on public boards have primarily private board experience, education of trustees was perceived as a key ingredient to a successful board. Five areas were deemed “critical” to education: board orientation, on-going education, educational opportunities outside board meetings, board staff data and information, and educational opportunities evolving from the evaluation process (p. 989).

The fourth area of importance identified by Kezar’s research is “external relations: joint planning and improved communication” (p. 991). Those interviewed spoke to several aspects of external relations that influence board effectiveness, including: coordinating both the governor’s and the legislature’s strategic plans with the board’s agenda; participating in joint goal setting with the various layers of governance; developing a “sophisticated communications system;” developing board member relationships with the governor; and being able to “stay on agenda” during times of state government transition (p. 991).

“Developing and maintaining certain key relationships” is the next area necessary for effective board governance, with emphasis on four types of relationships—between the president or CEO and the board chair, between the president or CEO and the entire board, between the board and the constituents of the institution, and between board members themselves (pp. 993-994). These relationships can be fostered in a number of
ways, including through board retreats, board member attendance at campus events and ceremonies, and a variety of communication methods (p. 993). Social events help foster a sense of camaraderie among board members and board member attendance at college activities can serve several purposes, including that board members “become much more sensitive to what Chait and Taylor (1991) labeled ‘contextual understanding’ for the campus, in turn improving decision-making” (p. 994). As well, constituents who see board members attending events and entering into the life of the campus are more trusting of board decisions. Effective, transparent, and regular communications between the president and the board help foster a sense of trust that is an important component of an effective board.

The final area on which Kezar’s research focuses is that of board structure and she states that “high performing boards control their structures; ineffective boards are controlled by them” (p. 995). She describes five elements of board structure that lead to more effective performance, beginning with “clearly defining the board’s role” (p. 995). One interviewee summed it up well, noting that “most board members do not realize that they serve the people/state and the institution. They get caught up serving just one or the other of those roles and different board members often have competing notions of which role to play, which exacerbates the problem even more” (p. 995). Clearly defining the board’s role can be accomplished through board orientation and through effective board chair leadership.

Another key component of utilizing board structure effectively is through the development of ad hoc committees. These committees usually are formed to address
special issues and often focus on important strategic initiatives as opposed to standing committees which usually deal with more routine matters (p. 995). Participating on ad hoc committees allows board members to delve deeply into important strategic agenda items.

The necessity of having a plan for board chair rotation was also identified as important. The role of board chair, as discussed earlier, is a critical component to overall board success. While there is no “ideal scheme of rotation,” yearly turnover is problematic in that one year is not much time to become oriented to the position and make progress on an agenda. Kezar suggests two-to-three year board chair appointments as optimal (p. 996). The establishment of a board evaluation committee was also viewed as important. It is more difficult to improve board performance if it is not regularly evaluated. A number of the interviewees advocated for outside consultants to work with the board as part of the evaluation process, noting that they provided an “objective assessment” of the board’s work (p. 996).

The final aspect of board structure discussed in the article was the need to “lead as a collective and not allow the executive committee to gain too much power” (p. 996). There is a natural tendency for the executive committee to end up running the board as they meet more often and usually have more communication with the president and each other. Kezar points out that this is of particular concern for public boards as it could lead to control by a partisan group or interest group. The issue of a too-powerful executive committee has been an aspect of a number of highly visible governance issues over the past decade, including the example of UVA in the summer of 2012.
Kezar’s research study includes several appendices that are useful to the study of higher education governance, including *Appendix 2: Unique performance features of public higher education boards* and *Appendix 4: Comparison of models of the effectiveness for governing board performance* (p. 1003 and p. 1005). In Appendix 4 she compares the findings from her study with those of Chait et al. (primary focus on private higher education boards), Carver and Conger, Lawler and Finegold (corporate boards), and Robinson (non-profit boards).

What exactly the role of the trustee *is* has been under some debate, with some arguing for a more activist role and others for a more managerial role. Michael and Schwartz (1999) surveyed trustees in Ohio higher education institutions to discover what the trustees perceived their role to be. The researchers used a Likert-type scale for the participants to rate possible roles and their importance. For public universities in Ohio, the top three responses were “concern for long-range planning” (4.78 out of 5), “support of the president” (4.72) and “making institutional policy” (4.46). The lowest three responses were “providing direct institutional management” (1.71), “providing academic leadership” (2.47), and “making personnel decisions” (2.58) (p. 172). Part of the study was devoted to disaggregating differences in those role perceptions between public, private, two year, and four year institutions as well as differences based on gender, educational background, and years of experience. The overall findings discovered some minor differences, but the authors found the similarities to be more pronounced.

They make several recommendations based on their research, the most applicable to this study being to plan orientation programs that address trustees’ perception of their
roles and recruiting trustees who “seek to understand the nature of academia… [and] attempt to confront the seemingly complex and conflicting constraints of the environment” (p. 182).

Another problem often identified with board governance is mediocrity. This issue is not new. In an article written in 1997 for The National Center for Public Policy and Higher Education, Krutsch, a former member of the Wisconsin System Board of Regents, writes that the two greatest barriers to effective governance are “perfunctory policy-making” and “a rubber-stamp mentality” (p. 1). She goes on to challenge board members to be more strategic in their approach to governance and less reliant on “preserving the status quo” (p. 1). She finds that trustees (and she includes herself in the critique) don’t “fully appreciate our statutory responsibilities, are insufficiently knowledgeable about our campuses and higher education issues, and spend our time on peripheral items that fail to address issues central to academic quality, fiscal effectiveness, and the public interest” (p. 2). She cites a (then) recent conference for public trustees in Virginia where, after reviewing the state statutes regarding higher education governance, several attendees admitted they did not fully realize the scope of their obligations. This hearkens back to Chait’s (and others) assertion for the need for thorough and purposeful orientation for trustees.

Another area of emphasis for board and trustee effectiveness is the necessity for boards to understand higher education governance. In his 1999 dissertation, Education Programs for Public College and University Board Members, Boggs emphasized the need to educate public board members on the nuances of higher education governance.
He studied four states that, at that time, had state-mandated trustee education programs—Arkansas, Kentucky, Oklahoma, and Texas. He identified several areas of weakness for trustees in understanding their role. He highlighted the vast differences between service on public and private boards, pointing out that many of those who are appointed to public boards have private or for-profit board experience only and that “trustees were named in order to give colleges the benefit and prestige of individuals’ knowledge and reputations in greater society. The result is that governing board members are…novices in matters of academic culture and freedom, shared governance, and educational goals [but have] brought business expertise and fiscal concerns” to the forefront (p. 3). Boggs also highlighted the need for a better selection process for trustees, a more thorough education for presidents on board relationships, more innovative ways of thinking, and for three-tiered (institutional, state, and regional) board education programs.

With the heightened awareness of conflicts of interest, board indiscretions, and shady accounting practices that led to the passage of the 2002 Sarbanes-Oxley Act (Act), governance issues are in the forefront of many peoples’ minds. While the Act does not apply directly to non-profit higher education institutions, those institutions are not immune from the scrutiny it promulgates. The National Association of College and University Business Officers (NACUBO) published an Advisory Report in 2003 that made recommendations for higher education to deal with the issues raised by the Act, including the need for independent auditors, whistleblower policies, and board audit committees that are separate from finance committees.
In an insightful article in the *Journal of College and University Law*, Oxholm (2003), a public policy expert, lawyer, and general counsel to Drexel University, posits that it is important for colleges and universities, both public and private, to embrace “the spirit” of the Act and implement those best practices that make sense for academia (pp. 353-354). He explains that what all institutions of higher learning should take from the Act is an attitude of integrity, transparency, and accountability in all business dealings and from all employees and trustees. In an appendix to the article, he poses several questions that institutions should ask of themselves regarding this attitude.

Listed below are those that deal with trustees and governance (p. 374):

- Does the board know enough about numbers/financial reports to adequately assess them?
- Is the board structured in a way to ensure independence (nominating committee), accuracy (board treasurer, finance committee, audit committee), and accountability (compensation committee)?
- Is your relationship with your outside auditor too comfortable?
- Do you know where there are conflicts of interest?
- Do your board members know what is expected of them (level of engagement, duties owed, conflicts of interest, etc.)?

Rose’s dissertation (1993) on Virginia’s methods for board appointments in the nineteen-eighties provides a valuable study of the process *before* the implementation of the Commission and a context for comparison with the results of this research. As part of her study, she made several recommendations for the future: that institutions should have
a more formal process for recruiting nominees and for communicating those desires to the governor; that a more formal process for communication should be established between presidents of institutions and governors or secretaries of education; that governors should establish committees to assist in identifying and recruiting potential board members; that governors should place more emphasis on recruiting appointees with ability rather than political connections; and that governors should communicate more thoroughly and in a more timely manner with potential appointees regarding the duties and expectations of the position.

Collins (2001) writes in *Good to Great* that, “in fact, leaders of companies that go from good to great start not with ‘where’ but with ‘who.’ They start by getting the right people on the bus, the wrong people off the bus, and the right people in the right seats.” (p. 123). While Collins is referring to for-profit businesses, this idea percolates through the issues with which college administrations and boards deal. Collins (2005) followed up *Good to Great* with a monograph, *Good to Great and the Social Sectors: Why Business Thinking is Not the Answer* to accompany the original work. The new work focuses on applying some of the *Good to Great* concepts to social sector enterprises such as higher education, and in it he explores five issues that delineate non-profits from for-profits. The first is how to define “great” when outputs are difficult to quantify. He writes that “it doesn’t really matter whether you can quantify your results. What matters is that you rigorously assemble evidence—quantitative or qualitative—to track your progress” (p. 7). The second issue involves leadership—“getting things done within a diffuse power structure” (p. 9). He maintains that the “complex governance and diffuse
power structures” common in non-profits requires two types of leadership skills—
executive and legislative (p. 10). The third issue is “getting the right people on the bus”
(p. 13). He writes that in non-profits it is often more difficult to get the wrong people off
the bus (think tenured faculty, for example) and that early assessment mechanisms can
assist with that issue.

Issue four involves a critical aspect of his earlier work as it applies to for-profit businesses—what he terms the “hedgehog effect.” He tells of receiving a number of
questions from non-profit leaders puzzled as to how the effect could apply to them. In
short, the hedgehog effect is an understanding of three intersecting circles regarding the
enterprise with which one is associated—“what are you deeply passionate about…what
can you be the best in the world at and…what best drives your economic engine” (p. 17).
For social sector businesses, Collins explains, the “economic engine” is replaced by a
“resource engine” and that it is not ‘How much money do we make?’ but now ‘How can
we develop a sustainable resource engine to deliver superior performance relative to our
mission?’” (p. 18). Issue five also applies to one of the catch phrases from the earlier
book—“turning the flywheel” (p. 23). Essentially, the flywheel concept is that “success
breeds support and commitment, which breeds even greater success, which breeds more
support and commitment…” (p. 24).

While it might seem odd to include a “business” book in a literature review on
governance, much of what Collins writes about applies to the work of higher education
boards, especially with the recognition that higher education institutions are different
from for-profits and need a different approach for effective governance. Collins’ focus on
thinking generatively hearkens back to the concepts in Chait, et al.’s newer work discussed earlier in this chapter.

*Non-Profit and Higher Education Associations*

Over the past decades, America higher education has become more complex, an outcome of which is an increased emphasis on understanding governance best practices and on exploring issues associated with the governing of colleges and universities. To that end, several national associations have focused attention on addressing the challenges inherent in the governance of these institutions that are so critical to the public good.

Many resources available today on the topic of higher education governance are published by these organizations. Arguably, the most well-known organization in the United States which concentrates on higher education governance is the Association of Governing Boards of Universities and Colleges (AGB) headquartered in Washington, DC. Much of the information regarding lay or citizen governance in higher education today is generated by the AGB, for both public and independent boards. This nationally recognized association states that its mission is “to strengthen, protect, and advocate on behalf of citizen trusteeship that supports and advances higher education” (www.agb.org).

A significant aspect of the work of the AGB is conducted by the Richard T. Ingram Center for Public Trusteeship and Governance which periodically publishes *State Governance Action Reports* and *State Policy Briefs* and maintains a *Public Boards Database* and a *Governance Policy Database*. AGB also has published two seminal
reports on governance, with the latest being the *2011 AGB Survey of Higher Education Governance* (following an earlier first report published in 2007). These reports compare the policies, practices, and composition of both public and private governing boards.

Other resources AGB provides are numerous. Their bi-monthly publication, *Trusteeship*, is well-regarded and its articles are often cited by scholars. Their online *Knowledge Center* provides governance briefs, podcasts and videos, and data files. They sponsor webinars, workshops and institutes for board members, board professionals, and presidents and sponsor an annual conference. They publish an extensive number of books for all areas of governance and are considered specialists for board member orientation materials.

With over 1,250 member institutions, the AGB is considered the most influential national higher education governance organization. There are several other national groups that are concerned with higher education, each with a more limited focus than that of the AGB. The American Association of University Professors (AAUP), headquartered in Washington, DC, was founded in 1915 by Arthur Lovejoy, a philosophy professor at Johns Hopkins University and John Dewey, a philosopher and education reformer from Columbia University. Its primary focus and mission is to defend academic freedom and promote faculty involvement in governance. In its 1940 declaration on academic freedom, the AAUP states that “institutions of higher education are conducted for the common good and not to further the interest of either the individual teacher or the institution as a whole. The common good depends upon the free search for truth and its free exposition” (*Statement of Principles on Academic Freedom and Tenure*).
In 1966 the AAUP, in conjunction with the American Council on Education (ACE) and the AGB, formulated what is still the definitive document on shared governance, *Statement on Government of Colleges and Universities*. This type of shared governance is a concept unique to higher education and understanding the notion is important for those involved in higher education. A chief component of the document describes the importance of faculty involvement in institutional governance and the necessity of the governing board to defer, in most cases, to the faculty in regard to curricula, methodology, and assessment. Section 3 of the document, *The Academic Institution: The Governing Board*, describes the AAUP’s charge to governing boards, including the following:

- The governing board has a special obligation to ensure that the history of the college or university shall serve as a prelude to and inspiration for the future

- The governing board…is the final institutional authority

- As a whole and individually, when the governing board confronts the problem of succession, serious attention should be given to obtaining properly qualified persons

- The governing board…while maintaining a general overview, entrusts the conduct of administration to the administrative officers…and the conduct of teaching and research to the faculty. The board should undertake appropriate self-limitation (p. 3).
The AAUP Committee on College and University Governance (one of the organization’s 15 standing committees) receives complaints from faculty and staff on issues regarding shared governance, conducts investigations into allegations of improper governance, and issues sanctions against institutions for “substantial noncompliance with standards of academic governance” (http://gbradleytest.devcloud.acquia-sites.com/about/committees/standing-committees). They are the standard-bearers for faculty governance.

Another organization with a more limited focus than that of the AGB is the American Council of Trustees and Alumni (ACTA), also headquartered in Washington, DC. ACTA was founded by Lynne Cheney in 1995 as a conservative higher education think tank and it encourages a more activist approach to trusteeship. ACTA and the AAUP often disagree on higher education governance issues, most recently in regard to the regional accrediting body, the Southern Association of Colleges and Schools (SACS), placing the University of Virginia (UVA) on warning for its governance issues that were exposed during the summer of 2012. The AAUP supported the SACS decision, especially in light of the issues involving faculty governance at UVA; ACTA condemned the SACS action and commended the UVA board for an activist approach to governance. A more thorough discussion of the UVA governance issues follows later in this chapter.

ACTA periodically publishes State Report Cards on Public Higher Education in which they look at one particular state in great depth. In January 2012, they published *The Diffusion of Light and Education: Meeting the Challenges of Higher Education in Virginia* in which they explore whether Virginia higher education institutions are meeting
their goals and the role of governance therein. They assert that “Virginia higher education is not meeting these high goals, specifically when it comes to ensuring affordability, promoting academic quality, and maximizing institutions’ operational efficiency.” Who then is responsible for achieving these goals? The answer, according to the report, “is boards of visitors, trustees, and council members, working with administrators and faculty” (p. 27). The report states that

The disturbing trends highlighted in this report can only be reversed when trustees, visitors, and council members stay active in controlling costs and keeping higher education affordable, and when they critically evaluate the quality of their general education programs. Active trustees and visitors can have the most impact when they operate under an effective governance structure that facilitates critical evaluation and the exercise of sound judgment in the best interests of the institution and of the public at large (p. 29).

AGB, AAUP, and ACTA all recognize the importance of good governance, but each association has a different focus for how they think that is accomplished.

The Association for the Study of Higher Education (ASHE), headquartered in Las Vegas, NV, is “a scholarly society with about 2,000 members dedicated to higher education as a field of study” (www.ashe.ws). ASHE publishes a journal, The Review of Higher Education, and sponsors research and conferences. They publish the venerable ASHE Reader series, which are collections of scholarly articles around specific topics. The ASHE Reader Series Organization & Governance in Higher Education (2010) includes a number of articles specific to the topic of this research.
Brown’s *Appendix A* in the ASHE reader (2010) includes an exhaustive list of “the major higher education associations, journals, and periodicals” (p. 1149). Along with those already mentioned, the following are those most applicable to this research: American Association of Colleges and Universities, American Association of University Administrators, and American Council on Education (p. 1149).

BoardSource, formally the National Center for Non-Profit Boards, is a major resource for governance and the development of boards across the non-profit spectrum. They are the world’s largest publisher of materials on non-profit governance. The mission statement on their website states that “BoardSource is dedicated to advancing the public good by building exceptional non-profit boards and inspiring board service” (www.boardsource.org). BoardSource was established in 1988 by the AGB and Independent Sector (a leadership network that mainly serves charitable and philanthropic organizations) as the National Center for Non-Profit Boards. It is similar to AGB in the types of resources it has available and the research it conducts, but without the AGB focus on higher education governance. Both BoardSource and AGB emphasize the importance of maintaining lay or citizen governance for non-profit organizations.

In addition to some of the important reports from these organizations already mentioned, is the often cited volume published by the AGB, *Governing Public Colleges and Universities: A Handbook for Trustees, Chief Executives, and Other Campus Leaders* (1993). It provides an excellent overview of various aspects of higher education governance. The book is organized around three main themes and contains 21 chapters, each written by a governance expert. The themes are: “Understanding the Environment of
Particularly relevant for this research were the following chapters: “Exercising Stewardship in Times of Transition” and “Responsibilities of the Governing Board” (Ingram), “Orienting Trustees and Developing the Board” (Gale & Freeman), and “Assessing Board Performance” (Taylor).

In “Understanding the Environment of Public Higher Education” Ingram includes a cogent section on what he refers to as the “ambiguities of college and university governance” (p. 20). Higher education governance is ambiguous in that trustees are asked to “find the balance between the exercise of authority and the exercise of restraint” (p. 21). Higher education boards have to interact with the often competing constituencies of fellow board members, administrators, faculty, alumni, and students. Ingram points out that this type of governance, where the governing board exercises its authority “with and through the chief executive” is not the norm around the world, typically where either the faculty or a government ministry (or both) are the primary decision-makers (p. 22).

In “Responsibilities of the Governing Board” Ingram, drawing heavily on the work of Nason (1982), explains 12 primary board responsibilities, which he identifies as: setting mission and purposes, appointing the president, supporting the president, monitoring the president’s performance, insisting on long-range planning, reviewing educational and public service programs, ensuring adequate resources, ensuring good management, preserving institutional independence, relating campus to community, serving as a court of appeals, and assessing board performance (pp. 95-109). He concludes the chapter with a section on the responsibilities of the individual trustee,
which are different from those of the collective board. He writes that the difference between the two (individual and collective) should be seen as complementary and that they are “a critical part of a complex system of checks and balances” (p. 93).

In “Orienting Trustees and Developing the Board” Gale and Freeman discuss the need for orientation and provide guidelines for its best practices. They make the point that because higher education trusteeship is so different from that of other board service, even trustees with prior board experience need a thorough orientation. The orientation should address individual trustee responsibilities, overall board responsibilities, legal and statutory aspects of board membership, and relevant institutional data, as well as information to allow the trustee to gain a sense of the history, culture, and mission of the specific institution (pp. 307-310). They also explain that board development must be ongoing to be fully effective. They suggest periodic board workshops and retreats as well as the presence of some type of professional development exercise as a part of each board meeting. They maintain that “the responsible exercise of academic trusteeship must be learned” (p. 313). The viewpoints of a number of interviewees for this study are consistent with Gale’s and Freeman’s work.

In her chapter, “Assessing Board Performance” Taylor also encourages the use of board retreats as a time when board members can have the “watershed” experience of going away together as a group to discuss “nothing but the board’s goals, aspirations, and performance” (p. 371). The chapter provides practical guidelines for how to assess performance as well as its philosophical rationale, primarily explained by Chait, Holland, and Taylor (1991) and Houle (1989) whom she quotes as writing that “the capacity for
self criticism is the surest impetus for improving the quality of the board and the work it does” (p. 157). She goes on to write that “regular board assessment helps create a sense of collective responsibility and collective achievement and the candor that honest self-reflection entails can help bind board members together in the pursuit of common goals” (p. 363). The breadth and scope of topics covered by this AGB publication have proven valuable to those seeking to better understand academic governance.

**Online Periodicals**

With so much research now accomplished online, there are many web-accessed periodicals that provide excellent resources regarding higher education governance, chief among them *The Chronicle of Higher Education*. *The Chronicle*, which was first published in 1966, has a print edition and a website. The website includes access to a number of reports, blogs, and op-eds, as well as archival access to past editions. A 2009 *Chronicle of Higher Education* article detailed “13 Reasons Colleges Are in This Mess” and many of them have to do with trustee responsibilities. Number two on the list is “Sloughed Off as Trustees” and the author (unnoted) writes that, “the glory days of rubber-stamp governing boards have passed…but some boards are still nodding off on the job.” The author reminds the reader that “trustees are fiduciaries, responsible for ensuring that colleges have strong finances” (p. A1). Other trustee-related reasons the author cites include overbuilding, taking on risky investments, bowing to boosters, presidents with “unchecked ambitions,” and over-commitment of budgets.

Many authors have noted that the process for getting the right people on boards is often fraught with politicism and cronyism. Perry, founder of a search firm that helps
independent colleges find trustees, stated in an article on his firm in *The Chronicle of Higher Education*, that “many alumni are on boards for the wrong reasons. They are a friend of a friend, or they gain seats as a reward for giving money. I suggest that a preponderance of alumni render a board insular, circumscribed, and detached in outlook and experience” (Carlson, 2008, p. 2). While he was writing specifically about independent boards, this also applies to public boards, as borne out by the responses of several of the interviewees for this research.

*Inside Higher Ed* is another excellent online resource that also provides news, commentary, and blogs. A significant number of references used in this study were published by *The Chronicle* and *Inside Higher Ed*, thus the author’s inclusion of these materials in the literature review. *The Journal of Higher Education*, published by Ohio State University, is one of the premier scholarly journals. Founded in 1930, *The Journal* “publishes original research reporting on the academic study of higher education as a broad enterprise” and “publish[es] the highest quality empirical, theoretically grounded work addressing the main functions of higher education and the dynamic role of the university in society” (www.ohiostatepress.org). It is a valuable resource for scholars and researchers and was used several times for this research.

**Summary**

As the literature details, higher education governance is different from other forms of governance and requires the proper structure, processes, and people for it to be successful. Perhaps the data and analysis from this study and others like it will reinforce the necessity for policy makers, legislators, and an educated citizenry to ensure that the
governance of state-funded higher education institutions is implemented by those who are best equipped for the task.
Chapter 3: Methodology and Research Procedures

Research Methodology

Using a post-positivist paradigm, qualitative methods for data collection and analysis were chosen for this study. Qualitative research is appropriate as it requires the researcher to understand impressions of board governance through the perceptions of the participants via interviews. Artifact analysis was accomplished with the “researcher-as-instrument” as described by Hatch (2002) wherein he points out that “the human capacities necessary to participate in social life are the same capacities that enable qualitative researchers to make sense of the actions, intentions, and understandings of those being studied” (p. 7). Inductive analysis of the data provided the researcher with information on which to base conclusions. Approval was granted by George Mason University’s Human Subjects Review Board to conduct all research.

Research Sites

This qualitative exploratory study focused on data from the four largest Virginia public four-year institutions (based on full-time equivalent students or FTES). The largest institution in Virginia in terms of FTES is Virginia Polytechnic Institute and State University (VT) with 31,431. VT is followed by Virginia Commonwealth University (VCU) with 28,774, George Mason University (GMU) with 26,841 and The University of Virginia (UVA) with 23,967 (as reported for 2011-2012 by the Virtual Library of
Virginia or VIVA). The rationale behind choosing these four institutions is that, as the largest institutions in the Commonwealth, the decisions made by their boards of visitors could have a greater impact on the constituents of the state. The governance of these four institutions was examined using information and data from 1994 through 2010. The rationale for using that range is that it allowed the study to encompass the Allen, Gilmore, Warner, Kaine, and McDonnell administrations, providing as broad a view as possible under the constraints of the study.

**Design of the Study**

In order to answer the research questions posed, a three-pronged approach to data collection was conceived, with the use of interviews, document review, and unobtrusive measures. Participant perceptions were derived from open-ended interviews with those closely involved in the governance of the four institutions during the time frame of the study.

A key element to the study is whether changes in the appointment process brought about changes in the effectiveness of the boards of visitors, thus document reviews were conducted on board minutes and the unobtrusive measures approach was used to gather information on each board member at the four institutions who served during the time period of the study. Both data sets were used to compare and contrast board meeting and board member characteristics from before and after the Commission was instituted. Each data collection is described in further detail below.
Table 4: Research Questions

<table>
<thead>
<tr>
<th>Research Questions</th>
<th>Sample</th>
<th>Data Collection</th>
<th>Type of Analysis</th>
</tr>
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<tbody>
<tr>
<td>What perceptions exist regarding boards of visitors and their roles by those who served on boards before the Commission was created?</td>
<td>N = 8 Four pre-2002 board rectors or vice-rectors and four presidents or COSs</td>
<td>Interviews</td>
<td>Ad hoc meaning generation</td>
</tr>
<tr>
<td>What perceptions exist regarding boards of visitors and their roles by those who served on boards after the Commission was created?</td>
<td>N = 8 Four post-2002 board rectors or vice-rectors and four presidents or COSs</td>
<td>Interviews</td>
<td>Ad hoc meaning generation</td>
</tr>
<tr>
<td>Is there any tangible evidence that board meetings have changed since the advent of the Commission?</td>
<td>N = 236 16 years of full board meetings for all four institutions</td>
<td>Full Board Meeting Analysis Template</td>
<td>Identification of patterns and themes</td>
</tr>
<tr>
<td>Is there any tangible evidence that the composition of boards has changed since the advent of the Commission?</td>
<td>N = 268 Board members appointed from 1994 to 2010</td>
<td>Individual Board Member Attributes Template</td>
<td>Identification of patterns and themes</td>
</tr>
<tr>
<td>How did the inaugural Commissioners view their role and the impact of the Commission?</td>
<td>N = 4</td>
<td>Interviews</td>
<td>Ad hoc meaning generation</td>
</tr>
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Data Collection Procedures

Open-ended interviews.

At each of the four institutions (GMU, UVA, VCU, and VT) open-ended interviews were conducted with either a board rector or vice-rector from before the
advent of the Commission and a board rector or vice-rector from after the advent of the Commission (N = 8) and with either the chiefs of staff or presidents who were serving during the transition period when the Commission was activated in 2002 (N= 4). Four inaugural members of the Commission were also interviewed (N = 4).

In order to facilitate a correlation of responses, each interviewee was asked many of the same questions, which were provided in advance of the interview. However, the qualitative nature of the research allowed for a free and open-ended response to the questions and the interviewer followed up based on the specific participant’s answers. The researcher sought to uncover the participant’s perspective within the framework of the standardized questions. These included some questions of fact (gender, ethnicity, highest degree attained, etc.), questions of opinion, evaluative questions, and questions that prompted the interviewee to describe an event or process. There was deliberate similarity between the questions asked of three groups (board members, administrators, and commission members) in order for the researcher to better observe patterns in the various responses. See Appendix F for full list of interview questions.

**Document review of archival data.**

To complement the perceptions obtained by participating interviewees, data collection included an analysis of archival documents from each institution’s governing boards between 1994 and 2010. Board agendas and minutes of full board meetings were analyzed to provide a snapshot of board operations, as well as to ascertain if there were changes in the way in which these governing boards conducted their business before and after the implementation of the Commission. Data was collected and analyzed using the
following information: number of members in attendance; length of meetings; number of action items voted on in different categories; average amount of time spent on each action item; and evidence of a strategic approach to governance (as indicated by the number of strategic versus non-strategic matters on which the boards spent time).

The researcher assigned action items to each area using pre-established parameters based on her understanding of best practices as described by the AGB. For finance, that included items involving tuition and fees, budgets, audits, some contracts (those not related to capital expenditures), bonds, management of the endowment, and investments. Capital items included such things as property sales, transfers or acquisitions, leases, easement grants, right-of-way grants, construction of buildings, architect selections and design decisions. For CEO, any action items regarding the president were included. This typically involved the presidential evaluation and compensation decisions made in executive session.

Strategic planning items were those that involved long-range planning decisions and in some cases items in this category were double-counted in either finance or capital depending on the nature of the item. Other items included in this category include the creation of foundations and boards and items that involved changes to the mission of the institution. Personnel items included those actions regarding salary and benefits, promotions, retirements, and tenure decisions. It also included those administrative evaluations other than that of the president. Under academics the researcher placed items having to do with course, department, and school name changes, additions and deletions, and items dealing with endowed or named positions and fellowships. Also included were
any items involving degree proposals or changes. *Student life* included accepting the student representative to the board and other action items regarding policies that directly affected students, but not tuition and fees. An example of such an item would be the board’s adoption of drug and alcohol policies.

*Uncategorized* was a category created by the researcher in which to place those action items that did not fit anywhere else. This included items such as resolutions of recognition and commendation, memorial resolutions, and the awarding of honorary degrees. Also included were items involving the approval of minutes, selection of officers, appointments to committees, and meeting schedules.

One of the inherent difficulties with this research study is in measuring effectiveness of an organization that has no obvious and concrete measurable outcomes. Many articles have been written on what constitutes effective governance, but little has been done to measure it comparatively. In deciding what information to track from the board documents, the researcher used information on best practices from sources mentioned in the literature review, most specifically from the work of Richard Chait and the AGB. See Appendix D for the board meeting template.

In addition, a comparative matrix was developed using board composition data to illuminate and compare any significant changes in the backgrounds of board members at these four institutions as a result of the establishment of the Commission. Data compared included amount of campaign contributions, highest degree earned, alumni(a) status, ethnicity, gender, primary occupation, and other factors. See Appendix B for board composition template.
Data Collection

Archival data.

For all state universities in the Commonwealth, archival data regarding institutional governing boards (agendas, board and committee minutes) are public documents. Most institutions have past years’ board archives accessible on-line, with some older archived documents available on site. For example, George Mason University Board of Visitors archived documents are available for review at Fenwick Library, the institution’s graduate library. The process for obtaining access to archived board documents is clearly explained on each institution’s website and typically consists of making a prior appointment with the office in which the records are located. Photocopying of documents was allowed at the four institutions studied.

Open-ended interviews.

A list of board member interviewees was developed by using the Random Table of Numbers, with the names of all rectors and vice-rectors from each institution from 1994 to 2010 included. Four sets of selections were used, ensuring that each of the four institutions had the same number of interviewees. Potential interviewees were contacted by letter and e-mail, soliciting their participation in the study. The pool was limited to board rectors and vice-rectors as they would have the most comprehensive view of board dynamics and activities.

Chiefs of staff or university presidents were also interviewed because they have the closest official relationship with their respective boards. Since this pool of interviewees was more limited than the pool for visitors, a purposeful sampling was done
to include the presidents and chiefs of staff who were in office in 2002 when the Commission was created and first utilized. Letters and e-mails were sent to all four of the institutions’ chiefs of staff and presidents from that period.

Commission members were also important to this study and four were interviewed due to their in-depth knowledge of the process being studied by this researcher. The four interviewees were chosen by using the Random Table of Numbers, with the names of all seven inaugural members. Those four people were contacted via letter and email and asked to participate in the study.

Three additional expert interviews were conducted; with Rick Legon, the president of the AGB, with Rich Novak, a vice-president at AGB, and with Dr. Belle Wheelan. Dr. Wheelan is currently the head of SACS, but was the Secretary of Education for Mark Warner and was instrumental in the planning and execution of the Commission. She also served as an ex-officio member of the inaugural group. All three experts agreed to be identified in this study.

All interviews were between 60 and 90 minutes in length. They were conducted using a set of guiding questions asked at each interview followed by individualized probing questions as appropriate. Depending on availability, some interviews were conducted by telephone and others were conducted in person. Each interview was audio taped with the permission of the interviewee and transcribed verbatim for data analysis. Care was taken during the transcription process to accurately convert the audio-taped conversations into text, including the notation of pauses, laughter, or other interjections in brackets. Informed consent protocols were followed and documented by signed letter or
e-mail. Interview questions were emailed to the interviewee prior to the interview in order to facilitate the process. The researcher took notes during each interview, especially to provide a context for follow-up questions. Except for the expert interviews, an interviewee coding system was developed to ensure anonymity and some responses were edited to maintain anonymity. Transcripts of all the interviews can be found in Appendix G.

Data Analysis

Interview data analysis.

Using the techniques described in Marshall and Rossman (2006), the interview data was used in the following ways:

- For a portion of each interview, a standard set of questions was used. All responses to those standard questions were coded to facilitate the emergence of themes or patterns.
- As patterns or themes developed, an evaluative interpretation of the materials gathered was formulated and tested against the possibility of alternative understandings of what the data mean.
- Non-standard interview responses were used to add richness and detail to the interpretation of events by each individual respondent, using the ad hoc analysis as explained in Kvale (1996).

Archival document analysis and board composition analysis.

For each full board meeting held by the four institutions under study from 1994 to 2010, a template was created and used to gather information regarding a variety of
aspects of the meeting and its agenda. Information on individual board members from all four institutions from 1994 to 2010 was gathered using a template and because the data set generated for each meeting and each board member was the same, the material lent itself well to a typological analysis, using the steps as outlined in Hatch (2002).

Information for the board composition template was gathered using a variety of sources, to include news releases published by the institution, newspaper articles, on-line biographies (primarily generated by the individual and found most often on the website of the business or organization with which the board member was affiliated), board of visitors’ websites for each institution, and the Virginia Public Access Project (VPAP) which gathers information on all donors and donations made to political causes in Virginia.

This multi-faceted research design was created to provide data on how boards function and who their members are, as well as to gather perceptions on public higher education governance from a variety of constituents.
Chapter 4: Findings

As noted earlier, the purpose of this study is to examine public higher education governance in Virginia from 1994 through 2010 and to ascertain whether the 2002 implementation of the Virginia Commission on Higher Education Board Appointments led to differences in the type of board members appointed or in the work of the boards as evidenced by analysis of full board meeting minutes. The study is also set within the context of the national debate on controversial governance issues and best practices in higher education governance.

Five research questions are posed to investigate the overall framing question of what effect the Commission has had on the quality of higher education board governance in Virginia. Questions one and two ask what perceptions exist regarding boards of visitors and higher education governance by those who were involved in governance before and after the Commission was in place. Analysis of the eight interviews with board rectors or vice rectors (four before 2002 and four after 2002) and with four chiefs of staff or presidents who were in office during the transition period of 2002 was used to assist in answering these two questions.

Question three asks whether there is any tangible evidence that board meetings have changed since the advent of the Commission. Analysis of the Board Meeting Template was used to assist in answering question three. Question four asks whether
there is any tangible evidence that board composition has changed since the advent of the Commission. Information gathered from the Board Member Composition Template was used to answer question four. Question five asks how the commissioners viewed their role. Analysis of the four commissioner interviews, plus additional information gathered from the Novak and Wheelan interviews is used to reach a conclusion to question five.

**Analysis of Board Member Template Data**

For each board member who was appointed from 1994 to 2010 at the four institutions in the study (GMU, UVA, VCU, and VT), information was gathered in the following categories: gender, ethnicity, alumni status, highest degree attained, occupation, donations made to governors and/or political parties, and number of board meeting absences. Data was primarily analyzed by comparing pre-2002 and post-2002 information as well as comparing that data to national trends.

**Gender.**

Comparing the four institutions in this study with national data released by the AGB in 2011 demonstrates that pre-2002 Virginia institutions had significantly higher percentages of male board members than the national average. The AGB study used the dates of 1991, 1997, 2004, and 2010, so the correlation to pre-2002 is not exact, but for 1991, the national average was 73% male and for 1997 it was 70% male. The four Virginia institutions had an average of 85% male, with VT the highest at 91%. The post-2002 comparison between the national data and four Virginia institutions for this study (Virginia) shows these institutions much more closely aligned to the national averages (71.6% nationally, 74% Virginia).
For the period studied, gender equality increased among the four institutions when the pre-2002 and post-2002 data are compared. See Table 5. The percentage of female board members rose an average of 11%, with the biggest difference occurring at VT (a 22% increase), as their board experienced the biggest shift in gender demographics, going from 91% male pre-2002 to 69% male post-2002. Of the four boards, UVA and VT were more predominantly male overall pre-2002 than were GMU and VCU.

Table 5: Comparison of Gender Representations on Boards in Study

<table>
<thead>
<tr>
<th>Institution</th>
<th>Total All Years Male</th>
<th>Total All Years Female</th>
<th>Pre-2002 Male</th>
<th>Pre-2002 Female</th>
<th>Post-2002 Male</th>
<th>Post-2002 Female</th>
</tr>
</thead>
<tbody>
<tr>
<td>GMU</td>
<td>77% (N=56)</td>
<td>23% (N=17)</td>
<td>82% (N=31)</td>
<td>18% (N=7)</td>
<td>71% (N=25)</td>
<td>29% (N=10)</td>
</tr>
<tr>
<td>UVA</td>
<td>84% (N=57)</td>
<td>16% (N=11)</td>
<td>89% (N=32)</td>
<td>11% (N=4)</td>
<td>78% (N=25)</td>
<td>22% (N=7)</td>
</tr>
<tr>
<td>VCU</td>
<td>78% (N=53)</td>
<td>22% (N=15)</td>
<td>81% (N=29)</td>
<td>19% (N=7)</td>
<td>75% (N=24)</td>
<td>25% (N=8)</td>
</tr>
<tr>
<td>VT</td>
<td>81% (N=48)</td>
<td>19% (N=11)</td>
<td>91% (N=30)</td>
<td>9% (N=3)</td>
<td>69% (N=18)</td>
<td>31% (N=8)</td>
</tr>
<tr>
<td>All Institutions</td>
<td>80% (N=214)</td>
<td>20% (N=54)</td>
<td>85% (N=122)</td>
<td>15% (N=21)</td>
<td>74% (N=92)</td>
<td>26% (N=33)</td>
</tr>
</tbody>
</table>

Ethnicity.

In terms of ethnic diversity on boards, the AGB report indicated an 83% Caucasian make up for public boards (for those institutions reporting) in 1991 and 82.7% in 1997. The Virginia institutions were slightly higher at 85% pre-2002, although UVA was significantly higher at 92%. A comparison of post-2002 percentages shows that the
Virginia institutions continue to have a higher percentage of Caucasian board members than the national average (74.3% national, 78% Virginia).

However, from pre-2002 to post-2002, ethnic composition of boards did diversify at the four Virginia institutions. The largest increase was for African Americans, which increased from 9% of board composition pre-2002 to 15% of board composition post-2002. The percentage of Asian and Hispanic board members rose, but only very slightly. GMU had the most ethnically diverse board, with all categories represented at 5% or more across the whole period of the study. The least diverse was UVA, with no Asian or Hispanic board members serving during the years for which data was collected. However, the UVA board had the greatest increase in African American board members, jumping from 8% pre-2002 to 19% post-2002. This is partly due, however, to the paucity of African American board members pre-2002. VT’s board remained the most solidly Caucasian with no change in pre-and-post 2002 percentages.
### Table 6: Comparison of Ethnicity of Board Members in Study

<table>
<thead>
<tr>
<th>Institution</th>
<th>Ethnicity</th>
<th>All Years</th>
<th>Pre-2002</th>
<th>Post-2002</th>
</tr>
</thead>
<tbody>
<tr>
<td>GMU</td>
<td>Asian</td>
<td>8% (N=6)</td>
<td>8% (N=3)</td>
<td>9% (N=3)</td>
</tr>
<tr>
<td></td>
<td>African American</td>
<td>8% (N=6)</td>
<td>5% (N=2)</td>
<td>11% (N=4)</td>
</tr>
<tr>
<td></td>
<td>Caucasian</td>
<td>77% (N=56)</td>
<td>82% (N=31)</td>
<td>71% (N=25)</td>
</tr>
<tr>
<td></td>
<td>Hispanic</td>
<td>7% (N=5)</td>
<td>5% (N=2)</td>
<td>9% (N=3)</td>
</tr>
<tr>
<td>UVA</td>
<td>Asian</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>African American</td>
<td>13% (N=9)</td>
<td>8% (N=3)</td>
<td>19% (N=6)</td>
</tr>
<tr>
<td></td>
<td>Caucasian</td>
<td>88% (N=59)</td>
<td>92% (N=33)</td>
<td>81% (N=26)</td>
</tr>
<tr>
<td></td>
<td>Hispanic</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>VCU</td>
<td>Asian</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td></td>
<td>African American</td>
<td>16% (N=11)</td>
<td>14% (N=5)</td>
<td>19% (N=6)</td>
</tr>
<tr>
<td></td>
<td>Caucasian</td>
<td>78% (N=53)</td>
<td>80% (N=29)</td>
<td>75% (N=24)</td>
</tr>
<tr>
<td></td>
<td>Hispanic</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>VT</td>
<td>Asian</td>
<td>2% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>African American</td>
<td>10% (N=6)</td>
<td>9% (N=3)</td>
<td>12% (N=3)</td>
</tr>
<tr>
<td></td>
<td>Caucasian</td>
<td>88% (N=52)</td>
<td>88% (N=29)</td>
<td>88% (N=23)</td>
</tr>
<tr>
<td></td>
<td>Hispanic</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>All Four</td>
<td>Asian</td>
<td>3% (N=9)</td>
<td>3% (N=5)</td>
<td>3% (N=4)</td>
</tr>
<tr>
<td></td>
<td>African American</td>
<td>12% (N=32)</td>
<td>9% (N=13)</td>
<td>15% (=19)</td>
</tr>
<tr>
<td></td>
<td>Caucasian</td>
<td>82% (N=220)</td>
<td>85% (N=122)</td>
<td>78% (N=98)</td>
</tr>
<tr>
<td></td>
<td>Hispanic</td>
<td>2% (N=7)</td>
<td>2% (N=3)</td>
<td>3% (N=4)</td>
</tr>
</tbody>
</table>

**Alumni status.**

The AGB data indicate that approximately half of all board members on public boards are alumni. This figure is difficult to apply to a study such as this, since institutional by-laws vary markedly regarding numbers of alumni on boards. Three of the four institutions in this study require a certain number of board spaces be filled by alumni. UVA requires the most, specifying that 11 of 16 board positions be filled with alumni. VT requires six of 13; GMU four of 16. VCU’s bylaws do not address this issue.
As would be expected, the percentages of alumni on the VT and UVA boards were higher than those of GMU and VCU. VT stayed the most consistent (81% overall, 82% pre-2002, 81% post-2002). VCU’s data shows the largest difference, with a reduction in the number of alumni serving on the board post-2002. Pre-2002, the percentage was at 53; post-2002 it had dropped to 31%. Although UVA requires by statute the largest percentage of alumni on the board, their percentages actually dropped post-2002, from 94% to 84%.

<table>
<thead>
<tr>
<th></th>
<th>All Institutions</th>
<th>GMU</th>
<th>UVA</th>
<th>VCU</th>
<th>VT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Overall</td>
<td>69% (N=184)</td>
<td>23% (N=17)</td>
<td>90% (N=90)</td>
<td>42% (N=29)</td>
<td>81% (N=48)</td>
</tr>
<tr>
<td>Pre-2002</td>
<td>62% (N=88)</td>
<td>21% (N=8)</td>
<td>94% (N=34)</td>
<td>53% (N=19)</td>
<td>82% (N=27)</td>
</tr>
<tr>
<td>Post-2002</td>
<td>54% (N=67)</td>
<td>26% (N=9)</td>
<td>84% (N=27)</td>
<td>31% (N=10)</td>
<td>81% (N=21)</td>
</tr>
</tbody>
</table>

**Occupation.**

A trend that emerged from interviews with Commission members and chiefs of staff and presidents was the opinion that the most effective board members have had experience with managing an organization of some complexity. The researcher identified thirty categories of employment for board members included in this study. Over all years and all institutions, the top two categories, by a significant margin, were CEO (41%) and Attorney/Lawyer (17%). These two areas remained constant across time as the two top occupational backgrounds for board members. Pre-2002, they accounted for 35% (CEO)
and 17% (Attorney/Lawyer) and post-2002, they accounted for 47% (CEO) and 16% (Attorney/Lawyer). CEOs accounted for the highest percentage (again, by a large margin) in three of the four institutions, overall and with pre-2002 and post-2002 data. The exception was VCU pre-2002, when medical professionals accounted for the highest percentage (28%).

Table 8: Board Members in Study Who Are or Were CEOs

<table>
<thead>
<tr>
<th>Institution</th>
<th>All Years</th>
<th>Pre-2002</th>
<th>Post-2002</th>
</tr>
</thead>
<tbody>
<tr>
<td>GMU</td>
<td>48%</td>
<td>37%</td>
<td>60%</td>
</tr>
<tr>
<td>UVA</td>
<td>41%</td>
<td>39%</td>
<td>44%</td>
</tr>
<tr>
<td>VCU</td>
<td>31%</td>
<td>19%</td>
<td>44%</td>
</tr>
<tr>
<td>VT</td>
<td>42%</td>
<td>45%</td>
<td>38%</td>
</tr>
</tbody>
</table>

For three of the four institutions in the study, the percentage of CEOs rose from pre-2002 to post-2002. The exception, VT, as reported in Table 14, had a post-2002 percentage decrease, due in part to an increase in percentage of members in the construction industry (up 11%), the banking industry (up 9%), and the energy industry (up 8%). Another factor for the decrease in CEOs for VT could be its location. The Blacksburg area is in a less populated region in Virginia and may attract fewer businesses.

The other categories of occupations are less consistent, but government, banking, medical, and IT professionals accounted for the top three to five occupations across all years and all institutions.
Table 9: Occupations for All Board Members in Study

<table>
<thead>
<tr>
<th>All Institutions Board Member Occupation</th>
<th>Total All Years (N=268)</th>
<th>Pre-2002 (N=143)</th>
<th>Post-2002 (N=125)</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEO</td>
<td>41% (N=109)</td>
<td>35% (N=50)</td>
<td>47% (N=59)</td>
</tr>
<tr>
<td>Lawyer/Attorney</td>
<td>17% (N=45)</td>
<td>17% (N=25)</td>
<td>16% (N=20)</td>
</tr>
<tr>
<td>Government</td>
<td>8% (N=22)</td>
<td>9% (N=13)</td>
<td>7% (N=9)</td>
</tr>
<tr>
<td>Banking/Stockbroker</td>
<td>7% (N=20)</td>
<td>6% (N=9)</td>
<td>9% (N=11)</td>
</tr>
<tr>
<td>IT/Technology</td>
<td>9% (N=25)</td>
<td>9% (N=13)</td>
<td>10% (N=12)</td>
</tr>
<tr>
<td>Investment Banker/Venture Capitalist</td>
<td>4% (N=12)</td>
<td>3% (N=4)</td>
<td>6% (N=8)</td>
</tr>
<tr>
<td>Medical Professional</td>
<td>8% (N=21)</td>
<td>8% (N=12)</td>
<td>7% (N=9)</td>
</tr>
<tr>
<td>Economist</td>
<td>1% (N=3)</td>
<td>1% (N=2)</td>
<td>1% (N=1)</td>
</tr>
<tr>
<td>Construction/Contractor</td>
<td>6% (N=16)</td>
<td>7% (N=10)</td>
<td>5% (N=6)</td>
</tr>
<tr>
<td>Healthcare Industry</td>
<td>5% (N=14)</td>
<td>3% (N=5)</td>
<td>7% (N=9)</td>
</tr>
<tr>
<td>Media/Entertainment</td>
<td>4% (N=11)</td>
<td>3% (N=5)</td>
<td>5% (N=6)</td>
</tr>
<tr>
<td>Developer/Real Estate</td>
<td>3% (N=9)</td>
<td>2% (N=3)</td>
<td>5% (N=6)</td>
</tr>
<tr>
<td>Retail</td>
<td>5% (N=13)</td>
<td>3% (N=5)</td>
<td>6% (N=8)</td>
</tr>
<tr>
<td>Education/Academia</td>
<td>2% (N=6)</td>
<td>3% (N=4)</td>
<td>2% (N=2)</td>
</tr>
<tr>
<td>Engineering</td>
<td>2% (N=5)</td>
<td>1% (N=2)</td>
<td>2% (N=3)</td>
</tr>
<tr>
<td>Consulting</td>
<td>1% (N=4)</td>
<td>3% (N=4)</td>
<td>0</td>
</tr>
<tr>
<td>Insurance</td>
<td>1% (N=4)</td>
<td>3% (N=4)</td>
<td>0</td>
</tr>
<tr>
<td>Lobbyist</td>
<td>2% (N=6)</td>
<td>2% (N=3)</td>
<td>2% (N=3)</td>
</tr>
<tr>
<td>Defense Industry/Aerospace</td>
<td>2% (N=6)</td>
<td>3% (N=4)</td>
<td>2% (N=2)</td>
</tr>
<tr>
<td>Think Tank/Foundation</td>
<td>3% (N=7)</td>
<td>3% (N=5)</td>
<td>2% (N=2)</td>
</tr>
<tr>
<td>Philanthropist</td>
<td>.5% (N=1)</td>
<td>0</td>
<td>1% (N=1)</td>
</tr>
<tr>
<td>Energy</td>
<td>3% (N=8)</td>
<td>2% (N=3)</td>
<td>4% (N=5)</td>
</tr>
<tr>
<td>Professional Athlete</td>
<td>.5% (N=2)</td>
<td>1% (N=2)</td>
<td>0</td>
</tr>
<tr>
<td>Writer</td>
<td>1% (N=3)</td>
<td>1% (N=2)</td>
<td>1% (N=1)</td>
</tr>
<tr>
<td>Communications/Public Relations</td>
<td>.5% (N=1)</td>
<td>1% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>Economic Development</td>
<td>.5% (N=1)</td>
<td>1% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>Agriculture</td>
<td>.5% (N=2)</td>
<td>1% (N=2)</td>
<td>0</td>
</tr>
<tr>
<td>Service Industry</td>
<td>1% (N=3)</td>
<td>1% (N=2)</td>
<td>1% (N=1)</td>
</tr>
<tr>
<td>Hospitality</td>
<td>1% (N=4)</td>
<td>2% (N=3)</td>
<td>1% (N=1)</td>
</tr>
</tbody>
</table>
When pre-2002 and post-2002 data are compared, there are several notable differences. The most compelling is the increase in the percentage of CEOs serving on boards, which rose 12% overall post-2002. While these numbers are not as significant, several categories doubled from pre-2002 to post-2002, including investment bankers/venture capitalists and developers. Another observation is that post-2002, there are fewer categories represented. Pre-2002, there were 28 of 30 categories; post-2002, there were only 24 of 30. Those categories not represented post-2002 could indicate a move toward more professional board members, as “agriculture” and “professional athlete” did not occur.

Comparing the four institutions, some interesting trends emerge. GMU has had significantly more board members with IT experience than the other institutions, which may be explained by its Northern Virginia location, an area of the state with a high concentration of IT firms and defense contractors. UVA has had more lawyers on its board than the other institutions. The other categories in which UVA is above average is in the banker/stockbroker and investment banker/venture capitalist categories. VCU, as noted above, has more medical professionals than the other institutions, as well as more board members with backgrounds in the healthcare industry. VT’s distinction is a higher percentage of board members in the construction/contractor category, likely due to its land-grant status.

The AGB study uses broader categories of employment, grouping all into five: business, professional services (accountant, lawyer, physician, counselor, etc.), education, agriculture/ranching, and other (non-profits, clergy, government officials, artists, etc.). In
order to compare the Virginia data with national trends, the researcher created a second table, applying the AGB groupings to the Virginia data.

Table 10: Comparison of AGB Percentages with Aggregate Virginia Institutions

<table>
<thead>
<tr>
<th>Occupation</th>
<th>National/1997</th>
<th>VA/Pre-2002</th>
<th>National/2010</th>
<th>VA/Post-2002</th>
</tr>
</thead>
<tbody>
<tr>
<td>Business</td>
<td>36.5%</td>
<td>37%</td>
<td>49.4%</td>
<td>47%</td>
</tr>
<tr>
<td>Professional Services</td>
<td>17.8%</td>
<td>41%</td>
<td>24.1%</td>
<td>37%</td>
</tr>
<tr>
<td>Education</td>
<td>14.1%</td>
<td>3%</td>
<td>15.5%</td>
<td>2%</td>
</tr>
<tr>
<td>Other</td>
<td>16.6%</td>
<td>18%</td>
<td>9.3%</td>
<td>14%</td>
</tr>
<tr>
<td>Agriculture</td>
<td>N/A</td>
<td>1%</td>
<td>1.7%</td>
<td>0</td>
</tr>
</tbody>
</table>

The Virginia institutional data was similar to national trends in the business and agriculture categories, but was significantly different in the other categories. The Virginia institutions trended much higher in the professional services category. That could be due to the fact that UVA and VCU both have medical schools and have typically had at least one medical professional on the board (in the 16 years analyzed by this study, there have been 17 medical professionals on the VCU board). It is also noted that UVA has had a much higher percentage of lawyers/attorneys on its board than the other Virginia institutions (22 total for all years compared with 23 for the other three institutions combined) which skews the percentage upward. This may be a factor of UVA having a nationally ranked law school, with many alumni available for board service. The other
anomaly is education, with the Virginia institutions at a significantly lower percentage than the national.

Table 11: Comparison of GMU Board Member Occupations

<table>
<thead>
<tr>
<th>GMU Board Member Occupation</th>
<th>Total All Years (N=73)</th>
<th>Pre-2002 (N=38)</th>
<th>Post-2002 (N=35)</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEO</td>
<td>48% (N=35)</td>
<td>37% (N=14)</td>
<td>60% (N=21)</td>
</tr>
<tr>
<td>Lawyer/Attorney</td>
<td>10% (N=7)</td>
<td>8% (N=3)</td>
<td>11% (N=4)</td>
</tr>
<tr>
<td>Government</td>
<td>8% (N=6)</td>
<td>11% (N=4)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Banker/Stockbroker</td>
<td>7% (N=5)</td>
<td>8% (N=3)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>IT/Technology</td>
<td>18% (N=13)</td>
<td>16% (N=6)</td>
<td>20% (N=7)</td>
</tr>
<tr>
<td>Investment Banker/Venture Capitalist</td>
<td>4% (N=3)</td>
<td></td>
<td>9% (N=3)</td>
</tr>
<tr>
<td>Medical Professional</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Economist</td>
<td>4% (N=3)</td>
<td>5% (N=2)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Construction/Contractor</td>
<td>3% (N=2)</td>
<td>5% (N=2)</td>
<td>0</td>
</tr>
<tr>
<td>Healthcare Industry</td>
<td>5% (N=4)</td>
<td>0</td>
<td>11% (N=4)</td>
</tr>
<tr>
<td>Media/Entertainment</td>
<td>4% (N=3)</td>
<td>3% (N=1)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Developer/Real Estate</td>
<td>5% (N=4)</td>
<td>5% (N=2)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Retail</td>
<td>3% (N=2)</td>
<td>0</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Education/Academia</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Engineer</td>
<td>4% (N=3)</td>
<td>5% (N=2)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Consultant</td>
<td>1% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>Insurance</td>
<td>1% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>Lobbyist</td>
<td>4% (N=3)</td>
<td>5% (N=2)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Defense Industry/Aerospace</td>
<td>5% (N=4)</td>
<td>5% (N=2)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Think Tank/Foundation</td>
<td>7% (N=5)</td>
<td>11% (N=4)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Philanthropist</td>
<td>1% (N=1)</td>
<td>0</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Energy</td>
<td>1% (N=1)</td>
<td>0</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Professional Athlete</td>
<td>1% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>Writer</td>
<td>1% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>Communications/Public Relations</td>
<td>1% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>Economic Development</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Agriculture</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Service Industry</td>
<td>1% (N=1)</td>
<td>0</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Hospitality</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>
Pre-to-post changes in GMU board composition included notable increases in the percentage of CEOs, investment bankers or venture capitalists, and persons working in the healthcare industry. There is a significant decrease in board members from think tanks or foundations, which is particularly interesting as those specific pre-2002 organizations were conservative.

Table 12: Comparison of UVA Board Member Occupations

<table>
<thead>
<tr>
<th>UVA Board Member Occupation</th>
<th>Total All Years (N=68)</th>
<th>Pre-2002 (N=36)</th>
<th>Post-2002 (N=32)</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEO</td>
<td>41% (N=28)</td>
<td>39% (N=14)</td>
<td>44% (N=14)</td>
</tr>
<tr>
<td>Lawyer/Attorney</td>
<td>32% (N=22)</td>
<td>31% (N=11)</td>
<td>34% (N=11)</td>
</tr>
<tr>
<td>Government</td>
<td>4% (N=3)</td>
<td>3% (N=1)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Banker/Stockbroker</td>
<td>12% (N=8)</td>
<td>14% (N=5)</td>
<td>9% (N=3)</td>
</tr>
<tr>
<td>IT/Technology</td>
<td>3% (N=2)</td>
<td>0</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Investment Banker/Venture Capitalist</td>
<td>9% (N=6)</td>
<td>8% (N=3)</td>
<td>9% (N=3)</td>
</tr>
<tr>
<td>Medical Professional</td>
<td>6% (N=4)</td>
<td>6% (N=2)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Economist</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Construction/Contractor</td>
<td>6% (N=4)</td>
<td>11% (N=4)</td>
<td>0</td>
</tr>
<tr>
<td>Healthcare Industry</td>
<td>3% (N=2)</td>
<td>0</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Media/Entertainment</td>
<td>4% (N=3)</td>
<td>6% (N=2)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Developer/Real Estate</td>
<td>4% (N=3)</td>
<td>3% (N=1)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Retail</td>
<td>4% (N=3)</td>
<td>6% (N=2)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Education/Academia</td>
<td>3% (N=2)</td>
<td>6% (N=2)</td>
<td>0</td>
</tr>
<tr>
<td>Engineer</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Consultant</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Insurance</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Lobbyist</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Defense Industry/Aerospace</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Think Tank/Foundation</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Philanthropist</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Energy</td>
<td>4% (N=3)</td>
<td>3% (N=1)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Professional Athlete</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Writer</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Communication/Public Relations</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Economic Development</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Service Industry</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Hospitality</td>
<td>4% (N=3)</td>
<td>6% (N=2)</td>
<td>3% (N=1)</td>
</tr>
</tbody>
</table>
The most notable pre-to-post changes in UVA board composition included increases in the percentage of CEOs and persons in the IT and healthcare industries and decreases in the percentage of persons in the construction industry and academia.

Table 13: Comparison of VCU Board Member Occupations

<table>
<thead>
<tr>
<th>VCU Board Member Occupation</th>
<th>Total All Years (N=68)</th>
<th>Pre-2002 (N=36)</th>
<th>Post-2002 (N=32)</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEO</td>
<td>31% (N=21)</td>
<td>19% (N=7)</td>
<td>44% (N=14)</td>
</tr>
<tr>
<td>Lawyer/Attorney</td>
<td>6% (N=4)</td>
<td>8% (N=3)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Government</td>
<td>12% (N=8)</td>
<td>14% (N=5)</td>
<td>9% (N=3)</td>
</tr>
<tr>
<td>Banker/Stockbroker</td>
<td>4% (N=3)</td>
<td>0</td>
<td>9% (N=3)</td>
</tr>
<tr>
<td>IT/Technology</td>
<td>6% (N=4)</td>
<td>6% (N=2)</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Medical Professional</td>
<td>25% (N=17)</td>
<td>28% (N=10)</td>
<td>22% (N=7)</td>
</tr>
<tr>
<td>Economist</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Construction/Contractor</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Healthcare Industry</td>
<td>9% (N=6)</td>
<td>6% (N=2)</td>
<td>13% (N=4)</td>
</tr>
<tr>
<td>Media/Entertainment</td>
<td>7% (N=5)</td>
<td>6% (N=2)</td>
<td>9% (N=3)</td>
</tr>
<tr>
<td>Developer/Real Estate</td>
<td>3% (N=2)</td>
<td>0</td>
<td>6% (N=2)</td>
</tr>
<tr>
<td>Retail</td>
<td>7% (N=5)</td>
<td>3% (N=1)</td>
<td>13% (N=4)</td>
</tr>
<tr>
<td>Education/Academia</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Engineer</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Consultant</td>
<td>4% (N=3)</td>
<td>8% (N=3)</td>
<td>0</td>
</tr>
<tr>
<td>Insurance</td>
<td>4% (N=3)</td>
<td>8% (N=3)</td>
<td>0</td>
</tr>
<tr>
<td>Lobbyist</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Defense Industry/Aerospace</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Think Tank/Foundation</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Philanthropist</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Energy</td>
<td>3% (N=2)</td>
<td>6% (N=2)</td>
<td>0</td>
</tr>
<tr>
<td>Professional Athlete</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Writer</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>Communication/Public Relations</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Economic Development</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Agriculture</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Service Industry</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Hospitality</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>
Pre-to-post changes in VCU board composition included notable increases in the percentage of CEOs, developers, bankers or stockbrokers, and persons working in the healthcare and retail industries. The most notable decreases are in the percentage of board members in the consulting, energy, and insurance industries, as well as lawyers and persons working in government positions. It is interesting to note that the percentage of medical professionals actually decreased (28% → 22%) but the percentage of persons in the healthcare industry increased (6% → 13%), all of whom were CEOs.
Pre-to-post changes in VT board composition included notable increases in the percentage of persons in the finance industry, including stockbrokers, bankers, investment bankers, and venture capitalists. There were also significant increases in the

<table>
<thead>
<tr>
<th>VT Board Member Occupation</th>
<th>Total All Years (N=59)</th>
<th>Pre-2002 (N=33)</th>
<th>Post-2002 (N=26)</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEO</td>
<td>42% (N=25)</td>
<td>45% (N=15)</td>
<td>38% (N=10)</td>
</tr>
<tr>
<td>Lawyer/Attorney</td>
<td>20% (N=12)</td>
<td>24% (N=8)</td>
<td>15% (N=4)</td>
</tr>
<tr>
<td>Government</td>
<td>8% (N=5)</td>
<td>9% (N=3)</td>
<td>8% (N=2)</td>
</tr>
<tr>
<td>Banker/Stockbroker</td>
<td>7% (N=4)</td>
<td>3% (N=1)</td>
<td>12% (N=3)</td>
</tr>
<tr>
<td>IT/Technology</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>4% (N=1)</td>
</tr>
<tr>
<td>Investment Banker/Venture Capitalist</td>
<td>5% (N=3)</td>
<td>3% (N=1)</td>
<td>8% (N=2)</td>
</tr>
<tr>
<td>Medical Professional</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Economist</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Construction/Contractor</td>
<td>17% (N=10)</td>
<td>12% (N=4)</td>
<td>23% (N=6)</td>
</tr>
<tr>
<td>Healthcare Industry</td>
<td>7% (N=4)</td>
<td>9% (N=3)</td>
<td>4% (N=1)</td>
</tr>
<tr>
<td>Media/Entertainment</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Developer/Real Estate</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Retail</td>
<td>5% (N=3)</td>
<td>6% (N=2)</td>
<td>4% (N=1)</td>
</tr>
<tr>
<td>Education/Academia</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>4% (N=1)</td>
</tr>
<tr>
<td>Engineer</td>
<td>3% (N=2)</td>
<td>0</td>
<td>8% (N=2)</td>
</tr>
<tr>
<td>Consultant</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Insurance</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Lobbyist</td>
<td>2% (N=1)</td>
<td>0</td>
<td>4% (N=1)</td>
</tr>
<tr>
<td>Defense Industry/Aerospace</td>
<td>3% (N=2)</td>
<td>6% (N=2)</td>
<td>0</td>
</tr>
<tr>
<td>Think Tank/Foundation</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Philanthropist</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Energy</td>
<td>3% (N=2)</td>
<td>0</td>
<td>8% (N=2)</td>
</tr>
<tr>
<td>Professional Athlete</td>
<td>2% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>Writer</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Communication/Public Relations</td>
<td>0 (N=1)</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Economic Development</td>
<td>2% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>Agriculture</td>
<td>3% (N=2)</td>
<td>6% (N=2)</td>
<td>0</td>
</tr>
<tr>
<td>Service Industry</td>
<td>3% (N=2)</td>
<td>6% (N=2)</td>
<td>0</td>
</tr>
<tr>
<td>Hospitality</td>
<td>2% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
</tbody>
</table>
percentage of board members from the construction, engineering, and energy fields. As noted earlier, VT is the only institution with a decrease in the percentage of board members who were CEOs. VT also had notable decreases in the percentage of lawyers, investment bankers, persons in service industries, and in agriculture. It is interesting, given their land-grant status and their primacy in the field of agricultural research, that VT has had only two board members whose primary occupation was agriculture, both pre-2002.

Comparing occupations in which the four institutions experienced the biggest shifts from pre-2002 to post-2002 is also of interest.

<table>
<thead>
<tr>
<th>Institution</th>
<th>GMU</th>
<th>UVA</th>
<th>VCU</th>
<th>VT</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Largest Increase</strong></td>
<td>CEO (+23%)</td>
<td>CEO (+5%)</td>
<td>CEO (+25%)</td>
<td>Construction/Contractor (+11%)</td>
</tr>
<tr>
<td><strong>Largest Decrease</strong></td>
<td>Think Tank/Foundation (-8%)</td>
<td>Construction/Contractor (-11%)</td>
<td>Insurance and Consulting (-8%)</td>
<td>Lawyer/Attorney (-9%)</td>
</tr>
</tbody>
</table>

**Highest degree attained.**

An analysis of all four institutions across all the years studied shows that a statistically significant number of board members attained as their highest degree either a Bachelor of Science (20%) or a law degree (either Juris Doctor of Bachelor or Master of Laws, which will be collectively described as JD) (25%). Those two degrees also had the highest percentages when disaggregated for pre-2002 (BS at 23% and JD at 25%),
however, the post-2002 numbers show that while the percentage of JDs remained the highest at 25%, the percentage of a BS as the highest degree attained decreased to 16%.

A comparison of the pre-2002 and post-2002 figures in all degree types shows the most significant differences in the following:

- An increase in the percentage of BAs post-2002 from 8% to 17%
- The already noted decrease in the percentage of BSs post-2002 from 23% to 16%
- A decrease in the percentage of PhDs post-2002 from 12% to 8%.

Overall, the five most common degrees for all institutions across all years are (in descending order) Juris Doctor (25%), Bachelor of Science (20%), Master of Business Administration (14%), Bachelor of Arts (12%), and Doctor of Philosophy (10%).

Across all years, GMU and VT show the same basic trend as the aggregate, with the highest percentages in the BA, BS, MS, JD, MBA, and PhD categories. However, VT has a significantly higher percentage of BSs than the other institutions, at 37% of the total (GMU 18%, UVA 13%, VCU 15%) and GMU has a significantly higher percentage of PhDs, at 25% of the total (UVA 3%, VCU 7%, VT 5%).

The VCU data show an important anomaly when compared with the overall information—the number of medical doctors (MDs or DDSs) on the board. As mentioned earlier, this is potentially due to the need to have medical expertise on the board because of the medical school and medical center. A significant pre-to-post shift is also noted in that the percentage of PhDs rose from 0% pre-2002 to 11% post-2002. UVA also presents an anomaly when compared to the composite data—a much larger percentage of
JDs, both overall and pre-and-post. The overall composite for JDs is 23% while UVA’s overall percentage is 40%. The difference is even more apparent with the post-2002 percentages, with the composite at 16% and UVA’s at 47%. Again, as mentioned in a previous section, many UVA alumni are law school graduates. UVA board members also tend to be spread across fewer categories than the other three institutions, with representation in seven of fifteen categories overall pre-2002 and only five of fifteen categories post-2002. As one might expect from a land-grant institution, VT’s board members had a higher percentage of Bachelors or Masters of Science degrees than the aggregate—with 51% of the overall VT board members having a science degree of some level. This is partially due to the fact that board bylaws specify that the President of the Board of Agriculture and Consumer Services serve as a member of the board.

Table 16: Highest Degree Attained by All Board Members in Study

<table>
<thead>
<tr>
<th>Degree</th>
<th>All Institutions/All Years Total (N=268)</th>
<th>All Institutions/Pre-2002 (N=143)</th>
<th>All Institutions/Post-2002 (N=125)</th>
</tr>
</thead>
<tbody>
<tr>
<td>BA</td>
<td>12% (N=34)</td>
<td>8% (N=12)</td>
<td>17% (N=22)</td>
</tr>
<tr>
<td>BS</td>
<td>20% (N=54)</td>
<td>23% (N=33)</td>
<td>16% (N=21)</td>
</tr>
<tr>
<td>DDS/MD</td>
<td>7% (N=20)</td>
<td>8% (N=12)</td>
<td>6% (N=8)</td>
</tr>
<tr>
<td>EdD</td>
<td>.03% (N=1)</td>
<td>0</td>
<td>.08% (N=1)</td>
</tr>
<tr>
<td>JD/LLB</td>
<td>25% (N=67)</td>
<td>25% (N=36)</td>
<td>25% (N=31)</td>
</tr>
<tr>
<td>MEd</td>
<td>.03% (N=1)</td>
<td>.05% (N=1)</td>
<td>0</td>
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<tr>
<td>MA</td>
<td>2% (N=5)</td>
<td>2% (N=3)</td>
<td>1.5% (N=2)</td>
</tr>
<tr>
<td>MBA</td>
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<td>13% (N=16)</td>
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<tr>
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</tr>
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</tr>
<tr>
<td>MS</td>
<td>6% (N=18)</td>
<td>5% (N=8)</td>
<td>8% (N=10)</td>
</tr>
<tr>
<td>MSEE</td>
<td>.03% (N=1)</td>
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<td>.08% (N=1)</td>
</tr>
<tr>
<td>PhD</td>
<td>10% (N=28)</td>
<td>12% (N=18)</td>
<td>8% (N=10)</td>
</tr>
<tr>
<td>None/Unknown</td>
<td>2% (N=6)</td>
<td>1% (N=2)</td>
<td>3% (N=4)</td>
</tr>
</tbody>
</table>
Table 17: Highest Degree Attained by GMU Board Members

<table>
<thead>
<tr>
<th>Degree</th>
<th>GMU All Years (N=73)</th>
<th>GMU Pre-2002 (N=38)</th>
<th>GMU Post-2002 (N=35)</th>
</tr>
</thead>
<tbody>
<tr>
<td>BA</td>
<td>14% (N=10)</td>
<td>11% (N=4)</td>
<td>17% (N=6)</td>
</tr>
<tr>
<td>BS</td>
<td>18% (N=13)</td>
<td>11% (N=4)</td>
<td>26% (N=9)</td>
</tr>
<tr>
<td>DDS/MD</td>
<td>1% (N=1)</td>
<td>0</td>
<td>2% (N=1)</td>
</tr>
<tr>
<td>EdD</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>JD/LLB</td>
<td>25% (N=18)</td>
<td>29% (N=11)</td>
<td>20% (N=7)</td>
</tr>
<tr>
<td>MEd</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MA</td>
<td>5% (N=4)</td>
<td>5% (N=2)</td>
<td>4% (N=2)</td>
</tr>
<tr>
<td>MBA</td>
<td>12% (N=9)</td>
<td>16% (N=6)</td>
<td>9% (N=3)</td>
</tr>
<tr>
<td>MDiv</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MPA</td>
<td>3% (N=2)</td>
<td>0</td>
<td>4% (N=2)</td>
</tr>
<tr>
<td>MS</td>
<td>5% (N=4)</td>
<td>2% (N=1)</td>
<td>8% (N=3)</td>
</tr>
<tr>
<td>MSEE</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>PhD</td>
<td>25% (N=18)</td>
<td>24% (N=14)</td>
<td>11% (N=4)</td>
</tr>
<tr>
<td>None/Unknown</td>
<td>1% (N=1)</td>
<td>2% (N=1)</td>
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</tr>
</tbody>
</table>

Table 18: Highest Degree Attained by UVA Board Members

<table>
<thead>
<tr>
<th>Degree</th>
<th>UVA All Years (N=68)</th>
<th>UVA Pre-2002 (N=36)</th>
<th>UVA Post-2002 (N=32)</th>
</tr>
</thead>
<tbody>
<tr>
<td>BA</td>
<td>9% (N=6)</td>
<td>3% (N=1)</td>
<td>15% (N=5)</td>
</tr>
<tr>
<td>BS</td>
<td>13% (N=9)</td>
<td>22% (N=8)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>DDS/MD</td>
<td>3% (N=2)</td>
<td>5% (N=2)</td>
<td>0</td>
</tr>
<tr>
<td>EdD</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>JD/LLB</td>
<td>44% (N=30)</td>
<td>39% (N=14)</td>
<td>50% (N=16)</td>
</tr>
<tr>
<td>MEd</td>
<td>0</td>
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<td>0</td>
</tr>
<tr>
<td>MA</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MBA</td>
<td>24% (N=16)</td>
<td>22% (N=8)</td>
<td>28% (N=8)</td>
</tr>
<tr>
<td>MDiv</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MPA</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MS</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>MSEE</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>PhD</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>None/Unknown</td>
<td>1% (N=1)</td>
<td>3% (N=1)</td>
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</tr>
</tbody>
</table>
Table 19: Highest Degree Attained by VCU Board Members

<table>
<thead>
<tr>
<th>Degree</th>
<th>VCU All Years (N=68)</th>
<th>VCU Pre-2002 (N=36)</th>
<th>VCU Post-2002 (N=32)</th>
</tr>
</thead>
<tbody>
<tr>
<td>BA</td>
<td>18% (N=12)</td>
<td>17% (N=6)</td>
<td>19% (N=6)</td>
</tr>
<tr>
<td>BS</td>
<td>15% (N=10)</td>
<td>17% (N=6)</td>
<td>12% (N=4)</td>
</tr>
<tr>
<td>DDS/MD</td>
<td>25% (N=17)</td>
<td>28% (N=10)</td>
<td>22% (N=7)</td>
</tr>
<tr>
<td>EdD</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>JD/LLB</td>
<td>15% (N=10)</td>
<td>14% (N=5)</td>
<td>15% (N=5)</td>
</tr>
<tr>
<td>MEd</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MA</td>
<td>1% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>MBA</td>
<td>13% (N=9)</td>
<td>17% (N=6)</td>
<td>9% (N=3)</td>
</tr>
<tr>
<td>MDiv</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MPA</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MS</td>
<td>3% (N=2)</td>
<td>3% (N=1)</td>
<td>3% (N=1)</td>
</tr>
<tr>
<td>MSEE</td>
<td>1% (N=1)</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>PhD</td>
<td>7% (N=5)</td>
<td>3% (N=1)</td>
<td>12% (N=4)</td>
</tr>
<tr>
<td>None/Unknown</td>
<td>3% (N=2)</td>
<td>0</td>
<td>6% (N=2)</td>
</tr>
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</table>

Table 20: Highest Degree Attained by VT Board Members

<table>
<thead>
<tr>
<th>Degree</th>
<th>VT All Years (N=59)</th>
<th>VT Pre-2002 (N=33)</th>
<th>VT Post-2002 (N=26)</th>
</tr>
</thead>
<tbody>
<tr>
<td>BA</td>
<td>10% (N=6)</td>
<td>3% (N=1)</td>
<td>19% (N=5)</td>
</tr>
<tr>
<td>BS</td>
<td>37% (N=22)</td>
<td>46% (N=15)</td>
<td>27% (N=7)</td>
</tr>
<tr>
<td>DDS/MD</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>EdD</td>
<td>1.5% (N=1)</td>
<td>0</td>
<td>4% (N=1)</td>
</tr>
<tr>
<td>JD/LLB</td>
<td>15% (N=9)</td>
<td>18% (N=6)</td>
<td>12% (N=3)</td>
</tr>
<tr>
<td>MEd</td>
<td>1.5% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>MA</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MBA</td>
<td>9% (N=5)</td>
<td>6% (N=3)</td>
<td>7.5% (N=2)</td>
</tr>
<tr>
<td>MDiv</td>
<td>1.5% (N=1)</td>
<td>3% (N=1)</td>
<td>0</td>
</tr>
<tr>
<td>MPA</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MS</td>
<td>17% (N=10)</td>
<td>15% (N=5)</td>
<td>19% (N=5)</td>
</tr>
<tr>
<td>MSEE</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>PhD</td>
<td>5% (N=3)</td>
<td>6% (N=2)</td>
<td>4% (N=1)</td>
</tr>
<tr>
<td>None/Unknown</td>
<td>3% (N=2)</td>
<td>0</td>
<td>7.5% (N=2)</td>
</tr>
</tbody>
</table>
**Political donations.**

One of the most prevalent perceived weaknesses regarding gubernatorial appointments in Virginia is that they are often politically motivated, especially in regard to rewarding the “party faithful,” big donors, and friends who do not possess the proper qualifications for higher education governance. Several interviewees opined that one of the primary reasons Governor Warner created the Commission was to curtail that perception and reality. Donations made to political causes are a matter of public record in Virginia and the non-profit organization Virginia Public Access Project (VPAP) makes that information readily available via their website. The researcher searched each individual board member by name only, not in association with other organizations or foundations, and for Table 21 only reported money donated directly to the governor, his campaign, or inaugural committee (not, for example, to the political party or a political action committee). For Table 22 all political party donations were reported. For example, GMU had no board members make donations to a specific gubernatorial candidate at the 100K+ range either pre-or-post 2002, but 8% of its pre-2002 and 20% of its post-2002 board members made 100K+ donations to a specific political party.
Table 21: Percentage of Board Members Who Made a Pre-Appointment Donation to Governor's Campaign

*Source: www.vpap.org*

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>100K+</td>
<td>0→0</td>
<td>3%→9%</td>
<td>0→0</td>
<td>0→0</td>
</tr>
<tr>
<td>50K+</td>
<td>0→3%</td>
<td>6%→13%</td>
<td>0→3%</td>
<td>3%→0</td>
</tr>
<tr>
<td>10K+</td>
<td>8%→23%</td>
<td>17%→13%</td>
<td>8%→19%</td>
<td>15%←8%</td>
</tr>
<tr>
<td>5K+</td>
<td>8%→11%</td>
<td>16%←9%</td>
<td>5%←3%</td>
<td>0→8%</td>
</tr>
<tr>
<td>1K+</td>
<td>11%→17%</td>
<td>19%→22%</td>
<td>15%→16%</td>
<td>12%→15%</td>
</tr>
<tr>
<td>&gt;1K/none</td>
<td>73%←46%</td>
<td>39%←34%</td>
<td>72%←59%</td>
<td>70%←69%</td>
</tr>
</tbody>
</table>

Table 22: Percentage of Board Members Who Made Political Donations

*Source: www.vpap.org*

<table>
<thead>
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<th></th>
<th></th>
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<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>100K+</td>
<td>8%→20%</td>
<td>22%→37%</td>
<td>5%→13%</td>
<td>15%←12%</td>
</tr>
<tr>
<td>50K+</td>
<td>11%→17%</td>
<td>8%→13%</td>
<td>9%→13%</td>
<td>9%←8%</td>
</tr>
<tr>
<td>10K+</td>
<td>15%→23%</td>
<td>39%→2%</td>
<td>22%→40%</td>
<td>18%→31%</td>
</tr>
<tr>
<td>5K+</td>
<td>17%←6%</td>
<td>6%←3%</td>
<td>17%←6%</td>
<td>15%←8%</td>
</tr>
<tr>
<td>1K+</td>
<td>24%←3%</td>
<td>17%←16%</td>
<td>14%←9%</td>
<td>25%←15%</td>
</tr>
<tr>
<td>&gt;1K/none</td>
<td>25%←11%</td>
<td>8%→9%</td>
<td>33%←19%</td>
<td>18%→26%</td>
</tr>
</tbody>
</table>

With the advent of the Commission, a potential assumed outcome would be that fewer post-2002 board members would be big donors, but the data do not support that assumption. It is interesting to note that, with the exception of VT, the other institutions’ board member giving to political parties at the highest levels (100K+ and 50K+) more than doubled for GMU and VCU and almost doubled for UVA (which was already much higher than the others, pre-2002) and rose in most categories. For GMU and VCU, the
percentage of board members who donated less than 1K or nothing fell markedly for the post-2002 period, while actually rising at UVA (slightly) and at VT (moderately).

Donations to a specific governor before the board appointment was made also increased for all institutions except UVA post-2002, with the largest increase at GMU. Notably, the largest increases were in the 10K-100K+ range, with GMU increasing from 8% of board members donating at that aggregate level to 26%; UVA from 26% to 35%; and VCU from 8% to 21%. VT had a decrease in the highest levels (18% to 8%), but an increase in direct gubernatorial contributions at the lower levels (12% to 23%).

Given the increase in the number of CEOs serving on boards and the increase in donations, the researcher was interested to discover if there was a connection between the two. Appendix C contains information regarding appointees who made either a 50K+ donation to the political party of the appointing governor and/or made a 5K+ donation to the specific appointing governor. The researcher recorded doctors and lawyers as CEOs if they owned their practices. Out of the 63 people represented by this data, only seven were not CEOs, meaning that 89% of the biggest donors are or were CEOs.

Board absences.

An important metric regarding effective board governance is attendance at board meetings. The 2011 AGB report indicates that 60% of boards reported an average attendance of over 90% of their members. Thirty-six percent reported typical attendance of 76%-90% and only 3% reported typical attendance of 51%-75%. As the information in Table 23 indicates, GMU and VCU had significantly lower attendance than the national
average pre-2002, but experienced marked improvement in attendance post-2002.

However, GMU’s attendance continued to remain below the national average.

**Table 23: Percentage of Board Members Present**

<table>
<thead>
<tr>
<th>Institution</th>
<th>Pre-2002</th>
<th>Post-2002</th>
</tr>
</thead>
<tbody>
<tr>
<td>GMU</td>
<td>53%</td>
<td>71%</td>
</tr>
<tr>
<td>UVA</td>
<td>86%</td>
<td>100%</td>
</tr>
<tr>
<td>VCU</td>
<td>78%</td>
<td>91%</td>
</tr>
<tr>
<td>VT</td>
<td>94%</td>
<td>100%</td>
</tr>
</tbody>
</table>

**Table 24: Number of Board Member Absences**

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>4-8 absences</td>
<td>37% N=14</td>
<td>17% N=6</td>
<td>14% N=5</td>
<td>0</td>
<td>11% N=4</td>
<td>6% N=2</td>
<td>6% N=2</td>
<td>4% N=1</td>
</tr>
<tr>
<td>9-12 absences</td>
<td>5% N=2</td>
<td>11% N=4</td>
<td>0</td>
<td>0</td>
<td>8% N=3</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td>12+ absences</td>
<td>5% N=2</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>3% N=1</td>
<td>3% N=1</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

There were a total of 47 board members who had four or more absences; 33 pre-2002 and 14 post-2002. Out of those 47, the predominant occupation was that of CEO (11), followed by Attorney/Lawyer (four) and Media/Writer (four). Out of the 47, forty were male. The four board members who had the largest number of absences (12+) were
all male and had the following occupations: Writer, Professional Athlete, Media Personality, and Medical Doctor.

**Conclusions regarding board member template.**

Overall, the data gathered by the board member template shows appreciable differences pre-2002 and post-2002 in several categories. A comparison, where possible, was made to the national averages as reported by AGB in order to analyze the Virginia data against national trends. Post-2002 boards had more gender diversity than pre-2002 boards, even when compared with the national data. Several individual institutions changed markedly, especially VT, which saw an increase in female board members from 9% pre-2002 to 31% post-2002.

The percentage of Caucasians on the four Virginia boards remained higher than the national averages across both time periods, running six to seven percent higher than the national figures, however the gap was closed slightly (1%) from pre-2002 to post-2002. UVA experienced a significant shift, decreasing from 92% of Caucasian board members pre-2002 to 81% post-2002. The next category was alumni status. Alumni numbers are difficult to compare institutionally (as bylaws prescribe alumni representation on boards), but the Virginia institutions did come closer to the national average in the post-2002 era (nationally—50%, Virginia post-2002—54%).

Part of this increase in gender and ethnic diversity may be due to the influence of the Commission. One of the stated goals of the Commission was to diversify boards and several commissioners mentioned that aspect in their interviews.
A study of the occupations represented on boards pre-2002 and post-2002 shows a post-2002 trend toward more board members with business backgrounds (37% pre and 47% post). That was the only significant shift across all institutions and mirrors the national trend (36.5% → 49.4%). The concept that board members with some type of business experience are more effective was also borne out in several of the interviews conducted. Data regarding highest degree attained indicated some shifts from pre-2002 to post-2002, but nothing that would go toward answering the research question.

The researcher was surprised by the data presented by tracking political donations of board members, fully expecting donations to decrease after 2002; however the opposite was true—they increased for both specific contributions made to the governor who then appointed that person to a board, and also increased in total donations to political parties or candidates in general. The data show a change, but not the change expected.

A recognized measure of board effectiveness is board member engagement, so board absences were tracked across time and institution. There were significant improvements in board attendance for all the Virginia institutions from pre-2002 to post-2002. The research question, “Is there any tangible evidence that board composition has changed since the advent of the Commission?” can be answered in the affirmative. A discussion of what these changes may mean will be further explored in the next chapter.

**Analysis of Board Meeting Template Data**

Actual board meeting activity is a key metric in analyzing board performance and that activity is described in the minutes of board and committee meetings. For the
purposes of this study, the minutes of the regular full board meetings were analyzed. In reading through the documents, the researcher discovered that the board minutes for each institution were dissimilar in amount of detail provided. For example, UVA board minutes were the most detailed, averaging 70 pages per meeting. In contrast, VCU board minutes were sparse, averaging only eight pages per meeting. GMU and VT both averaged 15 pages per meeting. At all four institutions the meeting schedule and agenda are set by the board rector and president and could be influenced by their management style and preferences.

Several other differences in board minutes, board meetings, and board processes were noted, including the following:

- **Number of annual full board meetings.** VCU has four regular meetings a year per their by-laws, however UVA has six full board meetings per year; GMU has five; and VT has either four or five.

- **Use of a consent agenda.** According to their board secretary, VT does not use a consent agenda for any of its full board meetings (personal communication, February 28, 2013), however VCU has used a consent agenda during the entire span of this study. UVA adopted a consent agenda in 1997 and GMU began using one in 2005.

The number and type of standing committees also varies across institutions. The *2011 AGB Policies, Practices and Composition* report states that public doctoral research institutions have an average of five to six standing committees, usually including finance,
academic affairs, building and grounds, audit, student affairs, and development among them. During the time period of this study, GMU had the following standing committees: Finance and Resource Development, Faculty and Academic Standards, Student Affairs, Land Use and Physical Facilities, and Equal Employment Opportunity and Affirmative Action (with name changes at various times, now called the Equity Committee). An Audit Committee was added in 2002. UVA has the following standing committees: Health Affairs (changed to Medical Center Operating in 2004), Building and Grounds, Finance, External Affairs, Educational Policy, Student Affairs and Athletics, Audit, and UVA-Wise.

VCU’s standing committee structure underwent several changes during the time period for this study, primarily by combining committees with similar responsibilities. The current Academic and Health Affairs Committee had previously been two committees, Health Affairs and Academic Policy; they were combined in 1999. The current Finance, Investment, and Property Committee added the property component in 2002. VCU also added an Audit and Compliance Committee in 2010. The other two standing committees at VCU are External Affairs and Alumni Relations and Student Affairs and Athletics.

VT has had a fairly stable standing committee structure through the course of this study, with the following: Academic Affairs, Building and Grounds, Finance and Audit, and Student Affairs and Athletics. A Research Committee was added in 2006. Because of their specific missions and programs, the four institutions have different issues which affect their governance. For example, VT is one of six senior
military institutions, and its ROTC program is much more comprehensive than that of the other institutions. GMU has three branch campuses, plus research initiatives with the Smithsonian Institution and the Virginia Science Museum; VT manages five higher education centers throughout the state as well as the Virginia Cooperative Extension Service; VCU and UVA have medical centers; VCU has a campus in Qatar and GMU had a short-lived campus at Ras Al Khaimah in the United Arab Emirates.

Because of these different features, it may be less informative to compare the institutions to each other and more effective to use the data to compare the institutions to established best practices and to themselves over time.

*Action items.*

Each board meeting was analyzed using the following information gathered by the researcher, which was based on AGB criteria for best practices:

- total minutes spent in full board meeting
- action items voted on by the board in the area of finances
- action items voted on by the board in the areas of capital expenditures/facilities
- action items voted on by the board in matters dealing with the president
- action items voted on by the board in the area of strategic or long-range planning
- action items voted on by the board in the area of personnel matters
- action items voted on by the board in the area of academics
• action items voted on by the board in the area of student life.

The researcher also created an “uncategorized” group for items that did not fit into any of the strategic areas defined by AGB in their 2012 Knowledge Center Brief, *Board Responsibilities*. The basic strategic responsibilities of the board, as defined by AGB, deal with long-range planning, fiscal integrity, educational quality, institutional autonomy and academic freedom, and oversight of the president (p. 1). The criteria used to identify uncategorized items are fully defined in Chapter 3.

Board performance can be measured both by the outcomes of board decisions and by the activity of board meetings. The following data describe what action items were voted on in the categories of finance, capital expenditures and facilities, the CEO, strategic or long-range planning, personnel, academic matters, student life, and the previously explained “uncategorized.” The data is derived from the average number of action items in each category for each year (total number of action items divided by the number of full board meetings). Tables 25 and 26 capture the activity of the boards during regular board meetings.
### Table 25: Pre-2002 Average of Action Items (AI) Per Year

Data was gathered for each full board meeting for each of the four institutions in the study. For each Action Item category, the information below represents the average number of times that type of item was voted on per meeting.

Key: ATM=Average Total Minutes each meeting; FI=Finance; CP=Capital; CEO=President; SP=Strategic Planning; PS=Personnel; AC=Academics; SL=Student Life; UN=Uncategorized; SAI=Strategic Action Items (all categories except UN); TAI=Total Action Items (all categories, including UN)

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<td>3.3</td>
<td>.5</td>
</tr>
<tr>
<td>VT</td>
<td>09</td>
<td>138</td>
<td>5.3</td>
<td>4</td>
<td>.25</td>
<td>1.3</td>
<td>1.8</td>
<td>4</td>
<td>.5</td>
</tr>
<tr>
<td>GMU</td>
<td>10</td>
<td>217</td>
<td>1.4</td>
<td>4</td>
<td>.5</td>
<td>2</td>
<td>2.8</td>
<td>2.8</td>
<td>.8</td>
</tr>
<tr>
<td>UVA</td>
<td>10</td>
<td>260</td>
<td>7.3</td>
<td>9.5</td>
<td>.25</td>
<td>1.5</td>
<td>1.8</td>
<td>1.8</td>
<td>.25</td>
</tr>
<tr>
<td>VCU</td>
<td>10</td>
<td>244</td>
<td>2.2</td>
<td>3.6</td>
<td>.25</td>
<td>1.2</td>
<td>1.8</td>
<td>2.6</td>
<td>.5</td>
</tr>
<tr>
<td>VT</td>
<td>10</td>
<td>150</td>
<td>7</td>
<td>4.5</td>
<td>.25</td>
<td>1</td>
<td>5.3</td>
<td>2</td>
<td>2.3</td>
</tr>
</tbody>
</table>
Table 27: Comparisons of Pre-2002 and Post-2002 Action Items

<table>
<thead>
<tr>
<th></th>
<th>ATM</th>
<th>FI</th>
<th>CP</th>
<th>CEO</th>
<th>SP</th>
<th>PS</th>
<th>AC</th>
<th>SL</th>
<th>UN</th>
<th>Av. SAI /% TAI</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Pre-2002</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GMU</td>
<td>141</td>
<td>2.4</td>
<td>1.4</td>
<td>.7</td>
<td>1.7</td>
<td>.7</td>
<td>1.8</td>
<td>.6</td>
<td>1.1</td>
<td>9.3/89%</td>
</tr>
<tr>
<td>UVA</td>
<td>369</td>
<td>6.2</td>
<td>6.4</td>
<td>.25</td>
<td>2.4</td>
<td>5.9</td>
<td>3.9</td>
<td>.99</td>
<td>5.6</td>
<td>26/82%</td>
</tr>
<tr>
<td>VCU</td>
<td>209</td>
<td>3.6</td>
<td>5.3</td>
<td>.4</td>
<td>2.3</td>
<td>2.7</td>
<td>2.1</td>
<td>.6</td>
<td>2.3</td>
<td>17/88%</td>
</tr>
<tr>
<td>VT</td>
<td>181</td>
<td>4.9</td>
<td>3.3</td>
<td>.4</td>
<td>2.3</td>
<td>2.4</td>
<td>4.8</td>
<td>.8</td>
<td>2.8</td>
<td>18.9/87%</td>
</tr>
<tr>
<td><strong>Post-2002</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GMU</td>
<td>187</td>
<td>2</td>
<td>1.9</td>
<td>.5</td>
<td>2.3</td>
<td>1.6</td>
<td>2.4</td>
<td>.5</td>
<td>1.5</td>
<td>11.2/88%</td>
</tr>
<tr>
<td>UVA</td>
<td>313</td>
<td>7.5</td>
<td>7.3</td>
<td>.3</td>
<td>2.5</td>
<td>7.9</td>
<td>3.6</td>
<td>.8</td>
<td>7.6</td>
<td>29.9/79%</td>
</tr>
<tr>
<td>VCU</td>
<td>239</td>
<td>2.8</td>
<td>5.3</td>
<td>.4</td>
<td>4.3</td>
<td>2.1</td>
<td>3.3</td>
<td>.7</td>
<td>3.5</td>
<td>18.9/84%</td>
</tr>
<tr>
<td>VT</td>
<td>153</td>
<td>7.2</td>
<td>3.8</td>
<td>.3</td>
<td>2.5</td>
<td>2.5</td>
<td>4.4</td>
<td>.8</td>
<td>5.1</td>
<td>21.5/80%</td>
</tr>
</tbody>
</table>

One of the research questions for this study requires an answer as to whether board meetings changed pre-to-post 2002, within the framing question of whether the Commission had an effect on the process by which higher education boards accomplished their business. The assumption is that an improvement in the qualifications of board members which could be a result of the Commission’s work in identifying recommendations for board appointments could also bring about an increase in the effectiveness of board meetings. In searching for a method by which to potentially measure board meeting effectiveness, the researcher created a way in which to measure time on task by dividing the average number action items for each year into the average meeting duration.

Although it is obvious that not every minute of meeting time is spent on action items, this data provides a means by which to compare the different institutions across the years and would not be affected by the differences in institutions noted earlier. Other factors could affect an interpretation of the data, such as the quality of the materials board
members receive prior to the meeting; their commitment to reading and digesting those materials; the management style of the presiding board rector and president; and the use of a consent agenda.

Great Boards, an organization similar to AGB but with a focus on non-profit healthcare institutions, published a report on the ten ways to improve board meetings. The author, Bader (2006), states that “time is a board’s most precious commodity. Yet study after study shows that board members spend more meeting time in passive mode, listening to reports and conducting routine business” (p. 1). He writes that boards need to change the way they spend their time at board and committee meetings so they can focus “on the right stuff in the right way” (p. 1). As part of his report, he provides a sample board meeting agenda, which lists 10 minutes as the optimal time to spend on routine action items, assuming the board did their homework (p. 8). In Berman’s (2003) *A Great Board: Building and Enhancing Nonprofit Boards*, he writes that meeting management is a critical component of effective governance. Effective board leaders manage meeting time, move discussion forward, and keep board members on task.

Table 2 contains data regarding the number of minutes per each action item for all four institutions pre-2002. The table includes a key to indicate when there was a change in board or presidential leadership, and when a consent agenda was initiated. Pre-2002, use of a consent agenda did not appear to have any impact on the amount of time assigned to each action item; however changes in board leadership indicate some influence. For example, at GMU from 1997 through 1998 the amount of time per item was significantly lower than during the tenures of the previous rector and following
rectors. Time spent per item increased during the tenure of the rector from 1999 – 2002. Two presidential transitions occurred during this period. At GMU time per agenda item decreased several years after the retirement of George Johnson in 1997, however, there was no particular impact noted for the retirement of Paul Torgersen from VT in 2000. This data could be influenced by the fact that with the Johnson retirement there was also a change in rector, but with the Torgersen retirement, there was not. VT’s average minutes per action item fluctuated less than at the other three institutions, as well.

Table 28: Pre-2002 Average Minutes Per Action Item
+ = change in rector  ^ = change in president  * begin use of consent agenda

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>GMU</td>
<td>13</td>
<td>19</td>
<td>15</td>
<td>7+^</td>
<td>7</td>
<td>20+</td>
<td>12</td>
<td>10</td>
<td>23</td>
<td>14</td>
</tr>
<tr>
<td>UVA</td>
<td>16</td>
<td>11</td>
<td>12</td>
<td>11*</td>
<td>12</td>
<td>9+</td>
<td>12</td>
<td>12</td>
<td>11</td>
<td>12</td>
</tr>
<tr>
<td>VCU</td>
<td>12*</td>
<td>11</td>
<td>10+</td>
<td>11</td>
<td>14+</td>
<td>9</td>
<td>11+</td>
<td>13</td>
<td>8</td>
<td>11</td>
</tr>
<tr>
<td>VT</td>
<td>11</td>
<td>9</td>
<td>9+</td>
<td>8+</td>
<td>9</td>
<td>7</td>
<td>8^</td>
<td>7+</td>
<td>7+</td>
<td>8</td>
</tr>
</tbody>
</table>

Post-2002 saw GMU adopt a consent agenda in 2005, however time per agenda item actually increased following its adoption. The potential influence created by changes in board leadership can be noted for GMU in 2004 and 2008; for UVA in 2008, 2009, and 2010; and for VCU in 2008 and 2010. The retirement of Eugene Trani at VCU in 2009 did not appear to impact time spent per action item.
Table 29: Post-2002 Average Minutes Per Action Item
+ = change in rector  ^ = change in president  * begin use of consent agenda

<table>
<thead>
<tr>
<th>Year</th>
<th>2003</th>
<th>2004</th>
<th>2005</th>
<th>2006</th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>AVG</th>
</tr>
</thead>
<tbody>
<tr>
<td>GMU</td>
<td>13</td>
<td>17+</td>
<td>16*</td>
<td>11</td>
<td>11</td>
<td>16+</td>
<td>17</td>
<td>20</td>
<td>15</td>
</tr>
<tr>
<td>UVA</td>
<td>10+</td>
<td>9</td>
<td>9</td>
<td>8+</td>
<td>8</td>
<td>7+</td>
<td>10+</td>
<td>6+</td>
<td>8</td>
</tr>
<tr>
<td>VCU</td>
<td>8+</td>
<td>11</td>
<td>8+</td>
<td>8</td>
<td>14</td>
<td>12+</td>
<td>13^</td>
<td>16+</td>
<td>11</td>
</tr>
<tr>
<td>VT</td>
<td>7</td>
<td>6+</td>
<td>5</td>
<td>6+</td>
<td>5</td>
<td>7+</td>
<td>6</td>
<td>5+</td>
<td>6</td>
</tr>
</tbody>
</table>

Comparing the institutions to themselves over time, GMU and VCU were fairly consistent, with GMU spending an average of 14 minutes per item pre-2002 and 15 minutes per item post-2002 and VCU staying the same at 11 minutes per item. UVA experienced the most dramatic change, with an average of 12 minutes per item pre-2002 and an average of 8 minutes per item post-2002. VT also saw a change, but not at the same level. They went from a pre-2002 average of 8 minutes per item to a post-2002 average of 6 minutes per item. This may be an indication of more effectively managed board meetings involving better prepared board members. The raw data for each institution can be found in Appendix E.

**Board meeting length.**

AGB’s 2010 *Policies, Practices, and Procedures of Governing Boards of Public Colleges, Universities, and Systems* reports that the typical board meeting for a public research university was four hours or 240 minutes. The boards studied for this research recorded the following meeting lengths:
Table 30: Board Meeting Length

<table>
<thead>
<tr>
<th>Institution</th>
<th>GMU</th>
<th>UVA</th>
<th>VCU</th>
<th>VT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pre-2002</td>
<td>141</td>
<td>369</td>
<td>209</td>
<td>181</td>
</tr>
<tr>
<td>Post-2002</td>
<td>187</td>
<td>313</td>
<td>239</td>
<td>153</td>
</tr>
<tr>
<td>Overall Average</td>
<td>164</td>
<td>341</td>
<td>224</td>
<td>167</td>
</tr>
</tbody>
</table>

The data show that both GMU and VT were below the national average for meeting length; UVA was above average; and VCU was average. This may partially be influenced the complexity of issues with which the UVA and VCU boards must deal, with both also having oversight for a medical campus and with UVA’s board also having responsibility for the UVA-Wise campus.

The use of a consent agenda did not have a significant impact on meeting length at UVA, which adopted its use in 1997 nor at GMU which adopted its use in 2005 (as stated earlier, VT does not use a consent agenda and VCU has used it during all the years covered by this study). Average minutes per meeting before UVA adopted the consent agenda format were 355; average minutes after the adoption did decrease slightly at 340. At GMU, meeting length actually increased after the consent agenda was adopted, from 152 minutes before its use to 199 minutes after.

Using the AGB average of 240 minutes as a reference point, three of four institutions (GMU, UVA, and VCU) came closer to the national average post-2002. VT meetings were shorter than the average both pre-2002 and post-2002.
Comparison of institutions regarding action items.

Schwartz’s (2011) AGB datafile article, What’s on Board Agendas? reported that a 2010-2011 survey of 244 public universities established that the top four items on board agendas were finances, facilities, strategic planning, and academic programs. Each of the institutions in this study had finances and facilities as two of their top four action items and GMU and VCU mirrored the national percentages in all four categories. VT and UVA did not. UVA’s top action items included personnel and uncategorized instead of strategic planning and academics and VT’s top items included uncategorized instead of strategic planning.

Figures 1 through 8 provide two ways in which the action item data were analyzed. The first uses the average number of times boards took action on items in a specific category during each meeting. The second measure is the percentage of the specific action item category in relation to all board actions recorded in the minutes per meeting.

Figures 1 and 2 relate to GMU. Pre-to-post 2002, GMU’s number of board action items increased significantly (defined by a 0.5 increase or greater) in the capital expenditures, strategic planning, personnel, and academic categories. There was no significant decrease in any category (defined by a 0.5 decrease or more). When the percentage of the action item category for all action items is examined, the data show those same increases, however only one category, personnel, showed a significant increase (defined as 5% or greater). The percentage of finance action items was the only category to show a significant decrease (5% or greater).
Figure 1: Comparison of Number of Pre-and-Post-2002 Action Items for GMU

Figure 2: Comparison of Percentage of Total Pre-and-Post-2002 Action Items for GMU
Figures 3 and 4 relate to UVA. Pre-to-post 2002, UVA’s *number* of board action items increased significantly (defined by a 0.5 increase or greater) in the finance, capital expenditures, personnel, and uncategorized categories. There was no significant decrease in any category (defined by a 0.5 decrease or more). When the *percentage* of the action item category for all action items is examined, the data show no significant increases or decreases (defined as 5% or greater).

**Figure 3: Comparison of Number of Pre-and-Post-2002 Action Items for UVA**
Figures 5 and 6 describe the VCU data. Pre-to-post 2002, VCU’s number of board action items increased significantly (defined by a 0.5 increase or greater) in the strategic planning, academic, and uncategorized categories. There were significant decreases (defined by a 0.5 decrease or more) in the finance and personnel categories. When the percentage of the action item category for all action items is examined, the data show similar increases in strategic planning and academic categories (defined as 5% or greater) and a significant decrease (5% or greater) in the finance category.
Figure 5: Comparison of Pre-2002 and Post 2002 Action Items for VCU

Figure 6: Comparison of Percentage of Total for Pre-and-Post-2002 Action Items for VCU
Figures 7 and 8 relate to the data from the VT board meetings. Pre-to-post 2002, VT’s *number* of board action items increased significantly (defined by a 0.5 increase or greater) in the finance and uncategorized categories. There was no significant decrease in any category (defined by a 0.5 decrease or more). When the *percentage* of the action item category for all action items is examined, the data show those significant increases (defined as 5% or greater) in only the uncategorized category and a significant decrease (5% or greater) in the academic category.

**Figure 7: Comparison of Pre-and-Post-2002 Action Items for VT**
Comparing the institutions to each other, it can be seen by observing the data in Figures 1 – 8 that there is little consistency among them. As it relates to the percentage of the whole for each action item, pre-2002 three of the four institutions dealt with financial action items the most (GMU, UVA, and VT) and for the fourth, VCU, finance had the second largest number of action items. However, post-2002, finance action items slipped in their percentage of the whole in three of the four institutions (GMU, UVA, and VCU), but remained the top category of action item for VT. VCU saw the biggest shift, with finance action items decreasing from 19% of the total pre-2002 to 13% post-2002. One of the most interesting differences was in the percentage of action items involving strategic planning. The percentages at both GMU and VCU were higher than those of
UVA and VT. Three of the four institutions saw increases in the strategic planning action items between pre-2002 and post-2002 (GMU’s increased 2%, UVA’s increased 3%, and VCU’s increased 7%), while VT saw a decrease of 2%.

In April 2002, Governor Warner signed into law the Commonwealth of Virginia Educational Facilities Bond Act which provided funds for capital projects at public higher education institutions, museums, and other educational facilities. The following funds were provided to the institutions in this study: GMU--79.6 million; UVA--68.3 million (with UVA-Wise also receiving 9.5 million); VCU--76.8 million; VT--72.1 million (University of Virginia Bond Referendum, 2002). The researcher was interested to discover whether the 2002 bond monies had an effect on the action item categories of finances, capital expenditures, and strategic planning, as board decisions on the construction and renovation of buildings would be recorded in those areas. A study of the minutes shows boards beginning the process of architect and design selection in 2001, anticipating the passage of the bond act, so data was analyzed from 2001 through 2004, when the majority of projects had been completed.
Figure 9: Finance, Capital Expenditure, and Strategic Planning Action Items

The data show an increase in these three action items for all institutions, indicating that the bond act may have been a factor in board actions during that period.

For all institutions, the lowest percentage of action items voted on was in the categories of student life and CEO. However, another pivotal event that affected higher education institutions in Virginia and across the nation was the tragic shooting rampage on the VT campus in April 2007. The researcher was interested to see if there was an increase in the number of student life action items following the shootings, as institutional boards voted on gun, mental health, and student privacy policies.
Figure 10: Student Life Action Items

The data show an increase in student life action items in three of four institutions during the year of the shooting and the following year. The most marked increase was at the site of the shootings, VT.

With the other data, UVA had a significantly larger percentage of personnel action items, with that percentage in the top three action items across all years. This could be because UVA’s board also votes on personnel action items for the UVA-Wise campus. The percentage of academic action items was higher at GMU and VT than at UVA and VCU during this period. For GMU, the percentage of academic action items was in the top three across all years, with it being the top item post-2002. For VT, it ranked second pre-2002 and third post-2002. Both VT and GMU were creating new programs, especially in the bioinformatics, biodefense, and nanotechnology fields. At the same
time, some liberal arts programs were consolidated or renamed and departments, schools and colleges were reorganized.

For all institutions, the lowest average for board action items was those dealing with the CEO, although GMU had a higher percentage than the other institutions with 6% pre-2002 and 4% post-2002. The other three institutions remained in the 1-2% range throughout. Boards routinely act on matters relating to the president when (or if) they perform a presidential evaluation, which usually occurs once annually, and when they set his or her compensation for the upcoming year. It is rare that boards vote on action items regarding the president more frequently, although when an institution is undergoing a crisis with the board or with the president, such as what occurred with President Sullivan and UVA in 2012, the frequency would increase. Other matters related to the president are occasionally discussed in executive session and those sessions are not public record.

The researcher was interested in determining whether presidential change affected the number of action items in this category, but no pattern was present. GMU installed a new president in 1997 and the CEO action items for the previous year (the year in which the presidential search would have been most engaged) and the transition year averaged 0.275% while the overall average for GMU pre-2002 was 0.7%. VT’s presidential transition was in 2000. For 1999 and 2000, the average CEO action item was 0.5%; overall pre-2002 it was 0.4%. VCU had a presidential transition in 2009 and had a 2008-2009 average of 0.375% for CEO action items and an overall post-2002 of 0.4%. This could be due to the fact that boards typically create ad hoc committees for presidential
searches and much of the work would be accomplished in committee and reported to the full board.

Another interesting trend was the increase of uncategorized items for three of the four institutions from pre-2002 to post-2002. GMU stayed the same (at 11%), but UVA increased from 17% to 20%; VCU increased from 12% to 16%; and VT had the sharpest increase—from 13% to 19%. For the three institutions with the increase, the percentage changed sufficiently to make uncategorized items one of the top three items for those institutions post-2002.

**Conclusions regarding board meeting template.**

One measurement of the quality of board governance can be described by the actions taken by board members as they participate in meetings. For the research question, “Is there any tangible evidence that board meetings have changed since the advent of the Commission?” the answer is affirmative in that board meeting length, board committee structure and organization, and board time on task either moved closer to national averages or better reflected established best practices. However, it is inconclusive as to whether those changes occurred because of the board appointments recommended by the Commission. Other differences appear to reflect the specific institution’s changing priorities as opposed to differences based on board member appointments. Additionally, there was a significant pre-to-post 2002 increase for three institutions (VCU, UVA, and VT) in the uncategorized action items, which may reflect a decreased emphasis on strategic governance or may be the result of variable factors for board governance at institutions with different priorities and concerns.
Interview Analysis

Board rector or vice rector interviews.

The eight interviews with either a board rector or vice rector were coded B1-B8. The transcripts of each can be found in Appendix G. Four interviews were with board members serving before 2002 and four were after, with one board member who served on the same board both before and after. His service as rector was post-2002, so the interview was geared to that time period.

Table 31: Demographic Information on Board Rector or Vice Rector Interviewees

<table>
<thead>
<tr>
<th>Pre or Post-2002</th>
<th>Gender</th>
<th>Ethnicity</th>
<th>Occupation</th>
<th>Alumni Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pre-2002</td>
<td>Male</td>
<td>Caucasian</td>
<td>CEO/Healthcare</td>
<td>Yes</td>
</tr>
<tr>
<td>Pre-2002</td>
<td>Male</td>
<td>Caucasian</td>
<td>CEO/Engineer</td>
<td>No</td>
</tr>
<tr>
<td>Pre-2002</td>
<td>Male</td>
<td>Caucasian</td>
<td>CEO/Farmer</td>
<td>Yes</td>
</tr>
<tr>
<td>Pre-2002</td>
<td>Male</td>
<td>Caucasian</td>
<td>Lawyer</td>
<td>Yes</td>
</tr>
<tr>
<td>Post-2002</td>
<td>Male</td>
<td>Caucasian</td>
<td>CEO</td>
<td>No</td>
</tr>
<tr>
<td>Post-2002</td>
<td>Male</td>
<td>Caucasian</td>
<td>CEO/Medical Professional</td>
<td>Yes</td>
</tr>
<tr>
<td>Post-2002</td>
<td>Male</td>
<td>Caucasian</td>
<td>CEO</td>
<td>Yes</td>
</tr>
<tr>
<td>Post-2002</td>
<td>Male</td>
<td>Caucasian</td>
<td>CEO</td>
<td>No</td>
</tr>
</tbody>
</table>

The following is an encapsulation for the answers to each question during the interviews and is arranged by pre-2002 and post-2002 board service. Full answers are available in Appendix G.

Pre-2002--Why do you think you were appointed?

B1: Alumnus, knowledge of healthcare industry, worked with governor

B4: Businessman, know the region, served on numerous boards

B5: Alumnus, long-time supporter of the institution and the governor
B7: Alumnus, long-time service to the institution, knew the governor

Post-2002--Why do you think you were appointed?

B2: Donated to governor, knowledgeable about higher education

B3: Know the region, experience with non-profit boards

B6: Alumnus, long involvement with institution, experiences with boards, support governor

B8: Alumnus, businessman, board experience, well-known in region

The majority of the pre-2002 responses mention the governor, alumni status, and familiarity with the region or institution, while the majority of post-2002 responses focus on board experience. Pre-2002, three responses mention the governor; post-2002 two do. Pre-2002, only one response mentions other board service; post-2002, three do (and while he didn’t mention it specifically as an answer to that question, B2 also has had prior board experience).

Pre-2002—What is the role and responsibility of a governing board?

B1: Oversight responsibilities, strategic planning, working with administration, not being involved in day-to-day operations

B4: Not being involved in day-to-day operations, fiduciary responsibilities, supporting the mission, holding the administration accountable

B5: Working with the administration to help institution move forward

B7: Serving as liaison between the institution and the public, supporting the mission, overseeing the administration
Post-2002—What is the role and responsibility of a governing board?

B2: Not being involved in day-to-day operations, fiduciary responsibility, long-range planning, choosing a president

B3: Supporting the mission and vision

B6: Helping sustain the institution, exercising sound judgment, fiduciary responsibility, being an advocate for the institution, being a visionary thinker

B8: Govern, not manage, assisting the administration, being responsible to the constituents

While there are no majority responses to this question, there are some interesting differences in the way in which each group responded. Pre-2002, working with the administration, holding the administration accountable, not intruding in day-to-day operations, and supporting the mission were each mentioned by two board members.

Eight different responses were tallied. This is in contrast to the post-2002 responses to the same question, which generated eleven different responses. Only two types of responses had multiple answers among the respondents—fiduciary responsibility and not intruding in day-to-day operations. Across both groups not intruding in day-to-day operations was the most common response.

Pre-2002—Who are the board stakeholders?

B1: Faculty, students, staff, the administration, alumni, the local community

B4: Community, alumni, students, faculty, staff

B5: Students and alumni, staff, administration, faculty, community

B7: Students, faculty, alumni
Post-2002—Who are the board stakeholders?

B2: Governor, General Assembly, administration, students, faculty, staff, alumni, friends of the university, community

B3: People of the Commonwealth, faculty, staff, alumni, students

B6: Students, faculty, staff, alumni, community, state as a whole

B8: Students, faculty, alumni, neighbors

Again, as with the previous question, there was more variety to the post-2002 responses, with nine different stakeholders mentioned as opposed to six different responses pre-2002. Both sets of responses included, in various order, faculty, staff, students, administration, alumni, and the community. Both sets of responses had all respondents listing faculty, students, and alumni. Three of four respondents for each group also listed staff and community. Additional responses that only occurred with the post-2002 answers included the Governor and General Assembly (one response), friends of the institution (one response) and the people of the Commonwealth (two responses).

Pre-2002—Define an effective board

B1: Has good leadership, can attract and keep a good president, has fundraising ability, plays an advocacy role

B4: Understands its role, is passionate about its work

B5: Serves as caretaker for institution, nurtures the president, helps the institution improve

B7: Has committed members, able leadership, is mission-focused, and maintains the proper relationship with the president
Post-2002—Define an effective board

B2: Oversee finances, engages in long-range planning, chooses a good president, promotes a good image for school, complements and supports administration

B3: Works together as a unit, makes decisions for the good of state and institution

B6: Selects and oversees a strong president, maintains a good rector/president relationship

B8: Sticks with the plan

The responses for defining an effective board varied widely, in part depending on how the respondent viewed the question. There was little homogeneity between the responses for both groups, except that both groups had several responses mentioning the board’s responsibilities regarding the president (three pre-2002 and two post-2002). The only other aspect of the definition that had multiple pre-2002 responses was good leadership (three responses). Post-2002, the other only other response that had multiple mentions involved long-range or strategic planning.

Pre-2002—What is the greatest challenge facing Virginia’s higher education boards?

B1: Money, student debt

B4: Competition from for-profits and online programs, need to create a niche

B5: Need for board members who are willing to serve

B7: Coordination of various institutions in the Commonwealth, funding, student debt

Post-2002—What is the greatest challenge facing Virginia’s higher education boards?

B2: Funding, diversity, the global economy, duplication of programs
B3: High costs of education, student debt, receding funds
B6: Lack of funds
B8: Money, fundraising

The responses to this question primarily involved financial issues—whether it is reduced funding, high costs, or student debt, with all four respondents post-2002 mentioning one of these issues. Interestingly, only two pre-2002 board members mentioned money or lack of funds and student debt. The only other response that had multiple mentions involved coordination of programs across the state, with one respondent from each time period.

Pre-2002—What are the most important individual attributes of effective board members?

B1: Possesses analytical skills, is open-minded, understands the differences between other boards and higher education boards
B4: No ego, being able to consider multiple view points, being a consensus-maker
B5: Caring about the institution, being a good listener
B7: Having the ability to reach consensus, being a good listener, ability to grasp complex issues, not participating in group think, possessing openness and trust

Post-2002—What are the most important individual attributes of effective board members?

B2: Being a good listener, considering other perspectives, studying the issues
B3: Being a “big picture” thinker, a good listener, and a willing compromiser
B6: Possessing a willingness to commit to the institution, having respect for others, being a good listener, having no ego, believing in the mission

B8: Ability to deal with complexity, ability to predict results from actions

There was little congruity in the responses to this question, with the only aspect mentioned multiple times post-2002 being that of being a good listener. Several aspects received multiple mentions pre-2002 with no majority answers. Mentioned by two respondents were the following: ability to deal with complex issues/analytical thinking skills; being open-minded; being a consensus-builder; and being a good listener. The only response that received multiple mentions across both groups was being a good listener.

Pre-2002—What do you feel were your strengths as a board member?

B1: Analytical skills, being open-minded, understanding the difference in types of boards

B4: Being a consensus builder, many years of board experience, being a strategic thinker

B5: Devotion to my institution, many years of other board service

B7: Training as attorney, ability to facilitate debate, being a consensus builder, having a good work ethic

Post-2002—What do you feel were your strengths as a board member?

B2: Long involvement with higher education, long involvement with the institution, know many General Assembly members

B3: Know about board service, know the area, know the institution

B6: Commitment, knowledgeable about board service
B8: Understand the institution, have no ego, ability to be a consensus-builder and a role model

There were several threads that emerge when looking at the responses to this question. Pre-2002, the responses that occurred most often were the ability to think analytically or strategically (twice), understanding board work (three times), and being a consensus-builder (twice). Post-2002, understanding of board work occurred twice (and was the only attribute listed multiple times across both time periods) and knowing the institution well occurred three times. All other responses in both times periods were singular.

Pre-2002—What prior personal or professional experiences do you think are valuable for board members?

B1: Possessing previous board experience, NOT being an alumnus
B4: Having the ability to work with others
B5: Possessing previous board experience
B7: Having the proper attitude

Post-2002—What prior personal or professional experiences do you think are valuable for board members?

B2: Being knowledgeable about higher education, having previous board experience
B3: Having non-profit board experience, having some leadership experience
B6: Understanding the mission and history of the institution, experience in running something
B8: Ability to engage in group decision making

Responses to this question were more focused and generated fewer responses. One pre-2002 response had more than one responder—having had some board experience; one post-2002 response had more than one responder—having had some leadership experience. Prior board experience and the ability to work with others in a group were the only responses shared by both groups.

Pre-2002—How knowledgeable are board members concerning the issues facing higher education?

B1: Varies, but is not necessary

B4: Varies. Concepts difficult and there is need for orientation

B5: Not very, but that is not as important as understanding the institution

B7: Varies. Institutional issues more important

Post-2002—How knowledgeable are board members concerning the issues facing higher education?

B2: Varies

B3: Varies. Orientation important

B6: Varies. It is complex and orientation important

B8: Depends on their background, but most probably know enough

The responses to this question were the most congruent. With both the pre-2002 and post-2002 responses, a majority answered that it varied. Pre-2002, there were two responses that mentioned that issues specific to the institution were more important for board members to understand than issues regarding higher education in general. Post-
2002, there were two responses that pointed out the need for a good orientation process that would assist board members with understanding the issues.

Pre-2002—What should be the preparation/orientation of board members?

B1: Retreat; One-day orientation for new members; expectation sheet;
   explanation of the public nature of the board’s work; understanding of time
   commitment

B4: Special session for new members; by-law review; overview of legal aspects
   and budgetary processes; overview of different departments

B5: By-law and budget reviews; enrollment history; long-range planning process;
   board retreat with outside facilitator

B7: Understanding differences in public and corporate boards; overview of
   processes and procedures

Post-2002—What should be the preparation/orientation of board members?

B3: Materials to help members understand the institution and the difference in
   higher education board service; orientation should be on-going

B6: Materials regarding local higher education issues; briefings on higher
   education board service and issues of public record

B8: Use of AGB materials; materials to help board members understand specific
   institution

Understanding processes and procedures through a review of the by-laws was the
most mentioned response pre-2002 (with three responses), following by multiple
responses (two) for having a board retreat, holding a one-day orientation specifically for
new board members, ensuring that board members understood the budget and had an overall understanding of the various facets of the institution. There were no majority responses post-2002, but there were multiple responses (two) for understanding the differences between higher education boards and other board service and having an overall understanding of the various facets of the institution.

Pre-2002—Describe those attributes of board service that were the most rewarding and challenging to you.

B1: Learning about how a higher education board operates was both rewarding and challenging

B4: Most rewarding was seeing successful new initiatives; most challenging was how different a higher education board is from other boards

B5: Most rewarding was serving the alma mater; most challenging was not being reappointed

B7: Most rewarding was the ability of the board to successfully deal with controversial issues; most challenging was dealing with the media

Post-2002—Describe those attributes of board service that were the most rewarding and challenging to you.

B2: Most rewarding was successful implementation of policies and seeing students’ successes; most challenging was when other board members “didn’t get it”

B3: Most rewarding was seeing the institution “flourish”; most challenging was the time commitment
B6: Most rewarding was serving the alma mater; most challenging was dealing with tough issues

B8: Most rewarding was seeing the institution grow in reputation; most challenging was the time commitment

Pre-2002, there were no responses that were similar regarding the most rewarding aspect of board service. For the most challenging aspects, two members did mention how different higher education boards were from other boards. Post-2002, three of the four respondents mentioned some aspect of the success of the institution as being the most rewarding aspect of their board service. Two respondents mentioned the time commitment required to serve on the board as the most challenging aspect. Two alumni, one from each time period, noted that serving the alma mater was the most satisfying to them.

Pre-2002—What might improve the selection process for boards?

B1: Special needs analysis for each institution; information from exit interviews for those leaving boards before they have to

B4: The Commission

B5: Remove some power from the governor

B7: Having the governor be more guided by the leadership of the specific institution

Post-2002—What might improve the selection process for boards?

B2: Keeping the Commission de-politicized

B3: More diversity
B6: The Commission, although not lately

B8: The Commission

Three of the pre-2002 responses addressed the need for more input in the process, with one response suggesting the governor should have less power over the process, one response citing the input of the Commission, and one response suggesting that the governor place more emphasis on recommendations from the institution itself. Three of the post-2002 comments also mentioned the Commission, with two responders indicating some degree of concern as to the political nature of the Commission.

Pre-2002—Why do you think Governor Warner created the Commission and has it made an impact on the way in which higher education boards function?

   B1: Created to get the best people; not sure if things improved
   B4: Created to get the best people; yes, things have improved
   B5: Created to remove politics from board appointments; no, because it’s still political
   B7: Created to mitigate ugly issues; yes, because of the quality of the panel

Post-2002—Why do you think Governor Warner created the Commission and has it made an impact on the way in which higher education boards function?

   B2: Created because he knew the old way wasn’t working; yes, things have improved
   B3: Created because of “nutty 90s boards”; yes, things have improved
   B6: Created because he cares about good processes; mixed impact
B8: Created to assist him with mass of appointments; yes, things have improved

The single pre-2002 multiple response was that the Commission was created to attract better people to board service. Post-2002, there was also one multiple response, and that highlighted Governor Warner’s desire for a better process. As to whether the Commission has been successful, pre-2002 board members were less positive, with two indicating that it had been successful, one indicating it had not, and one who answered that he was unsure. Post-2002 responses were more positive, with a majority indicating that things had improved under the tenure of the Commission and one response indicating “mixed” results.
### Table 32: Board Rector or Vice Rector Rating on Influence in Board Appointments

#### Pre-2002

<table>
<thead>
<tr>
<th>Rating</th>
<th>B1</th>
<th>B4</th>
<th>B5</th>
<th>B7</th>
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<tbody>
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<td>Governor</td>
<td>Governor</td>
<td>Governor</td>
<td>Governor/General Assembly</td>
</tr>
<tr>
<td>4</td>
<td>Commission</td>
<td>President/Alumni</td>
<td>President/Commission</td>
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</tr>
<tr>
<td>3</td>
<td>President</td>
<td>President</td>
<td>General Assembly</td>
<td>Alumni</td>
</tr>
<tr>
<td>2</td>
<td>Alumni</td>
<td>Commission</td>
<td>SCHEV</td>
<td></td>
</tr>
<tr>
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<td></td>
<td>SCHEV</td>
</tr>
<tr>
<td>0</td>
<td></td>
<td>General Assembly, SCHEV, Alumni</td>
<td></td>
<td></td>
</tr>
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</table>

#### Post-2002

<table>
<thead>
<tr>
<th>Rating</th>
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<th>B3</th>
<th>B6</th>
<th>B8</th>
</tr>
</thead>
<tbody>
<tr>
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<td>Governor/General Assembly</td>
<td>Governor</td>
<td>Governor/General Assembly</td>
<td>Governor/Commission</td>
</tr>
<tr>
<td>4</td>
<td>Commission</td>
<td>President</td>
<td></td>
<td>General Assembly</td>
</tr>
<tr>
<td>3</td>
<td>President/Alumni</td>
<td>President</td>
<td>Alumni</td>
<td>President</td>
</tr>
<tr>
<td>2</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>1</td>
<td>General Assembly, SCHEV, Alumni</td>
<td></td>
<td></td>
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<tr>
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<td>SCHEV</td>
<td></td>
<td></td>
<td>SCHEV</td>
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</table>
Table 33: Board Rector or Vice Rector Average Scores Per Category

<table>
<thead>
<tr>
<th>Category</th>
<th>Pre-2002</th>
<th>Post-2002</th>
<th>Rate of Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Governor</td>
<td>5</td>
<td>5</td>
<td>None</td>
</tr>
<tr>
<td>President</td>
<td>3.5</td>
<td>3.25</td>
<td>-.25</td>
</tr>
<tr>
<td>Alumni</td>
<td>2.25</td>
<td>2</td>
<td>-.25</td>
</tr>
<tr>
<td>General Assembly</td>
<td>2.25</td>
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</tr>
<tr>
<td>SCHEV</td>
<td>.75</td>
<td>.5</td>
<td>-.25</td>
</tr>
<tr>
<td>Other (Commission)</td>
<td>2.5</td>
<td>4.5</td>
<td>+2</td>
</tr>
</tbody>
</table>

*President or chief of staff interviews.*

Either the president or the chief of staff who was in that position in 2002 was interviewed. The interviewees are labeled A1 through A4. The full transcriptions of those interviews can be found in Appendix G. Answers to the questions asked during the interview are encapsulated in the following pages. The researcher gleaned the most relevant comments that would lend themselves to comparing and contrasting the views of the presidents or chiefs of staff. The interview with A1 was different than the others. When the researcher explained the topic of the dissertation, A1 launched into a series of reminisces of “bad” board members and specific appointees. It is worthwhile to read A1’s comments in the full transcription, however several questions were not asked due to A1’s need to relate opinions and A1 had to leave for another appointment. As a group, the presidents or chiefs of staff were the most anecdotal and descriptive. From this point, the researcher will use “administration” to describe this cohort.
What is the role and responsibility of a governing board?

A2: The board has the ultimate responsibility for all aspects of the university. However, it delegates most of its responsibility to the president who, in turn, delegates some of it to others—administrators and faculty.

A3: They are to set the overall policies for the university—the high level priorities. They should operate strategically.

A4: Their main role is that they have specific fiduciary responsibility. They create and approve the budget and establish funding priorities at the highest levels. They have other roles, but to my mind, those roles are subsidiary to this.

As would be expected, the administrative response to this question focuses on the strategic nature of board service.

Who would you identify as the board’s stakeholders?

A2: Citizens, appointing governor and current governor, General Assembly

A3: Students—past, present, and future

A4: Students, faculty and staff, and citizens—in that order

It is interesting to note that the answers for this question were all very different, with A2 not even mentioning students, staff, and faculty (often considered primary stakeholders) and A3 only mentioning students. When compared to the responses provided by the pre-2002 and post-2002 board members, the administrators’ responses are more focused.
How would you define an effective board?

A1: One that understands its main responsibilities; not day-to-day operations; supporting the president; making sure the institution has enough resources
A2: One that understands its strategic role and is supportive of the president and the institution; understands complexity of higher education; govern, not manage
A3: One that understands their responsibilities and how important they are; one that tries to understand the issues and act on them; not afraid to disagree
A4: A board with clear priorities; supports the mission and encourages others to do so

What would you describe as characteristics of a high-performing board?

A1: One with intense loyalty to the institution
A2: One with a strong rector
A3: See previous answer
A4: A strong, capable rector; trust president enough not to micromanage

Answers to the last two questions clearly center around the desire for the board to understand its oversight role and on the necessity of the proper relationships between administration and board leadership.

What do you see as the greatest challenge for Virginia’s governing boards today?

A1: Money, money, money. Lack of state funding and alumni gifts
A2: Shared governance between presidents, SCHEV, the General Assembly, the governor, and boards affiliated with the institution
A3: Financial situation; difficult to preserve accessibility to education
A4: Funding; shrinking state support, rising costs

The majority of administrators cite money/funding/cost as the primary challenge, however A2 does not even mention it. A2 is concerned with the balance of power between the various entities involved in public higher education.

What are some specific individual attributes that make for effective board members?

A1: Dedication to the institution; ability to communicate; not being an ideologue; people with some clout

A2: Commitment to institution and to higher education; understanding their role; getting the “big picture”

A3: Intelligent; open-minded; analytical; rational

A4: Commitment to the institution; willingness to learn

While a majority of administrators mention commitment or dedication to the institution, several of the other responses stand out—particularly “people with clout.” A1 explains what is meant by that by stating that “it helps to have people who have some pull with members of the General Assembly—people who can help the institution.” A2 made a similar comment, when remarking that, “…when a board appointment is announced the reputation of the university should grow—not the other way around.”

What prior personal or professional experiences make for effective board members?

A1: Not important

A2: Experience in managing people; experience with higher education institutions

A3: Someone with experience in large businesses or corporations; alumni—they understand the institution and its mission
A4: Prior board service; leadership experience; knowing how to deal with other people; people with credibility

A majority of responses mention leadership/management/board experience as important. However, A1 states that “what you have done for a living is not as important as your dedication to the institution.”

How knowledgeable do you think board members are regarding higher education?

A1: Not very—we need to do a better job with orientation
A2: No matter how knowledgeable they think they are, most are unprepared for the complexity of universities
A3: Varies, but not critical because of orientation. More important to have business experience than higher education knowledge
A4: It’s not crucial; 30% on our current board, but “a little knowledge is a dangerous thing”

What should be the preparation for board members after they are appointed?

A1: Need to use AGB materials better
A2: It should be intensive because they need to understand quickly; intensive at first, but then on-going
A3: Attend SCHEV orientation; present board notebook which is a good tool; highlight financial aspects of board service; understand lingo of higher education
A4: Critical to get new members “up to speed” as quickly as possible; on-going professional development; use AGB materials
All the responses for the question about board knowledge of higher education pointed to the necessity of orientation. In a majority of responses as to what should be included in an orientation, the administrators highlighted macro-level sources, such as SCHEV and AGB and also the need for orientation to be on-going.

What has been your role related to board selection processes?

A2: Personally lobby the Governor and Secretary of the Commonwealth for the best people
A3: Submit names to the Secretary of the Commonwealth, but not much influence
A4: We recommend, and feel the governor and Commission take our recommendations seriously

How should the board establish priorities?

A2: It needs to listen to the administration and ask questions and seek alternatives
A3: It needs to listen first so it can understand the university and its strategic plan
A4: A good rector and the administration will set the agenda

What aspects of working with the board have been the most rewarding?

A1: Helping a board member get involved with the institution in ways he/she may not have before; connecting students and board members
A2: When board members learn more about the institution and feel connected to it
A3: Getting to know the members, their backgrounds; watching them really get to know the institution
A4: Seeing board members really becoming engaged with the institution

What aspects of working with the board have been the most challenging?
A1: Working with people who aren’t fully committed to the institution; getting them to commit to professional development
A2: When they cannot admit to having legitimate differences of opinion
A3: When they lose sight of the big picture or adopt a “pet” cause and try to micromanage
A4: Dealing with those members who are only on the board to satisfy their ego

It is very interesting that in the two previous questions, all four administrators answered in a similar way. Neither of the other cohort groups had that sameness of response.

What do you think would improve the process of board appointment?

A1: The Commission
A2: Need to make sure the Commission continues to exist, although very dependent on quality of Commission appointments for that to continue to be helpful
A3: More input from presidents—it should be an official part of the process
A4: Commission has helped but needs to remain as neutral as possible politically

The full comments in Appendix G provide more detail regarding the administrators’ concern that the Commission, while a step in the right direction, may fall prey to political influences and lose its effectiveness over time.

In your opinion, why did Governor Warner create the Commission?

A1: We had a bad situation in Virginia where the same people were being appointed and reappointed and he wanted to shake that up; diversify
A2: He realized things needed to change after seeing the damage done by bad appointments; he wanted it done right after seeing it done wrong

A3: He wanted a way to be able to step back from the process and do what was best for the institutions instead of feeling like he had to make certain appointments

A4: To de-politicize the process

In your opinion, has it made a difference in the quality of the boards?

A1: Boards have gotten better although it took some time to cycle the weak appointees off

A2: It has had an impact, although with some adjustments; it gave me a group to talk to about our needs

A3: Not much change; still a political component; need to let the presidents have more say

A4: Has helped with keeping off those people who have their own agenda that had nothing to do with the good of the institution

Clearly, the majority of administrators felt that boards have improved since the advent of the Commission.
Table 34: President or Chief of Staff Rating on Influence in Board Appointments

<table>
<thead>
<tr>
<th>Category</th>
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<td>College or University President</td>
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<td>SCHEV Officers</td>
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<td>Alumni</td>
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Conclusions regarding board member and administration interviews.

The research question “What perceptions exist regarding boards of visitors and their roles by those who were involved before the Commission was in place?” can be addressed by analyzing the board member and administrative responses. All four administrators mentioned “bad” board members and how political the appointment process was before the Commission. Three of the four were very adamant that the Commission had made a difference in the quality of board members appointed—one was less sure.

A1 said that “we had a bad situation in Virginia where it was the same people being appointed to boards…over and over again. Warner wanted to shake that up. He wanted to get younger people, minorities, and women in the mix…There were a number of people who were appointed…who sometimes came with their own agenda.” A1 also cited an Allen appointee who “…used his connection with Allen to influence him not to reappoint a couple excellent board members because he didn’t agree with their politics.”
A2 highlighted the process, saying that now “…we have the right system in place but we are incredibly dependent on these appointments…It all hinges on whether we have the right people on the Commission, whether we have the right person as Secretary of the Commonwealth, that we have the right person as governor.” A2 also stated that there has been a definite improvement in the type of board members and opined that “…when the Commission got put in place…it created an aggressive three-way dialogue about our needs—it was me, the Commission, and the Secretary of the Commonwealth.” A3 was less sure about the impact but felt that the Commission was created to allow the governor to “step back from the process a little and do what was best for the institutions instead of feeling like he had to make certain appointments.” A4 mentioned that Warner desired to depoliticize the appointment process and said that “It had been pretty bad in the 90s. There were a number of really questionable appointments made…Many of them clearly had an agenda that had nothing to do with the good of the institution…The Commission has helped with that.”

The overall perception of the administrators is that pre-2002 boards were negatively influenced by politically motivated appointments. Occasionally, these appointments led to board members who did not exhibit effective qualities of governance and whose presence was perceived as a detriment to board operations.

Pre-2002 board members recognized that there had been issues with the earlier boards, with comments from B4 such as “…we had some weak links on the board” and that Warner “…understood that you had to have the best people possible.” B4 also has heard from people serving on post-2002 boards that “they think things are better—more
professionalism, that sort of thing.” B5 felt that the biggest impact on the quality of boards would be to get “…people involved who are willing to commit themselves to this service. For so many it seems like they view it [board appointment] as a prestige thing. That is wrong.” B7 mentioned prior “ugly issues involving some boards” that Warner wanted to mitigate with the creation of the Commission and B1 mentioned that Warner did not feel like “…getting the best people possible for these important positions” was happening under the “other system.” It is clear from their comments that pre-2002 board members recognized there were deficiencies with boards that needed correction.

As to how they viewed their roles, the pre-2002 board members spoke of an oversight role in which board members do not micro-manage and are not self-serving. They described effective board members as those who were committed to and cared about their institution and who served as advocates and liaisons for it and who had had some kind of previous board experience.

The research question “What perceptions exist regarding boards of visitors and their roles by those who were involved after the Commission was in place?” can also be addressed by analyzing the board member and administrative responses. As stated earlier, the administrators interviewed indicated that the Commission was helpful in improving the overall quality and diversity of board members. The post-2002 board members all had the perception that boards had improved with the advent of the Commission and mentioned the “bad” boards that had been an issue pre-2002. B1 said that Warner “knew what we were doing wasn’t working well…and wouldn’t serve the best needs of the Commonwealth in the future.” B3 described previous boards as “nutty”
and felt that the Commission had mitigated some of that. B6 felt that, while the results have been mixed (expressing concern with the direction the present governor is taking) that the “first appointees were all top-notch.” B8 focused on the difference the Commission has made with the smaller, less prestigious institutions and also noted that “we moved toward more diversity on our board over time.”

As to their perception of their role as board members, the post-2002 interviewees spoke of assisting the administration, not micro-managing, and engaging in long-range planning and ensuring financial stability. They described effective board members as those who were visionaries—thinking not just of the past or present, but also of the future. They view part of their role as serving as advocates for the institution and helping “sustain” the university.

**Commission member interviews.**

Four of the inaugural appointed members of the Commission were interviewed and were assigned labels C1 through C4. The complete transcripts of those interviews can be accessed in Appendix G. Because of the small number of interviewees, including the demographic information that was collected would serve as a potential identifier, therefore it is omitted. Answers to the questions asked during the interview are encapsulated in the following pages. The researcher gleaned the most relevant comments which would lend themselves to comparing and contrasting the views of the commissioners with those of the administrators and board members.
Why do you think you were appointed?

C1: Because I was a recently retired college president and one of the requirements of the Commission make-up is a retired college administrator.

C2: Because it was my idea! Mark Warner and I had been business partners since the 80s and he knew me well. I also have board experience at my alma mater. With that experience, I had first-hand knowledge regarding the difficulty in governing institutions when the right people weren’t in the room.

C3: I served with the governor on his election team and have had prior experience as a higher education board member. He knows my standards and trusts me.

C4: I have a business background and I think Governor Warner wanted some people on the Commission who were from the business community.

Why did you agree to serve on the Commission?

C1: I felt an obligation to continue to serve the Commonwealth of Virginia and the interests of higher education.

C2: Because it was my idea! Seriously, I knew this could make a difference for the state of higher education in Virginia and I wanted to be part of it.

C3: I appreciated the opportunity to help influence how our Virginia institutions are governed.

C4: I had a lot of respect for what he was trying to do and it was something innovative. I wanted to be part of it.
During the interviews, several commissioners mentioned that it was an unique opportunity to be part of something new. That sentiment is reflected in the above responses.

What strengths do you bring to the position?

C1: I have a deep and broad knowledge of higher education in Virginia and I know a number of the sitting presidents and their institutions.

C2: As a venture capitalist, I have sat on perhaps 40 boards in my career—I am on 6 right now. I know how boards should operate. I know what it takes to be a good board member, so I know what to look for. I also have experience in higher education governance.

C3: My experiences at several universities gives me great insight into higher education boards and how they should function.

C4: My entrepreneurial background, my experience in job placement—after all, that is pretty much what we were doing. I could help match the needs of the institution with the people available to serve.

What is the role and responsibility of a governing board?

C1: I would say that it is three main things—to hire and, if necessary, fire the president; to review serious policy changes the institution is considering; to assist with fundraising initiatives.
C2: A governing board supports and promotes the mission of the institution. They, of course, work with the president—giving advice and counsel, evaluating his or her performance, and things like that. But their foremost priority should be the health and well being of the institution.

C3: A board should have a basic knowledge of higher education and should oversee the president of the institution without micromanaging him or her.

C4: The primary responsibility is for governance oversight—not micromanaging. The role is to represent the best interests of the state at a particular institution.

Define an effective board.

C1: Simply put, one that complements an effective president.

C2: An effective board knows how to listen. They know how to weigh the value of others’ opinions. They need to know it is not about them or their agenda, but about the institution.

C3: Effective boards understand their role—their place and also understand the specific ethos of their institution.

C4: An effective board is made up of people who are willing to give up their individual agenda. We need people who are independent thinkers on boards.

What are the three most important individual attributes of valuable board members?

C1: Intelligence and the ability to grasp the uniqueness of the academic mission—it is very different than that of a for-profit business; ability to comprehend the
complexity of a university and of concepts such as academic freedom; knowing not to micromanage.

C2: Experience, independence, and that they care about the institution they are serving. Independence is the most crucial attribute. You can’t be a “yes-man” for the president, the governor, or any other entity. There are no checks and balances with that attitude. They need to possess the ability to focus on the critical issues for the institution and ignore their own egos.

C3: A knowledge of how higher education is different from other “businesses;” as I said earlier, an understanding of the particular institution of which you are a part; willingness to build consensus but not to be a “yes man.”

C4: We need people who know how to analyze information and form an opinion based on that information. We need people who are willing and able to make tough decisions—setting tuition, choosing a president—decisions that affect a lot of people.

What criteria do you use to evaluate potential board members for service to various institutions?

C1: The criteria we just discussed, plus the particular match with a given institution.

C2: The most important thing is whether they are a good fit for the institution. We would recommend alumni of the institution a majority of the time because they
already understand the institution. Prior board service is almost a must. Higher education experience is not.

C3: What I just described, but also, effective boards have a variety of talents. If you have a board of all lawyers, it would be a mess...same if you had a board of all accountants. We need a mix.

C4: We tried to define what were the special attributes of each of the institutions so when we were vetting potential board members, we could see what they brought to the table that would be helpful to that particular institution. We tried to get good matches.

One aspect of the Commission’s work that was mentioned by all the interviewees was the systematic approach they took toward matching potential board members to specific institutions. According to them, great care was exercised in analyzing the needs of each institution’s board in terms of skill sets, diversity, alumni status, and other attributes. From the way in which they discussed this aspect of their work, the impression was given that that had not been the case prior to the creation of the Commission.

What prior personal or professional experiences do you think most significantly enhance the contributions of individual board members?

C1: If they are involved in other university activities, such as an alumni board or an athletics board, or with the arts, it gives them a better “big-picture” view of the institution.
C2: Again, knowledge of how governing boards operate is almost a must. It helps if they have had other connections with the institution they are serving—through service on foundation boards or athletic councils and the like. If they were good at the “little boards” they will probably have the right skills to serve competently on the “big board.”

C3: Knowing what board service is like—it is not about you or your ego—it is about the good of the institution and the people of the Commonwealth.

C4: The main thing is whether they had any previous board experience. It is difficult to serve on a board as complex as a university board if you have no prior experience. The learning curve is huge. I also think that it is important to have had some kind of business experience.

A majority of the interviewees mention previous board experience as an important attribute. Two of the four mention previous involvement with the particular institution as important.

Describe those attributes of your Commission work that were/are the most rewarding to you.

C1: We are beginning to hear from alumni and presidents that the new board appointments appear to have risen above the past, more political, agenda. In my mind, that means that we are accomplishing our mission.

C2: What I found extraordinarily rewarding was to improve the quality of the boards for the lesser institutions that had essentially been ignored for years. Our
recommendations might not have made that much difference to the prestigious schools like UVA, Tech and William and Mary, but we made huge improvements for schools like Virginia State, Norfolk State, Radford, and Longwood.

C3: Getting to know, in a much deeper way, my fellow Commissioners. It has been very satisfying personally. As well, I think our work is making an impact.

C4: The most rewarding was definitely when we placed someone at an institution that was a great fit. I also enjoyed getting to know a lot about the schools all over the state. I knew about Northern Virginia, but not much about the other regions of the state. It was also pretty rewarding when people returned your phone calls [laughs]. You know, you don’t get ignored when you are representing the Governor! It was also affirming that people were willing to give feedback to the Commission—people wanted to help—they were willing to take the time. That was good for me to see.

Describe those attributes of your Commission work that were/are the most challenging to you.

C1: Finding qualified candidates for the more marginal institutions. Those institutions need the strongest, most capable board members, but often qualified people are not interested. Again, it is easy to fill board vacancies at UVA…not so easy with some of the others.

C2: The two or three times when the governor chose to ignore our recommendations was frustrating. Two times, in particular, it led to very bad
board members, one of whom had to resign before his term ended because he never came to meetings. It was difficult when the process, which is a good one, is not followed.

C3: All the political issues that still are so much at play. It can be frustrating to deal with.

C4: I would say the politics. Many people assumed that politics was still a part of it and it’s frustrating that they couldn’t grasp that we were going about our work with a politics-neutral mindset.

In your opinion, why did Governor Warner create the Commission?

C1: To limit, or at least to reduce, the political aspects of the process. The governance of our higher education institutions is one of the most important services that someone can provide to the state. Without the right people, we will not make progress.

C2: Because he cared deeply about the future of the Commonwealth and saw that things needed to change. He was able to think about higher education in a more philosophical way than some of his predecessors, some of whom made horrible appointments.

C3: His deep desire to strengthen the democratic process in higher education. He knew things needed to be fixed.
C4: I think he wanted to make things more politically neutral, but I also think he quickly realized how important these appointments are and knew he needed help to get it right.

In your opinion, has the Commission had an impact on the way in which higher education boards function? If so, in what ways? If not, why do you think that is so?

C1: Without question, boards are more qualified today than they were a decade ago. I think we will continue to see better governance as time goes on, as well.

C2: I know it has—especially at those lesser institutions I mentioned. We consciously recruited people for some of those boards—people with the knowledge and savvy to make a difference.

C3: Yes, it has had an impact, but there is a long way to go.

C4: Oh, yes—without a doubt. I would say, especially for the first 10 years. I can tell that politics is entering into it again recently, though, by the type of people who have been appointed recently. It doesn’t seem as balanced as it had been.

It is interesting to note that the interviewees express concern about the politicism that still surrounds board appointments. While they all indicate that the Commission has been of benefit, they also recognize that the deeply ingrained political aspects of the appointment process will not change quickly.
Each Commissioner was asked to rate the level of influence each of the following should have on the appointment process, with five indicating the highest level of influence and one indicating the lowest level of influence.

Table 35: Commissioner Rating on Influence in Board Appointments

<table>
<thead>
<tr>
<th>Category</th>
<th>C1</th>
<th>C2</th>
<th>C3</th>
<th>C4</th>
<th>Average</th>
</tr>
</thead>
<tbody>
<tr>
<td>Governor</td>
<td>5</td>
<td>5</td>
<td>5</td>
<td>5</td>
<td>5</td>
</tr>
<tr>
<td>College or University President</td>
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<tr>
<td>General Assembly Member</td>
<td>2</td>
<td>0</td>
<td>0</td>
<td>2</td>
<td>1</td>
</tr>
<tr>
<td>SCHEV Officers</td>
<td>1</td>
<td>0</td>
<td>0</td>
<td>2</td>
<td>.75</td>
</tr>
<tr>
<td>Alumni</td>
<td>3</td>
<td>3</td>
<td>3</td>
<td>2</td>
<td>2.75</td>
</tr>
<tr>
<td>Commission (Other)</td>
<td>3</td>
<td>4</td>
<td>3</td>
<td>2</td>
<td>3</td>
</tr>
</tbody>
</table>

**Conclusions regarding commissioner interviews.**

The answer to the research question “How do Commissioners view their role?” is readily discernible after reading their responses to interview questions. They perceived their role as a service to the Commonwealth and their primary responsibility as that of providing the governor with the best possible matches for each specific institution’s needs. They spoke of advancing higher education in Virginia and focusing on helping find better board members for the less prestigious institutions. They spoke of networking to recruit the best possible people for board service and of sifting through input from General Assembly members, alumni associations, and university presidents.

The Commissioners interviewed realistically understand that the Commission cannot entirely remove politicism from the process, but as C3 said, “I have no problem if someone appoints a person who gave him a lot of money or was a political supporter.”
What we were trying to avoid was the politically motivated appointment of the unqualified person.” C3 summed it up well by saying that “When we were doing it, we really felt like we were doing important work—work that mattered. We were advancing higher education in the Commonwealth of Virginia and we had a common bond of thinking that we were doing the right thing.” The Commissioners’ views are supported by the perspectives of the two expert interviewees.

**Comparison of Responses Across All Groups Interviewed**

For all questions that were asked of each group (pre-and-post 2002 board members, administrators, and commissioners) a comparison of their answers will serve to illustrate areas of commonality and areas of difference. For the question asking them to respond to what is the role and responsibility of a governing board there were several majority answers. All four groups mentioned strategic or long-range planning and working with or overseeing the president. Three of four groups (minus the administrators) also mentioned not micromanaging, and supporting the mission of the institution. Three of four groups (minus the commissioners) mentioned fiduciary responsibilities.

For the question asking them to define an effective board, there was less congruity of responses. Only one descriptor occurred across all groups, that of supporting the president and only one response occurred across three of the four groups (minus the commissioners), which was that an effective board is one which focuses on long-range or strategic planning. However, in the responses to what individual attributes make for good board members, there were many similarities in the answers across all groups. All four
groups mentioned analytical or critical thinking skills and caring about the institution served. Three of four groups (minus the administrators) mentioned the lack of a big ego and being a consensus-maker and three of four groups (minus the commissioners) mentioned being open-minded.

There were several majority answers to the question about which prior personal or professional experiences were important for good board members, with all four groups mentioning previous board experience as critical. Three of the four groups (minus the Commissioners) mentioned the ability to work with others as part of a group and three of four groups (minus the pre-2002 board members) mentioned the importance of prior leadership or business experience.

When asked why Governor Warner created the Commission, all four groups mentioned the need to have the best people possible engaged in board service and the perceived need to de-politicize the process. Members of all four groups also responded that there has been an improvement in boards since the advent of the Commission, however, for three of four groups (minus the commissioners) there was a mixed reaction as to whether that perceived improvement could or would continue over time.

**Comparison of Board Member and Administrator Responses**

There were several questions that were not asked of the commissioners but were asked of the other three groups, including asking them to identify stakeholders. All three groups identified faculty, staff, and students and two of three groups identified all other stakeholders mentioned. For responses to the question regarding the biggest challenge facing higher education today, all three groups mentioned money/funding. Other than
that, there was little similarity in other responses. In response to the question about how knowledgeable board members are regarding higher education, the answers that were mentioned by all three groups indicated that it varied and that, because of that, a good orientation process is crucial. The follow-up question asked the interviewee to describe what was necessary for orientation and the answers to that varied widely, with no majority of answers across the three groups. Two of three groups mentioned having retreats, the need for on-going orientation, and information to help board members understand the public nature of boards in Virginia, the difference between higher education boards and other board service, and the budget process. Two of three groups also mentioned the use of AGB materials. These three groups were also asked what might improve the selection process for boards and all mentioned the Commission, however two of three (minus pre-2002 board members) also expressed concern that the Commission could maintain political neutrality.
Table 36: Comparison of all Interviewees on Rating of Influence in Board Appointments

<table>
<thead>
<tr>
<th>Entity</th>
<th>Pre-2002 Board Members</th>
<th>Post-2002 Board Members</th>
<th>Administration</th>
<th>Commissioners</th>
<th>Total Average Score</th>
</tr>
</thead>
<tbody>
<tr>
<td>Governor</td>
<td>5</td>
<td>5</td>
<td>5</td>
<td>5</td>
<td>5</td>
</tr>
<tr>
<td>President</td>
<td>3.5</td>
<td>3.25</td>
<td>3</td>
<td>3.5</td>
<td>3.18</td>
</tr>
<tr>
<td>Alumni</td>
<td>2.25</td>
<td>2</td>
<td>2.5</td>
<td>2.75</td>
<td>2.38</td>
</tr>
<tr>
<td>General Assembly</td>
<td>2.25</td>
<td>3.75</td>
<td>.75</td>
<td>1</td>
<td>1.94</td>
</tr>
<tr>
<td>SCHEV</td>
<td>.75</td>
<td>.50</td>
<td>0</td>
<td>.75</td>
<td>.50</td>
</tr>
<tr>
<td>Commission</td>
<td>2.5</td>
<td>4.5</td>
<td>0</td>
<td>3</td>
<td>2.5</td>
</tr>
</tbody>
</table>

As can be seen by the data, the majority of all interviewees assign a consistent ranking to the governor, president, alumni, and SCHEV, with less than a point difference in their ranking. The most significant difference is seen in the General Assembly ranking (a 3-point difference) and for the Commission ranking (a 4.5-point difference). Because the Commission was not listed as a specific option, but was only introduced individually by the interviewee as “other,” that difference is less important than that of the difference for the General Assembly. It is interesting to note that both sets of board member respondents ranked the General Assembly much higher than did either the administrators or the commissioners.
Expert Interview Analysis

Three prominent experts with national reputations in higher education governance were interviewed. The first was Rich Novak, Senior Vice President for Programs and Research for the AGB and Executive Director of their Ingram Center for Public Trusteeship and Governance. The second was Belle Wheelan, current president of the Southern Association of Colleges and Schools (SACS) and a former Secretary of Education in Virginia. Wheelan was in that position when the Commission was created and was an inaugural member of the Commission. Novak and Wheelan gave the interviewer permission to identify them and quote any aspect of their interviews. The third was Rick Legon, President of the AGB. The interview was very candid and Legon gave the interviewer permission to quote some, but not all, of his remarks. Transcripts of the interviews are in Appendix G.

Novak and Wheelan were asked several questions in common and other questions specific to their areas of expertise. As one would expect, Novak’s point of view was more nationally focused and a number of his responses examine the Virginia Commission in light of national trends. Wheelan’s point of view was more specific to the Virginia Commission and how it was begun, but she also shared her SACS perspective on governance issues in higher education. Because Legon’s interview occurred towards the end of the research, the interviewer asked very specific questions geared to his thoughts on the political nature of board appointments and the overall success of the Commission.

All three interviewees indicate that Governor Warner had engaged in dialogue with a number of university presidents and had decided to make higher education reform
part of his overall campaign platform, especially following on the heels of what Novak
described as the “intrusiveness of some board members and the political and ideological
agendas they came in with,” particularly appointees from the Allen (1994 – 1998) and
Gilmore (1998 – 2002) administrations. All three also indicate that one reason the
Commission was successful during the Warner administration was that it was deliberately
bi-partisan, with one of Warner’s goals being the de-politicization of the appointment
process. All three opined that the Commission has lost its bi-partisan nature over time.

Novak spoke at length about the problem of keeping partisanship out of the
appointment process and suggested several ways in which this can be better
accomplished. He cited several weaknesses in the way in which the Virginia Commission
is structured, particularly that, since the governor appoints the commissioners, it is more
difficult to maintain political neutrality. Since the commissioners provide the governor
with three names for each open board seat, the governor has more flexibility to give the
appointment to whom he wants. He also cited as a weakness the fact that the governor
can reject the recommendations and is not bound by them. He thought that similar
commissions in other states, specifically those in Hawaii, Minnesota, and Massachusetts,
have structures in place that mitigate some of these issues.

Overall, however, he is concerned that the concept of nominating commissions is
difficult to sustain and opines that “some of them have seemed to atrophy” and that “they
don’t seem to carry the resonance they had at their creation over time. They sort of fizzle
out.” When asked why that was so, he spoke to the fact that, with the process so heavily
dependent on the governor, commissions reflect the governor’s passions and priorities.
Novak was asked some of the same questions as other interviewees regarding roles and responsibilities of boards, what constitutes an effective board, and what individual attributes or prior experiences make for effective board members. His description of the roles and responsibilities of a governing board was very similar to those of the other four groups. All mentioned strategic planning, overseeing the president, understanding the financial role, and upholding the mission. Other aspects that Novak mentioned include understanding educational quality, being able to articulate about your institution, and understanding where the institution fits in the overall state picture.

His description of an effective board highlighted being “engaged without micromanaging,” balancing being independent with engaging in team work, being willing to tackle the tough issues, and being able to have “policy-level conversations and difficult conversations, but at the end of the day not to be contentious.” He maintains that today’s presidents want a strong board and they want to be challenged.

As far as prior experiences and individual attributes, Novak, like interviewees from the other groups, highlighted other board experience as helpful, but he also recognized there may be problems with board members who are too entrepreneurial. He maintains that they “typically deal with riskier ventures and are more impatient with the slow wheels of shared governance.” As did the other groups, Novak also points out that people who can think analytically and “who have worked with complexities” are good board members.

Belle Wheelan’s interview was particularly valuable for its intimate view of the creation of the Commission. She describes a process that sought to engage successful
alumni in service to their institutions and to identify alumni from the premier institutions (she mentions UVA and VT several times) to serve on other boards as well. She maintains that the UVA and VT alumni are well known and well respected across the state and in the state legislature, increasing the chance for institutions to have successful lobbying efforts. She described the work of the commissioners to identify and recruit these alumni, along with those who have an identified skill set necessary to the specific institution. She described meetings where each nominee is discussed and said that there was “a consensus on who would be appointed.” As did several of the commissioners interviewed, Wheelan highlights the success the Commission had in helping improve board governance at the less prestigious institutions, where she said it “made a tremendous difference.” She expressed uncertainty, however, as to whether the current Commission is as successful as the inaugural Commission had been, with an important strength of that inaugural Commission its bi-partisan nature.

Although what happened at UVA in the summer of 2012 is outside the timeframe of this study, the researcher was interested to hear Dr. Wheelen’s opinions on the subject. She explained that the SACS perspective is that institutions need to establish policies and then follow them. In this particular case, SACS was concerned about policies describing the role of faculty in shared governance and the process of presidential evaluation. She tells an interesting anecdote about the issue:

From all the press they got, and that is what brought them to our attention, it didn’t seem as if the entire board was either familiar with or involved in the evaluation process. So we asked them to give us information about their process
and their response was “we did what we know we can do, so leave us alone and stay out of our business.” Well, our board said, “no, we are NOT going to stay out of your business.” They have made some changes but they haven’t implemented the changes yet, so until they are implemented they are still out of compliance with our standards and that’s why a team of folks will be visiting them.

She also spoke to the need for transparency, for total board involvement, and the aspect of each board member being part of a whole. She said that “you give up part of your individuality when you agree to be part of a board, whether you like it or not.”

She was asked whether governance is much of an issue with SACS reviews and she responded that it is, and that it is increasing. From June to December 2012, three institutions (out of 34 reviewed by SACS) were either on warning or probation because of governance issues—Fisk University, Newberry College, and UVA. The governance standards that were not being met involved the governing board, faculty governance, board conflicts of interest, and board/administration distinction.

The focus of the Legon interview was the political aspect of the appointment process. Realistically, he thinks that the way the appointment process is structured in Virginia (and across the nation) makes it implausible to think that politics can be removed entirely. Particularly in Virginia, since a governor cannot succeed him or herself, he feels that the tendency is for the governor to cling to his or her prerogatives, including the appointive power. However, he noted that the bottom line is that candidates for board appointments who exhibit meritorious qualities for higher education governance should be chosen regardless of whether they have made donations to a
political party. “Politics is not a sin…but merit trumps it all” summarizes the gist of his remarks.

When asked whether the concept of an advisory commission still has credence and whether commissions have made a difference in the states in which they are used, he replied that he was unsure, but also responded that

I think a related question is whether it is this process or a process yet unknown, finding a process that allows for some independent application of merit in the selection process is really what we are seeking. So, does it have to be a commission or something like a commission—no, but if a state board dealing with selection can establish a policy that it follows that ensures that...just because politics prevails…imbedded in any process is some room for the criteria of merit...The real element is to recognize that there has to be a place for both merit and a skill set in order to avoid the whole UVA thing [the summer 2012 issue with the president and the board].

He also expressed the opinion that the Commission had been most effective during Warner’s term in office and saw that as natural, since it was Warner’s creation and he had more incentive to ensure that it was effective. He opined that “Kaine behaved pretty well with it [the Commission], but was less committed to it than Mark [Warner]…and there is Bob McDonnell’s commitment to it, which seems to be nothing.”

**Conclusion**

The findings using the research methods employed by this dissertation provide a context for addressing the framing question as to whether board governance in Virginia
state-supported higher education institutions improved with the advent of the Commission. Additionally, the findings provide answers for the five research questions as follows:

1. What perceptions exist regarding boards of visitors and their roles by those who served on boards before the Commission was created?
   - Pre-2002 board members and institutional leaders who were in office in 2002 were interviewed and their responses provide the basis to answer this question. All interviewees responded that pre-2002 boards were negatively influenced by some politically motivated appointments of unqualified board members. Although there was no consistent pattern to their responses, pre-2002 board members defined their role as that of overseeing the administration and of serving their institution. They had a more limited definition of board stakeholders than that of post-2002 board members (see pp. 171-186 and pp. 194-197).

2. What perceptions exist regarding boards of visitors and their roles by those who served on boards after the Commission was created?
   - Post-2002 board members and institutional leaders who were in office in 2002 were interviewed and their responses provide as basis to answer this question. All interviewees responded that the Commission made a positive difference in the quality of board governance. Post-2002 board members responses were more consistent than those of the pre-2002 board
members in defining their role based on their strategic and fiscal responsibilities and they had an expanded definition of board stakeholders (see pp. 171-186 and pp. 194-197).

3. Is there any tangible evidence that board meetings have changed since the advent of the Commission? Yes; significant in that both AGB and accrediting agencies such as SACS maintain that board meetings are a primary indicator of board performance (see pp. 148 – 170).

   o Overall, meeting length and committee structure became more closely aligned to best practices as defined by the AGB.

   o Amount of board meeting time spent on strategic action items changed.

   o Percentage of time spent on types of action items changed, particularly in response to external influences such as the capital bond referendum and increases in gun violence (for example, the VT shootings, the Southwestern Virginia Law School shootings, and the DC sniper incident).

4. Is there any tangible evidence that the composition of boards has changed since the advent of the Commission? Yes (see pp. 124-148).

   o Boards became more ethnically and gender diverse.

   o With one exception (VT), fewer alumni were appointed to boards.
Primary occupation of board members shifted to include more board members with business or management experience, particularly those who were or are CEOs.

There were shifts in the highest degrees attained by board members, but no clear pattern is indicated.

There was an increase in the percentage of board members who made significant contributions to political causes and candidates, which was not consistent with expected outcomes.

Board member attendance improved dramatically; a key indicator of effective governance, as defined by AGB and SACS.

5. How did the inaugural commissioners view their role and the impact of the Commission?

The commissioners viewed themselves as expert advisors to the governor who had the ability to make recommendations for board appointments that matched the needs of the institution. They all believed the Commission had a positive impact on Virginia public higher education governance (see pp. 207-209 and pg. 211).

A detailed discussion of the framing question, research questions, and research findings follows in the next chapter.
Chapter 5—Discussion and Recommendations

Introduction

Public higher education in the United States is a significant enterprise. According to the National Association of State Budget Officers (NASBO), in 2011 states spent over $171 billion on public higher education, accounting for 10.3% of total state spending. Total enrollment at public institutions across the nation was over 15.1 million students, with 2.2 million degrees awarded. Public higher education institutions employed over 2.5 million people (The National Center for Education Statistics, 2011). The economic impact of public higher education institutions is substantial.

Over the past decade, national attention has been drawn to issues regarding poor governance at higher education institutions including American University, the College of William and Mary, the University of Illinois, the University of Virginia, and The Pennsylvania State University, among others. Problems with micromanaging boards, boards that lack management oversight, unethical actions by board members, lack of transparency with board actions, and a misunderstanding of higher education governance have led to questions about the quality of governance exercised by boards and about what characteristics and attributes are necessary for effective board service. In Virginia, a number of board members appointed by Governor Wilder (1990-1994), Governor Gilmore (1994-1998), and Governor Allen (1998-2002) were criticized for
micromanagement and for approaching board service with a narrow political agenda that was at odds with institutional needs. Popular media, in newspapers such as *The Washington Post* and the *Richmond Times Dispatch* (see Chapter 1), tied these issues to a politically motivated appointment process.

**Virginia Context**

In Virginia, higher education is a $10 billion dollar annual enterprise that enrolls over 400,000 students and awards over 65,000 degrees (State Council of Higher Education in Virginia, 2013) and the higher education budget in Virginia represents 15.3% of the total state budget (NASBO, 2013). Virginia public higher education institutions employ more than 150,000 people and generate over $2 billion dollars in long-term state revenue each year (Rephann, 2009). The appointment of qualified and capable citizen trustees is integral to the effective governance of these institutions; institutions which have a significant influence on the economic, social, cultural, and intellectual well-being of the Commonwealth. Despite the enormous impact higher education has on the state, much remains unknown as to the best methods for choosing people to effectively govern these important institutions.

As a gubernatorial candidate, Mark Warner recognized that problems with the governance of Virginia’s higher education institutions were harmful to the state, thus higher education reform was part of his political platform during the election. During the campaign he and his staff met several times with the AGB to discuss ways in which to improve the appointment process and remove from it some of the negative political aspects. Once elected, one of Governor Warner’s (2002-2006) first acts was Executive
Order 8 which established the Virginia Commission on Higher Education Board Appointments (Commission). His goal for the Commission, as expressed in the press release that accompanied the announcement of Executive Order 8, was to create governing boards in Virginia which were “inclusive” and “diverse” and included members whose appointments were based on “merit, experience, sound judgment, and proven leadership rather than on ideology or political stance” (Warner, 2002). When the Commission was instituted in 2002 it was hailed by many, including the AGB, as a potential reform to address the flaws of the Virginia public higher education board appointment process and as an example for other states to consider.

**Research Methodology**

The longitudinal time frame of the study is from 1994 to 2010 and focuses on George Mason University (GMU) in Fairfax, the University of Virginia (UVA) in Charlottesville, Virginia Commonwealth University (VCU) in Richmond, and Virginia Polytechnic Institute and State University (VT) in Blacksburg. The data-based qualitative research methodology for the study included interviews with board leadership, administrators who held their positions in 2002, and members of the inaugural Commission; the creation of a template to gather information about individual board members who served at the four institutions from 1994 - 2010; and the creation of a template to gather information about full board meetings during that time frame. The research design is based on a focused sample of institutions in order for the researcher to delve deeply into the backgrounds of board members and board performance metrics to measure if board governance improved.
The research questions investigate whether there have been demonstrable changes in public higher education governance in Virginia following the creation of the Commission. Within that framework, other questions are explored including whether the process used by the Commission to recruit and recommend potential board appointees has made a difference in the quality of board governance in Virginia. In order to determine whether there have been improvements in governance it was necessary to create a means by which to define improvement. That was accomplished by using the research methods employed to generate information in order to compare boards and board members from before and after the Commission was created. Where applicable, the data were also compared to national standards and best practices as defined by experts in higher education governance (notably the AGB).

**Conclusions Regarding the Commission’s Effect on Board Governance**

Within the context of the original stated objectives of the Commission and based on the data from this research study, it can be concluded that the Commission has had a demonstrable impact on certain aspects of higher education governance in Virginia. Its creation forced an examination of the prevailing issues regarding board appointments and board service. Its implementation guided the commissioners to focus on the needs of each institution’s board and recommend appointments to specifically meet those needs. As evidenced by the interview responses of several administrators, board members, and commissioners, there was the perception that boards improved because of the Commission; one of the stated improvements involved the attributes of those appointed.
One prevalent critique of board composition in Virginia (and elsewhere) is that boards have been primarily composed of male Caucasian alumni, with little to no background in higher education governance. The data show that several aspects of board membership changed from pre-2002 to post-2002, including diversity. Overall, the post-2002 Virginia boards in the study:

- Became more ethnically diverse
- Became more gender diverse
- Included a lower percentage of alumni
- Experienced an increase in the number of individuals with business or managerial backgrounds
- Had better attendance at board meetings

These five attributes of the post-2002 appointments are considered aspects of higher performing boards, according to the AGB. While some of the improvements in Virginia boards may be attributed to overall national trends, the degree of improvement at the four Virginia institutions is notable. For example, pre-2002, the four Virginia institutions in this study lagged significantly behind the national averages for public four-year institutions in gender diversity (anywhere from 11% to 21%) and ethnic diversity (anywhere from 3% to 10%) and by post-2002 they had made considerable progress and were within a few percentage points of national averages. Several institutions experienced dramatic changes in board composition, including VT with an increase in the
number of women serving on boards increasing from 9% pre-2002 to 31% post-2002 and UVA with an increase in number of African American board members from 11% pre-2002 to 22% post-2002.

However, gender and ethnic diversity are not the sole answer to better board members. One criticism of Virginia higher education boards during the Wilder (1990-1994), Gilmore (1994-1998), and Allen (1998-2002) governorships was that, while some minorities and women were appointed, they did not have the type of experience that made them effective board members. The ideal would be a board populated by members whose gender and ethnic make-up mirrored that of the institution’s constituents, but who also possess the requisite requirements to be effective board members.

As stated earlier, Governor Warner’s press release regarding the Commission identified increasing the diversity of boards and making selections based on experience as key components for the improvement of Virginia’s governing boards. Several commissioners who were interviewed highlighted the importance of finding appointees who possessed management experience or who had prior board service, so it is possible that the work of the Commission is responsible for some of these post-2002 changes. The marked decrease in board meeting absences could also be a factor of the work of the Commission. Several commissioners described the thorough process they used to identify potential board members and, among a myriad of other factors, they only recommended those they felt understood the time commitment involved and who expressed a willingness to make that commitment.
A surprising aspect of the information gathered on individual board members was a post-2002 *increase* in the number and amount of political donations to either a specific gubernatorial campaign or a specific political party. The prevalent perception that a big donation buys a seat on a prestigious higher education board regardless of the qualifications of the donor, would, theoretically be mitigated by the work of a commission whose task it is to screen potential appointees based on merit and skill. With that supposition, the researcher assumed that these numbers would actually decrease. They did not, which could be a factor of an overall increase in donations to political causes nationwide from 1994 to 2010, which showed a 33% increase. The increase in Virginia during that same time frame was similar, at 32.8% (National Institute on Money in State Politics, 2013).

Another factor that may have influenced the increase in donations after the implementation of the Commission could be the increase in CEOs on boards, as the data show that more post-2002 appointees are wealthy business people who are more civically and politically active. The linkage between the increase in the number of CEOs serving on boards and an increase in donations is borne out by data tracking the occupation of the biggest donors as described in Chapter 4, which showed that 89% of those making the largest donations are or were CEOs. Much of the literature and many of the interview responses regarding attributes of effective board members highlight the importance of understanding how complex organizations operate and specify that board members with management or business experience, such as CEOs, are an asset to the board.
However, there are several scholars, including Chait, Holland, and Taylor (1996) who question whether managerial or business experience is of real value, since higher education institutions are dissimilar to other enterprises. Instead, they highlight the necessity of meaningful orientation of trustees and thorough, on-going professional development activities. The findings in this study are consistent with their research as evidenced by interview responses which highlight the necessity of a high quality orientation that will promulgate understanding of the differences in higher education governance and of the role and responsibilities of higher education board service.

It is reasonable to suppose that changes in board composition could also lead to changes in the way in which boards conduct their business. Board members who have gone through a more rigorous selection process potentially would have a better understanding of their role and responsibilities, which is consistent with the research conducted by Minor (2008) in which he concluded more scrutiny in the selection process led to higher performing boards.

The data demonstrate there were differences in how boards conducted their business pre-to-post Commission. Analysis of the board meetings reveals interesting changes across institutions and within institutions across time in the actual conduct of the meetings. Overall the data generated by the board meeting template indicate that changes in pre-to-post board meetings brought the post-2002 boards into a closer alignment with best practices, as identified by the AGB, in the following areas:

- Length of board meetings
- Time spent “on task”
Use of a consent agenda

Better strategic use of standing committees

The data did show an unanticipated increase in the number and percentage of action items that the researcher labeled as “uncategorized.” While this could be interpreted as indicative of less effective boards, since the uncategorized items did not fit into one of the strategic categories as defined by the AGB, it could also be related to the increasing complexity of higher education board responsibilities. Perhaps new definitions of strategic action items are needed. Additionally, with a shift to a consent agenda by several of the boards during the timeframe of this research, more strategic board work may be occurring at the committee level; however that cannot be directly correlated with the results of this study as only general board meeting minutes were analyzed.

An analysis of the interviews illuminated differences between pre-and-post board member responses that indicate that, overall, post-2002 board members demonstrated a better understanding of best governance practices. When the post-2002 board members’ responses to the question asking for their definition of an effective board are compared to the AGB criteria for desired qualities for effective board members (found in Chapter 1) there are more post-2002 responses that are consistent with AGB benchmarks. Post-2002 board members’ answers are also more thorough and answer the questions in more depth than the responses provided by pre-2002 board members.

Based on their responses, post-2002 board members appear to have a better understanding of their governance roles. There were more responses that mentioned
strategic aspects of board governance, the importance of prior board experience, and concern for fiduciary responsibilities. Post-2002 board member responses also included an expanded definition of institutional stakeholders, indicating a realization that the institution serves more than just faculty, staff, students, and alumni.

Post-2002 board members also responded more often about the necessity of thorough and on-going orientation for board members, especially as an aid to understanding the important differences between higher education governance and other board service or management experience. These responses are compatible with the research that indicates that board orientation and self assessment are important components for board effectiveness and success.  As discussed in the literature review, Boggs (1999) wrote on the value of state-mandated trustee education programs to accomplish this understanding and Kezar (2006) identified board orientation as one of the most important attributes of high performing boards.  Chait, et al. have written several books and numerous articles on the importance of thorough and on-going orientation and assessment activities for boards. Taylor, Gale and Freeman, and Ingram (1993) all discuss the importance of these activities especially in regard to assisting board members in understanding the differences inherent in academic governance. Post-2002 board member responses regarding orientation are another indication of a more strategic attitude toward board service.

**General Conclusions Regarding the Commission**

The majority of interviewees expressed confidence that the Commission had led to improvements in higher education governance in Virginia, however some of those
interviewed stated that the Commission has fallen victim to more politicization recently. While it is important to keep in mind that some of these opinions may have been formed regarding appointments that fall outside the scope of this study (1994-2010), the Commission has changed over time. Governor Warner (2002 – 2006) created and maintained a bi-partisan Commission; the first Commission contained four Democrats and three Republicans. During Governor Kaine’s term in office (2006 – 2010), the Commission was still technically bi-partisan, but was more heavily Democratic (four to one). Since Bob McDonnell became governor (2010 – present), the Commission is comprised of all Republican supporters (as measured by the donations they have made to political causes as found on the Virginia Public Access Project website) and out of the 87 board members who were appointed by McDonnell’s predecessor who were eligible for reappointment in 2012, only 27 were reappointed (Kumar, 2012).

Based on the research conducted for this study, it is apparent that the policies and procedures that guide the Virginia Commission have several inherent flaws that weaken its ability to reduce appointments motivated primarily by political considerations (for example, rewarding the party faithful and high-level campaign contributors). While most institutions benefit from board members who may have political influence and savvy, they do not benefit if those board members are unprepared or unqualified for board service.

One of the primary issues that has an effect on many aspects of Virginia politics is that Virginia is unique in that the governor serves one four-year term and must sit out at least four years before running for office again (which has only occurred once since the
statute has been in place, with Mills Godwin serving from 1966 – 1970 and again from 1974 – 1978). Virginia’s statute is the most restrictive compared to the other 49 states, all of which allow for a minimum of eight years service and to the 14 states that have no statutory limits on the number of terms of service (National Governor’s Association, 2013). In Virginia, a governor essentially has four years in which to make his or her mark and create a legacy. There is a sense that having no power of incumbency has led to a more partisan approach to governance, especially with the appointment prerogative, but it could also be argued that governors under this system do not have to be as concerned with politically positioning themselves for re-election.

One of the defects of the Virginia Commission is that commissioners are appointed solely by the governor. It is more difficult to remove elements of politicism from the appointment process if those making the recommendations are also politically appointed. Referencing Table 3: Commission/Council Comparison, three of six commissions have members appointed by the governor (MA, KY, VA) but two of those three (MA, KY) also have restrictions on whom the governor can appoint based on geographic location, gender and racial diversity, and the need to maintain a partisan balance. With the other three commissions (MN, HI, ND) the governor has no input and commissioners are appointed by various government entities.

Another flaw with the procedures that govern the Virginia Commission is that the governor is not required to make board appointments based on the commissioners’ recommendations. In four of the six commissions (MA, HI, ND, KY) the governor must make appointments from the list of candidates recommended by the commission. Only
Minnesota and Virginia allow the governor to appoint trustees who have not been recommended by the commissions. Additionally, unlike other states’ commissions, Virginia commissioners do not have a set term in office—they “serve at the pleasure of the governor”—essentially guaranteeing that, if a commissioner was at odds with the governor, he or she could be removed from the Commission.

These flaws may be responsible for preventing the Commission from fulfilling its intended goals as envisioned by Governor Warner. Several interviewees who were close to the process, including Rich Novak of the AGB and Belle Wheelan, Secretary of Education when the Commission was created, indicated in their responses that the Commission appears to have become more partisan and is essentially inactive. B1, B6, and C4 all responded that, in their opinion, the Commission today is not functioning as it was intended to be at its creation, citing some questionable recent appointments and the partisan nature of several of the current commissioners.

Entities such as the Association of Governing Boards have championed Virginia for being one of only six states to have an advisory commission for higher education appointments; however, recent national attention has focused on serious governance issues present at the University of Virginia. The University, whose trustee positions are highly sought, is currently on warning from its accrediting agency for multiple governance issues. The UVA board members who served on the board during that governance crisis were all appointed after the advent of the Commission, thus indicating that, while the Commission has been responsible for some improvements in governance in Virginia, there are unresolved issues yet to be addressed.
If the Virginia Commission on Higher Education Board Appointments is to be successful in continuing the critical task of recommending the best possible trustees for each specific state institution in Virginia, changes must be made. Based on this study the researcher proposes five reforms that would enable the Commission to better meet the goals for which it was established.

Reform 1: Adopt a method of Commission appointment that balances the absolute appointive power of the governor. Further study should be conducted analyzing the success of the methods employed by Hawaii and North Dakota in order to ascertain which entities should have a say in the appointment process. Potentially these could include the Speaker of the House, Minority Leader, SCHEV director, a representative from the Council of Presidents, and the chancellor of the community college system.

Reform 2: Adopt a statutory requirement that the governor must make appointments from the candidates proposed by the Commission. If none are acceptable, either to the governor or the General Assembly, the Commission would propose a second slate of potential appointees.

Reform 3: Adopt a statutory requirement that provides for a specific length of term in office for commissioners. Staggered terms of six years should be considered as it would allow commissioners to cross two different gubernatorial terms and would eliminate the ability of a new governor to “clean house” of appointees made by a predecessor.
Reform 4: Provide a policy and process for the Commission to receive recommendations from institutional stakeholders, including faculty, alumni, community leaders, and administrators.

Reform 5: To assist the Commission in making the most effective recommendations, create and implement a needs analysis for each institution’s board. Recommendations would be based on those needs, while factoring in statutory institutional requirements regarding alumni status, residency requirements, and geography. Preserving a gender and ethnic balance that reflects that of the institution and its constituents should also be considered.

These reforms are necessary to ensure that the Commission is an independent body of experts who are empowered to recommend the best possible individuals for board service. The suggested reforms can also be used by other states’ policymakers as they consider implementing a screening commission.

*The 2012 University of Virginia Governance Controversy*

Although it occurred subsequent to this research, the UVA governance scandal of summer 2012 is indicative of continued problems with higher education governance in Virginia. As a result of the what occurred, the UVA Faculty Senate convened a task force to study the structure and membership of the board of visitors and to provide suggestions for restructuring both the board and the Commission. The task force expressed concern as to whether the current governor was using the Commission as it was intended, pointing out that “McDonnell appointed four new members [to the Commission] in May of 2010, however no minutes from this new Commission are posted [online at www.virginia.gov]
and there is no evidence that the Commission has met since 2009” (p. 6). The researcher also has not been able to find evidence of minutes or meetings. The task force also suggests that

It would seem timely to revisit whether an advisory body similar to the Governor’s Commission on Higher Education Board Appointments should be reconstituted but with a more transparent process for board candidate selection and with guidance from multiple stakeholders….The commission would be receiving input from interested alumni, academic leaders, faculty, the philanthropic community, elected officials, and other interested citizens of the Commonwealth (p. 6).

The task force recommended that the Code of Virginia be revised to “include language that would require a mission-driven BOV selection process …to require, at minimum, new members with experience in higher education and relevant academic and professional fields” (p. 7). These recommendations are consistent with the reforms suggested by the researcher.

**Recommendations on Research Methodology**

This study is part of nascent research in the emerging field of public higher education governance reform. The research methods employed by this study, especially the board member composition template and the board meeting template, could be refined and employed in other studies of this type.

The information gathered on board members was of great value in assessing whether there had been changes in characteristics of pre-2002 and post-2002 board
members. For other research using the methodology introduced by this study, suggestions for improving the quality of information gathered include adding the following aspects to the board member template:

- Evidence of prior not-for-profit board experience
- Evidence of board member relationships with campus stakeholders
- Evidence of a commitment to public or community service

Each of these aspects has been identified as an attribute of effective board members and inclusion of this information would provide other areas for comparison of pre-2002 to post-2002 boards.

The board meeting template proved to be more difficult to use than expected, especially given the various reporting styles used for the board minutes from each institution and the fact that each of the institutions has significant differences from the others. Further use of this research technique would be improved by also collecting data regarding the following:

- Evidence of the strategic use of ad hoc committees
- Evidence of a committee for board self-evaluation or self-assessment
- Presence of a multi-year strategic plan
- Evidence of on-going board professional development and orientation
Regarding the interviews, the variety in the amount of detail that individuals were willing to share made a difference in the quality of the information gathered during the process. Some interviewees were very animated and loquacious, while others answered in a more formulaic or guarded manner. Overall, interviews that were conducted face-to-face had more thorough responses and had more interviewer/interviewee rapport than those conducted over the telephone. Occasionally, interviewees would launch into tangents or misunderstand a question and some questions were rendered redundant because of previous responses. Several interviewees expressed opinions on the Commission that may have been formed after the time period for this study had ended (2010), as the majority of interviews were conducted after 2010.

There have been several studies measuring board effectiveness based on various constituents’ perceptions of that effectiveness (see Chait, et al.; Dika & Janosik; Michael, et al.), but this study used a different methodology wherein specific data was collected on each board member and on each full board meeting and used to analyze board effectiveness. Comparing the pre-Commission period with the post-Commission period presented some difficulty, especially with the sheer number of board members and board meetings with which the researcher worked. Using such a large span of time (12 years) also created issues with analyzing the information against the natural political and societal shifts that occur over a decade, including cyclical state and national elections. Other influences to consider are the crises and emergencies that occurred, including the 9/11 tragedy, the VT shootings, and the 2008 economic crash.
Because of the scope of the study, only four institutions were chosen, with those four being the largest institutions based on FTES. It may have been more informative to concentrate on different types of institutions, especially since several interviewees noted that it is the less prestigious state institutions that have tended to have the weakest boards and who benefited most from the work of the Commission. By focusing solely on the larger institutions, which may have potentially attracted capable alumni board members or board members who are people of status, the findings may be less dramatic than those that may have been discovered at weaker institutions.

**Suggestions for Further Research**

Further research is indicated that would include studies similar to this in the other five states that have some type of advisory council or commission. A comparison of that data might be helpful in ascertaining which commission or advisory council policies and procedures actually produce the most effective boards. That data could provide Virginia policy makers with a better understanding of how to improve the Commission’s processes and procedures and could also be used by other states interested in creating similar advisory bodies.

A study similar to this but analyzing a different type of institution could also be instructive. The institutions in this study are either Carnegie classification Research-Extensive (UVA, VCU, and VT) or Research-Intensive (GMU). The researcher’s original plan had been to use Virginia institutions across the various Carnegie classifications to see if there were important differences in governance exposed by the data. Given the comments of several of the Commissioners regarding the impact they
thought the Commission’s appointments had on the smaller or less complex institutions, such a study could be informative.

This study did not attempt to control for all identifiable variables, but future research on this topic could examine the effects on board governance of variables such as changes in state financial support, higher education scandals (such as the UVA occurrence in 2012) or higher education crises (such as the VT shootings in 2007). Additional future research could conduct an analysis of specific governors and their impact on higher education governance by scrutinizing their political platforms, their background and experience, and whether the state of higher education improved during his or her tenure.

It would be informative to conduct research to measure whether changes in the board appointment process that occurred with the Commission have had an impact on institutional effectiveness (usually defined as student persistence, degree completion, affordability, faculty retention, patent and license activity, and amount of sponsored research). This would be done by conducting a pre-2002 and post-2002 analysis.

A study similar to this but one conducting other interviews might be useful. Because of the scope of this study, with the board member template and board meeting template, a limited number of interviews was conducted, with an emphasis on providing a sampling of constituent responses (in this case, pre-and-post board rectors or vice rectors, presidents or chiefs of staff in place in 2002, and inaugural commissioners). Other constituents could be considered, including students, faculty, legislators, and a broader group of board members.
Overall Conclusions

The Commission has had an effect on the composition of board members serving at George Mason University, the University of Virginia, Virginia Commonwealth University, and Virginia Polytechnic Institute and State University, when the qualifications of board members of those institutions are compared before and after the Commission was instituted. Board membership became more diverse and more board members came to board service with managerial and leadership experience. Board members contributed more money to political causes and had improved attendance at board meetings. Board member attitudes shifted slightly when compared before and after the advent of the Commission, with more emphasis on board experience both as a reason for why appointments were granted and as an important attribute of effective board members. The view of who comprise the institution’s stakeholders broadened after 2002, with board members more likely to mention non-campus constituencies, such as the people of the Commonwealth, the governor, and the General Assembly.

The types of trustees appointed by the Commission may have had some impact in how board meetings were conducted or on what items were on board agendas. Several aspects of the boards’ work changed post-2002, including length of board meetings and more efficient use of board time.

In conclusion, the implementation of the Commission resulted in some improvements in board appointments and board governance. However, certain structural weaknesses with the policies and processes of the Commission have limited the impact of the original reforms intended with its creation in 2002 and, as of 2013 there is some
evidence that the Commission is essentially dormant. The demonstrated weaknesses could be addressed by reforms suggested by this research and future study is indicated to identify underlying issues and possible solutions.
Appendix A: Code of Virginia Statutes for Individual Institutions in Study
§ 23-91.24. Board of visitors a corporation and under control of General Assembly.

There is hereby established a corporate body composed of the board of visitors of George Mason University under the style "The Rector and Visitors of George Mason University" hereinafter referred to in this chapter as the board. Such corporation shall be subject at all times to the control of the General Assembly. The University shall be known as George Mason University.

(1972, c. 550.)

§ 23-91.25. Transfer of property.

All the real estate and personal property now existing and heretofore standing in the name of the rector and visitors of the University of Virginia, located in Fairfax and heretofore exclusively used by the George Mason College Division of the University of Virginia, shall be transferred to and be known and taken as standing in the name and under the control of the rector and visitors of George Mason University. Such real estate and personal property shall be the property of the Commonwealth.

(1972, c. 550.)


(a) The board shall consist of sixteen members, who shall be appointed by the Governor. Of the sixteen members, two may be nonresidents of Virginia.

(b) In 1972 the Governor shall appoint the members of the board for terms beginning July 1, 1972. At least one of the members appointed each year beginning in 1978 shall be an alumnus of George Mason University or of the George Mason College Division of the University of Virginia and, insofar as is possible, ten of the sixteen members shall be representative of the principal political subdivisions comprising Planning District Number Eight and of Fauquier County. Four of such appointments shall be for terms of four years each, four for terms of three years, four for terms of two years, and four for terms of one year. Subsequent appointments shall be for terms of four years; provided, however, that appointments to fill vacancies occurring otherwise than by expiration of terms shall be for the unexpired terms.

(c) All appointments shall be subject to confirmation by the General Assembly. Members shall continue to hold office until their successors have been appointed and have qualified.

(1972, c. 550; 1977, c. 670.)
§ 23-91.27. Appointment of visitors from nominees submitted by board and association.

(a) The Governor may, if his discretion so dictates appoint visitors from a list of qualified persons submitted to him by the board of visitors and the alumni association of George Mason University on or before the first day of July of any year next preceding a year in which the terms of any of such visitors will expire.

(b) Every list of prospective appointees submitted by the board and such alumni association shall contain at least three names for each vacancy to be filled.

(c) The Governor is not to be limited in his appointments to the persons so nominated.

(1972, c. 550; 1977, c. 670.)

§ 23-91.28. No person eligible to serve more than two terms; when office of visitor deemed vacant.

No person shall be eligible to serve for more than two full four-year terms.

If any visitor fails to perform the duties of his office for one year, without sufficient cause shown to the board, the board of visitors shall, at their next meeting after the end of such year, cause the fact of such failure to be recorded in the minutes of their proceedings, and certify the same to the Governor; and the office of such visitor shall be thereupon vacant. If so many of such visitors fail to perform their duties that a quorum thereof do not attend for a year, upon a certificate thereof being made to the Governor by the rector or any member of the board, or by the president of the University, the offices of all visitors so failing to attend shall be vacated.

(1972, c. 550.)

§ 23-91.29. Powers and duties of board generally; meetings; officers; executive committee.

(a) The board of visitors shall be vested with all the rights and powers conferred by the provisions of this title insofar as the same are not inconsistent with the provisions of this chapter and the general laws of the Commonwealth.

The board shall control and expend the funds of the University and any appropriation hereafter provided, and shall make all needful rules and regulations concerning the University, appoint the president, who shall be its chief executive officer, and all professors, teachers, staff members and agents, and fix their salaries, and generally direct the affairs of the University.
(b) The board of visitors shall meet at the University once a year, and at such other times as they shall determine, the days of meetings to be fixed by them. Eight members shall constitute a quorum. At the first meeting after July 1, 1972, and every second year thereafter, they shall appoint from their own body a rector, who shall preside at their meetings, a secretary and a vice-rector. In the absence of the rector or vice-rector at any meeting, the secretary shall preside, and on the absence of all three, the board may appoint a pro tempore officer to preside. Any vacancies in the offices of rector, vice-rector or secretary may be filled by the board for the unexpired term. Special meetings of the board may be called by the rector or any three members. In either of such cases, notice of the time of meetings shall be given by the secretary to every member.

(c) At every regular annual meeting of the board they may appoint an executive committee for the transaction of business in the recess of the board, not less than three nor more than five members, to serve for a period of one year or until the next regular annual meeting.

(1972, c. 550.)

§ 23-91.30. Tuition, fees and other charges.

The board may fix, in its discretion, the rates charged the students of the University for tuition, fees and other necessary charges.

(1972, c. 550.)

§ 23-91.31. Right to confer degrees.

The board shall have the right to confer degrees.

(1972, c. 550.)

§ 23-91.32. Curriculum.

The existing collegiate curriculum shall be continued; however, the board may make such alterations therein as it shall from time to time deem necessary.

(1972, c. 550.)

§ 23-91.33. Conveyance of real estate; disposition of proceeds.

The rector and visitors of George Mason University with the approval of the Governor first obtained, are hereby authorized to lease, sell and convey any and all real estate to which it has acquired title by gift, devise or purchase since the commencement of the University under any previous names, or which may hereafter be conveyed or devised to
it. The proceeds derived from any such lease, sale or conveyance shall be held by the rector and visitors of George Mason University upon the identical trusts, and subject to the same uses, limitations and conditions, if any, that are expressed in the original deed or will under which its title was derived; or if there be no such trusts, uses, limitations or conditions expressed in such original deed or will, then such funds shall be applied by the rector and visitors of the University to such purposes as said board may deem best for the University.

(1972, c. 550.)

The University of Virginia shall be continued.

(Code 1919, § 806.)

§ 23-63. Branches of learning to be taught.

The following branches of learning shall be taught at the University: the Latin, Greek, Hebrew, French, Spanish, Italian, German, and Anglo-Saxon languages; the different branches of mathematics, pure and physical; natural philosophy, chemistry, mineralogy, including geology; the principles of agriculture; botany, anatomy, surgery, and medicine; zoology, history, ideology, general grammar, ethics, rhetoric, and belles lettres; civil government, political economy, the law of nature and of nations and municipal law.

(Code 1919, § 817.)

§ 23-64. Salary of president and professors; fees.

The president and each of the professors shall receive a stated salary, and may also receive such additional compensation out of the fees for tuition and other revenues of the University as the visitors may from time to time direct.

(Code 1919, § 816.)


It shall not be lawful for the rector and visitors of the University of Virginia to issue its obligations, to be secured by deed of trust on its real estate, without the consent of the General Assembly previously obtained.

(Code 1919, § 821.)

§ 23-66. Payment of bonds of the University.

For the payment of the bonds, with the interest thereon, issued in pursuance of the act entitled "An act to authorize the rector and board of visitors of the University of Virginia to issue bonds to pay off and discharge their floating debt and maturing obligations," approved March 28, 1871, not only the current revenue of the University, but also the property now held by the Commonwealth for the purposes of the University, shall continue liable.
§ 23-67. Payment of interest on debt of University; sinking fund.

Out of the appropriation made by the General Assembly for the support of the University of Virginia, there shall be first set apart, annually, a sum sufficient to pay the interest accruing on the existing interest-bearing debt of the University, except as provided in § 23-21, and to constitute a sinking fund for the liquidation of the principal of the same; and such sum shall be applied to no other purpose or object whatever.

§ 23-68. Provision for interest on certain bonds.

Two several sums of $50,000 in consol bonds of the Commonwealth having been donated by William W. Corcoran, of Washington, D.C., to the University, and the consol bonds, having, under the act of January 13, 1877, and the act of April 2, 1879, been converted into registered bonds in the name of the rector and visitors of the University, bearing interest at the rate of six per centum per annum, payable semiannually: It is enacted, that for the continued payment of such interest, the Comptroller is authorized and required to place, from time to time, in the state treasury a sufficient sum to pay the same as it falls due.


The board of visitors of the University of Virginia shall be and remain a corporation, under the style of "the Rector and Visitors of the University of Virginia," and shall have, in addition to its other powers, all the corporate powers given to corporations by the provisions of Title 13.1; except in those cases where, by the express terms of the provisions thereof, it is confined to corporations created under such title; and shall also have the power to accept, execute and administer any trust in which it may have an interest under the terms of the instrument creating the trust. The rector and visitors of the University of Virginia shall be at all times subject to the control of the General Assembly.

§ 23-70. Appointment of visitors generally; number and terms of office.

A. The board of visitors is to consist of 17 visitors appointed by the Governor, of whom (i) at least 12 shall be appointed from the Commonwealth at large, (ii) at least 12 shall be alumni of the University of Virginia, and (iii) at least one shall be a physician with administrative and clinical experience in an academic medical center.
B. All appointments on or after July 1, 2008, shall be for terms of four years and commence July 1 of the first year of appointment, except that appointments to fill vacancies shall be made for the unexpired terms. Members shall complete their service on June 30 of the year in which their respective terms expire, including appointments made prior to July 1, 2008. All appointments for full terms, as well as to fill vacancies, shall be made by the Governor subject to confirmation by the Senate and the House of Delegates.


§ 23-71. Appointment of visitors from nominees of alumni association.

A. The Governor may appoint visitors from a list of qualified persons submitted to him, before or after induction into office, by the alumni association of the University of Virginia, on or before the first day of April of any year in which the terms of any visitors will expire.

B. Whenever a vacancy occurs otherwise than by expiration of term, the Governor shall certify this fact to the association and nominations may be submitted of qualified persons and the Governor may fill the vacancy, if his discretion so dictates, from among the eligible nominees of the association, whether or not alumni or alumnae.

C. Every list shall contain at least three names for each vacancy to be filled.

D. The Governor is not to be limited in his appointments to the persons so nominated.

E. At no time shall less than 12 of the visitors be alumni or alumnae of the University.

(Code 1919, § 807; 1924, p. 145; 1930, p. 80; 1944, p. 400; 1945, p. 52; 1954, c. 343; 1980, c. 559; 2012, c. 599.)

§ 23-72. Eligibility to serve more than two successive terms.

No person shall be eligible to serve for or during more than two successive four-year terms; but after the expiration of a term of two years or less, or after the expiration of the remainder of a term to which appointed to fill a vacancy, two additional four-year terms may be served by such a member if appointed thereto.

(Code 1919, § 807; 1944, p. 400; 1945, p. 53; 1980, c. 559; 1989, Sp. Sess., c. 5.)

§ 23-73. When office of visitor deemed vacant.

If any visitor fail to perform the duties of his office for one year, without sufficient cause shown to the board, the board of visitors shall, at their next meeting after the end of such
year, cause the fact of such failure to be recorded in the minutes of their proceedings, and
certify the same to the Governor; and the office of such visitor shall be thereupon vacant.
If so many of such visitors fail to perform their duties that a quorum thereof do not attend
for a year, upon a certificate thereof being made to the Governor by the rector or any
member of the board, or by the president of the University, the offices of all visitors so
failing to attend shall be vacant.

(Code 1919, § 808.)

§ 23-74. Meetings of board of visitors; quorum; rector and vice-rector; secretary.

The board of visitors shall meet at the University once a year, and at such other times as
they shall determine, the days of meeting to be fixed by them. Five members shall
constitute a quorum.

The board of visitors shall appoint, from among its members, a rector to preside at their
meetings and a vice-rector to preside at their meetings in the absence of the rector. The
rector and the vice-rector shall also perform such additional duties as the board may
prescribe. The terms of the rector and vice-rector shall be for two years, commencing on
July 1 of the year of appointment and expiring on June 30 of the year of the expiration of
their terms.

The board shall also appoint a secretary for such term and with such duties as the board
shall prescribe.

The board may also appoint a substitute pro tempore, as provided in its bylaws, to preside
in the absence of the rector or the vice-rector.

Vacancies in the office of rector, vice-rector or secretary may be filled by the board for
the unexpired term, as provided in the Board's bylaws.

Special meetings of the board may be called by the rector or any three members. In either
of such cases, notice of the time of meeting shall be given by the secretary to every
member.

(Code 1919, § 809; 2003, c. 655.)

§ 23-75. Executive committee of board.

At every regular annual meeting of the board, the members shall appoint an executive
committee for the transaction of business in the recess of the board, which shall consist of
not less than three nor more than six members, to serve for the period of one year or until
the next regular annual meeting.
§ 23-76. Powers and duties of board; president and other officers; professors and instruction; regulations.

The board shall be charged with the care and preservation of all property belonging to the University. They shall appoint a president, with such duties as may be prescribed by the board, and who shall have supreme administrative direction under the authority of the board over all the schools, colleges and branches of the University wherever located, and they shall appoint as many professors as they deem proper, and, with the assent of two-thirds of the whole number of visitors, may remove such president or any professor. They may prescribe the duties of each professor, and the course and mode of instruction. They may appoint a comptroller and proctor, and employ any other agents or servants, regulate the government and discipline of the students, and the renting of the rooms and dormitories, and, generally, in respect to the government and management of the University, make such regulations as they may deem expedient, not being contrary to law. To enable the proctor and visitors of the University to procure a supply of water, and to construct and maintain a system of waterworks, drainage, and sewerage for the University they shall have power and authority to acquire such springs, lands and rights-of-way as may be necessary, according to the provisions of Title 25.1.

(Code 1919, § 811; 1938, p. 442; 1956, cc. 12, 689.)

§ 23-76.1. Investment of endowment funds, endowment income, and gifts; standard of care; liability; exemption from the Virginia Public Procurement Act.

A. The board of visitors shall invest and manage the endowment funds, endowment income, gifts, all other nongeneral fund reserves and balances, and local funds of or held by the University in accordance with this section and the provisions of the Uniform Prudent Management of Institutional Funds Act (§ 64.2-1100 et seq.).

B. No member of the board of visitors shall be personally liable for losses suffered by an endowment fund, endowment income, gifts, all other nongeneral fund reserves and balances, or local funds of or held by the University, arising from investments made pursuant to the provisions of subsection A.

C. The investment and management of endowment funds, endowment income, gifts, all other nongeneral fund reserves and balances, or local funds of or held by the University shall not be subject to the provisions of the Virginia Public Procurement Act (§ 2.2-4300 et seq.).

D. In addition to the investment practices authorized by the Uniform Prudent Management of Institutional Funds Act (§ 64.2-1100 et seq.), the board of visitors may also invest or reinvest the endowment funds, endowment income, gifts, all other
nongeneral fund reserves and balances, and local funds of or held by the University in derivatives, options, and financial securities.

1. In this section, "derivative" means a contract or financial instrument or a combination of contracts and financial instruments, including, without limitation, any contract commonly known as a "swap," which gives the University the right or obligation to deliver or receive delivery of, or make or receive payments based on, changes in the price, value, yield or other characteristic of a tangible or intangible asset or group of assets, or changes in a rate, an index of prices or rates, or other market indicator for an asset or a group of assets.

2. In this section, an "option" means an agreement or contract whereby the University may grant or receive the right to purchase or sell, or pay or receive the value of, any personal property asset including, without limitation, any agreement or contract which relates to any security, contract or agreement.

3. In this section, "financial security" means any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest, collateral-trust certificate, preorganization certificate or subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas, or other mineral rights, any put, call, straddle, option, or privilege on any security, certificate of deposit, or group or index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency, or, in general, any interest or instrument commonly known as a "security," or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing.

E. The authority as provided in this section as it relates to nongeneral fund reserves and balances of or held by the University is predicated upon an approved management agreement between the University and the Commonwealth of Virginia.


§ 23-77. Confirmation of certain proceedings and contracts.

All proceedings heretofore had before any court or in any clerk's office, and all contracts heretofore entered into, for acquiring land by condemnation or purchase, for any of the purposes mentioned in § 23-76, are hereby confirmed and made valid.

(Code 1919, § 812.)

§ 23-77.1. Authority to sell and convey certain lands.
The rector and visitors of the University of Virginia, with the approval of the Governor first obtained, are hereby authorized to sell and convey any and all real estate to which it has acquired title by gift, devise or purchase since January 1, 1900, or which may hereafter be conveyed or devised to it. The proceeds derived from any such sale or sales shall be held by said rector and visitors of the University of Virginia upon the identical trusts, and subject to the same uses, limitations and conditions, if any, that are expressed in the original deed or will under which its title was derived, or if there be no such trusts, uses, limitations or conditions expressed in such original deed or will, then said funds shall be applied by the rector and visitors of the University to such purposes as said board may deem best for the University.

(1936, p. 522; 1954, c. 185.)

§ 23-77.2. Granting easements on property of the University.

The rector and visitors of the University of Virginia are hereby authorized to grant easements for roads, streets, sewers, water lines, electric and other utility lines or other purpose on any property now owned or hereafter acquired by said rector and visitors of the University of Virginia, when in the discretion of the rector and visitors it is deemed proper to grant such easement.

(1954, c. 296.)

§ 23-77.3. Operations of Medical Center.

A. In enacting this section, the General Assembly recognizes that the ability of the University of Virginia to provide medical and health sciences education and related research is dependent upon the maintenance of high quality teaching hospitals and related health care and health maintenance facilities, collectively referred to in this section as the Medical Center, and that the maintenance of a Medical Center serving such purposes requires specialized management and operation that permit the Medical Center to remain economically viable and to participate in cooperative arrangements reflective of changes in health care delivery.

B. Notwithstanding the provisions of § 32.1-124 exempting hospitals and nursing homes owned or operated by an agency of the Commonwealth from state licensure, the Medical Center shall be, for so long as the Medical Center maintains its accreditation by the Joint Commission on Accreditation of Health Care Organizations or any successor in interest thereof, deemed to be licensed as a hospital for purposes of other law relating to the operation of hospitals licensed by the Board of Health. The Medical Center shall not, however, be deemed to be a licensed hospital to the extent any law relating to licensure of hospitals specifically excludes the Commonwealth or its agencies. As an agency of the Commonwealth, the Medical Center shall, in addition, remain (i) exempt from licensure by the Board of Health pursuant to § 32.1-124 and (ii) subject to the Virginia Tort Claims
Act (§ 8.01-195.1 et seq.). Further, this subsection shall not be construed as a waiver of the Commonwealth's sovereign immunity.

C. Without limiting the powers provided in this chapter, the University of Virginia may create, own in whole or in part or otherwise control corporations, partnerships, insurers or other entities whose activities will promote the operations of the Medical Center and its mission, may cooperate or enter into joint ventures with such entities and government bodies and may enter into contracts in connection therewith. Without limiting the power of the University of Virginia to issue bonds, notes, guarantees, or other evidence of indebtedness under subsection D in connection with such activities, no such creation, ownership or control shall create any responsibility of the University, the Commonwealth or any other agency thereof for the operations or obligations of any such entity or in any way make the University, the Commonwealth, or any other agency thereof responsible for the payment of debt or other obligations of such entity. All such interests shall be reflected on the financial statements of the Medical Center.

D. Notwithstanding the provisions of Chapter 3 (§ 23-14 et seq.) of this title, the University of Virginia may issue bonds, notes, guarantees, or other evidence of indebtedness without the approval of any other governmental body subject to the following provisions:

1. Such debt is used solely for the purpose of paying not more than 50 percent of the cost of capital improvements in connection with the operation of the Medical Center or related issuance costs, reserve funds, and other financing expenses, including interest during construction or acquisitions and for up to one year thereafter;

2. The only revenues of the University pledged to the payment of such debt are those derived from the operation of the Medical Center and related health care and educational activities, and there are pledged therefor no general fund appropriation and special Medicaid disproportionate share payments for indigent and medically indigent patients who are not eligible for the Virginia Medicaid Program;

3. Such debt states that it does not constitute a debt of the Commonwealth or a pledge of the faith and credit of the Commonwealth;

4. Such debt is not sold to the public;

5. The total principal amount of such debt outstanding at any one time does not exceed $25 million;

6. The Treasury Board has approved the terms and structure of such debt;
7. The purpose, terms, and structure of such debt are promptly communicated to the Governor and the Chairmen of the House Appropriations and Senate Finance Committees; and

8. All such indebtedness is reflected on the financial statements of the Medical Center.

Subject to meeting the conditions set forth above, such debt may be in such form and have such terms as the board of visitors may provide and shall be in all respects debt of the University for the purposes of §§ 23-23, 23-25, and 23-26.

(1994, c. 621; 2003, c. 701.)

§ 23-77.4. Medical center management.

A. The General Assembly recognizes and finds that the economic viability of the University of Virginia Medical Center, hereafter referred to as the Medical Center, together with the requirement for its specialized management and operation, and the need of the Medical Center to participate in cooperative arrangements reflective of changes in health care delivery, as set forth in § 23-77.3, are dependent upon the ability of the management of the Medical Center to make and implement promptly decisions necessary to conduct the affairs of the Medical Center in an efficient, competitive manner. The General Assembly also recognizes and finds that it is critical to, and in the best interests of, the Commonwealth that the University continue to fulfill its mission of providing quality medical and health sciences education and related research and, through the presence of its Medical Center, continue to provide for the care, treatment, health-related services, and education activities associated with Virginia patients, including indigent and medically indigent patients. Because the General Assembly finds that the ability of the University to fulfill this mission is highly dependent upon revenues derived from providing health care through its Medical Center, and because the General Assembly also finds that the ability of the Medical Center to continue to be a reliable source of such revenues is heavily dependent upon its ability to compete with other providers of health care that are not subject to the requirements of law applicable to agencies of the Commonwealth, the University is hereby authorized to implement the following modifications to the management and operation of the affairs of the Medical Center in order to enhance its economic viability:

B. Capital projects; leases of property; procurement of goods, services and construction.

1. Capital projects.

a. For any Medical Center capital project entirely funded by a nongeneral fund appropriation made by the General Assembly, all post-appropriation review, approval, administrative, and policy and procedure functions performed by the Department of General Services, the Division of Engineering and Buildings, the Department of Planning
and Budget and any other agency that supports the functions performed by these departments are hereby delegated to the University, subject to the following stipulations and conditions: (i) the Board of Visitors shall develop and implement an appropriate system of policies, procedures, reviews and approvals for Medical Center capital projects to which this subdivision applies; (ii) the system so adopted shall provide for the review and approval of any Medical Center capital project to which this subdivision applies in order to ensure that, except as provided in clause (iii), the cost of any such capital project does not exceed the sum appropriated therefor and that the project otherwise complies with all requirements of the Code of Virginia regarding capital projects, excluding only the post-appropriation review, approval, administrative, and policy and procedure functions performed by the Department of General Services, the Division of Engineering and Buildings, the Department of Planning and Budget and any other agency that supports the functions performed by these departments; (iii) the Board of Visitors may, during any fiscal year, approve a transfer of up to a total of 15 percent of the total nongeneral fund appropriation for the Medical Center in order to supplement funds appropriated for a capital project or capital projects of the Medical Center, provided that the Board of Visitors finds that the transfer is necessary to effectuate the original intention of the General Assembly in making the appropriation for the capital project or projects in question; (iv) the University shall report to the Department of General Services on the status of any such capital project prior to commencement of construction of, and at the time of acceptance of, any such capital project; and (v) the University shall ensure that Building Officials and Code Administrators (BOCA) Code and fire safety inspections of any such project are conducted and that such projects are inspected by the State Fire Marshal or his designee prior to certification for building occupancy by the University's assistant state building official to whom such inspection responsibility has been delegated pursuant to § 36-98.1. Nothing in this section shall be deemed to relieve the University of any reporting requirement pursuant to § 2.2-1513. Notwithstanding the foregoing, the terms and structure of any financing of any capital project to which this subdivision applies shall be approved pursuant to § 2.2-2416.

b. No capital project to which this subdivision applies shall be materially increased in size or materially changed in scope beyond the plans and justifications that were the basis for the project's appropriation unless: (i) the Governor determines that such increase in size or change in scope is necessary due to an emergency or (ii) the General Assembly approves the increase or change in a subsequent appropriation for the project. After construction of any such capital project has commenced, no such increase or change may be made during construction unless the conditions in (i) or (ii) have been satisfied.

2. Leases of property.

a. The University shall be exempt from the provisions of § 2.2-1149 and from any rules, regulations and guidelines of the Division of Engineering and Buildings in relation to leases of real property that it enters into on behalf of the Medical Center and, pursuant to policies and procedures adopted by the Board of Visitors, may enter into such leases.
subject to the following conditions: (i) the lease must be an operating lease and not a capital lease as defined in guidelines established by the Secretary of Finance and Generally Accepted Accounting Principles (GAAP); (ii) the University's decision to enter into such a lease shall be based upon cost, demonstrated need, and compliance with guidelines adopted by the Board of Visitors which direct that competition be sought to the maximum practical degree, that all costs of occupancy be considered, and that the use of the space to be leased actually is necessary and is efficiently planned; (iii) the form of the lease is approved by the Special Assistant Attorney General representing the University; (iv) the lease otherwise meets all requirements of law; (v) the leased property is certified for occupancy by the building official of the political subdivision in which the leased property is located; and (vi) upon entering such leases and upon any subsequent amendment of such leases, the University shall provide copies of all lease documents and any attachments thereto to the Department of General Services.

b. Notwithstanding the provisions of §§ 2.2-1155 and 23-4.1, but subject to policies and procedures adopted by the Board of Visitors, the University may lease, for a purpose consistent with the mission of the Medical Center and for a term not to exceed 50 years, property in the possession or control of the Medical Center.

c. Notwithstanding the foregoing, the terms and structure of any financing arrangements secured by capital leases or other similar lease financing agreements shall be approved pursuant to § 2.2-2416.

3. Procurement of goods, services and construction.

Contracts awarded by the University in compliance with this section, on behalf of the Medical Center, for the procurement of goods; services, including professional services; construction; and information technology and telecommunications, shall be exempt from (i) the Virginia Public Procurement Act (§ 2.2-4300 et seq.), except as provided below; (ii) the requirements of the Division of Purchases and Supply of the Department of General Services as set forth in Article 3 (§ 2.2-1109 et seq.) of Chapter 11 of Title 2.2; (iii) the requirements of the Division of Engineering and Buildings as set forth in Article 4 (§ 2.2-1129 et seq.) of Chapter 11 of Title 2.2; and (iv) the authority of the Chief Information Officer and the Virginia Information Technologies Agency as set forth in Chapter 20.1 (§ 2.2-2005 et seq.) of Title 2.2 regarding the review and approval of contracts for (a) the construction of Medical Center capital projects and (b) information technology and telecommunications projects; however, the provisions of this subdivision may not be implemented by the University until such time as the Board of Visitors has adopted guidelines generally applicable to the procurement of goods, services, construction and information technology and telecommunications projects by the Medical Center or by the University on behalf of the Medical Center. Such guidelines shall be based upon competitive principles and shall in each instance seek competition to the maximum practical degree. The guidelines shall implement a system of competitive negotiation for professional services; shall prohibit discrimination because of race,
religion, color, sex, or national origin of the bidder or offeror in the solicitation or award of contracts; may take into account in all cases the dollar amount of the intended procurement, the term of the anticipated contract, and the likely extent of competition; may implement a prequalification procedure for contractors or products; may include provisions for cooperative procurement arrangements with private health or educational institutions, or with public agencies or institutions of the several states, territories of the United States or the District of Columbia; shall incorporate the prompt payment principles of §§ 2.2-4350 and 2.2-4354; and may implement provisions of law. The following sections of the Virginia Public Procurement Act shall continue to apply to procurements by the Medical Center or by the University on behalf of the Medical Center: §§ 2.2-4311, 2.2-4315, and 2.2-4342 (which section shall not be construed to require compliance with the prequalification application procedures of subsection B of § 2.2-4317), 2.2-4330, 2.2-4333 through 2.2-4341, and 2.2-4367 through 2.2-4377.

C. Subject to such conditions as may be prescribed in the budget bill under § 2.2-1509 as enacted into law by the General Assembly, the State Comptroller shall credit, on a monthly basis, to the nongeneral fund operating cash balances of the University of Virginia Medical Center the imputed interest earned by the investment of such nongeneral fund operating cash balances, including but not limited to those balances derived from patient care revenues, on deposit with the State Treasurer.


§ 23-78. Testimonials to students.

The board shall examine into the progress of the students in each year, and shall give to those who excel in any branch of learning such honorary testimonials of approbation as they deem proper.

(Code 1919, § 813.)


Such reasonable expenses as the visitors may incur in the discharge of their duties shall be paid out of the funds of the University.

(Code 1919, § 814.)


Any person may deposit in the state treasury, or bequeath money, stocks or public bonds of any kind to be so deposited, or grant, devise or bequeath property, real or personal, to be sold and the proceeds to be so deposited, in sums not less than $100, which shall be invested in securities that are legal investments under the laws of the Commonwealth for
public funds for the benefit of the University, and in such case the interest or dividends
accruing on such investments shall be paid to the rector and visitors of the University, to
be by them appropriated to the general purposes thereof, unless some particular
appropriation shall have been designated by the donor or testator, as hereinafter provided.

(Code 1919, § 822; 1956, c. 184.)

§ 23-82. When donations for special objects, how applied, etc.

If any particular purpose or object connected with the University be specified by the
donor at the time of such deposit, by writing filed in the State Treasurer's office (which
may also be recorded in the clerk's office of the Circuit Court of Albemarle County, as a
deed for land is recorded), or in the will of such testator, the interest, income and profits
of such fund shall be appropriated to such purpose and object, and none other; or, if the
donor or testator shall so direct in such writing or will the interest accruing on such fund
shall be reinvested by the State Treasurer every six months, in the manner prescribed in
§ 23-81, and the interest thereon shall be, from time to time, reinvested in like manner for
such period as such writing or will shall prescribe, not exceeding thirty years; and at the
expiration of the time so prescribed or thirty years, whichever shall happen first, the fund,
with its accumulations, shall be paid over to the rector and visitors of the University, or
the interest, income and profits thereafter accruing upon the aggregate fund shall be paid
to them as the same shall accrue, according as the one or the other disposition shall be
directed by such writing or will, and in either case the same shall be appropriated and
employed according to the provisions of such writing or will, and not otherwise; and the
rector and visitors of the University shall render to the General Assembly, at each regular
session, an account of the disbursement of any funds so derived.

(Code 1919, § 823.)

§ 23-83. Donations irrevocable; disposition thereof, if refused, etc.

Such donations shall be irrevocable by the donor or his representatives; but if the
authorities of the University, within one year after being notified thereof (which it shall
be the duty of the State Treasurer to do immediately upon the making of such deposit
with him), shall give notice, in writing, to the State Treasurer, that they decline to receive
the benefit of such deposit, the same, with whatever interest and profits may have accrued
thereon, shall thereupon be held subject to the order of such donor or his legal
representatives; and if at any time the object for such donation or deposit is intended, by
the legal destruction of the University, or by any other means, shall fail, so that the
purpose of the gift, bequest or devise shall be permanently frustrated, the whole fund,
principal and interest, then unexpended as it shall then be, shall revert to and be vested in
the donor or his legal representatives.

(Code 1919, § 824.)
§ 23-84. Reservation of nomination by donor.

If the donor shall, in such writing, filed as aforesaid, reserve to himself or to any other person the power to nominate to any professorship, scholarship, or other place or appointment in the University, or to do any other act connected therewith, and he or such other person shall fail at any time for six months to make such nomination in writing, or to do such other act, the board of visitors may proceed to make such appointment or to do such act at their discretion.

(Code 1919, § 825.)

§ 23-85. Commonwealth to be trustee of donations; liability of State Treasurer.

The Commonwealth is hereby constituted the trustee for the safekeeping and due application of all funds which may be deposited in the treasury in pursuance of § 23-81. The State Treasurer and the sureties in his official bond shall be liable for the money or other funds deposited as aforesaid, and separate accounts of each such deposit shall be kept by the accounting officers of the Commonwealth in the same manner as are other public funds.

(Code 1919, § 826.)
§ 23-50.4. Corporation established.

There is hereby established a corporation consisting of the board of visitors of the Virginia Commonwealth University under the style of "Virginia Commonwealth University," and shall at all times be under the control of the General Assembly.

(1968, c. 93.)

§ 23-50.5. Transfer of property, rights, duties, etc., of Medical College of Virginia and Richmond Professional Institute.

All real estate and personal property existing and standing in the name of the corporate bodies designated "Medical College of Virginia" and "Richmond Professional Institute" as of July 1, 1968, shall be transferred automatically to and, by virtue of this chapter, shall be known and taken as standing in the name and to be under the control of the corporate body designated "Virginia Commonwealth University." Such real estate and personal property shall be the property of the Commonwealth. All rights, duties, contracts and agreements of the Medical College of Virginia and Richmond Professional Institute as of July 1, 1968, are hereby vested in such corporate body designated "Virginia Commonwealth University," which shall thenceforth be responsible and liable for all the liabilities and obligations of each of the predecessor institutions.

(1968, c. 93.)

§ 23-50.6. Appointment, terms, etc., of board of visitors; boards of predecessor institutions to serve as advisory boards.

(a) The board of visitors is to consist of sixteen members to be appointed by the Governor for four-year terms except that vacancies other than by expiration of term shall be filled as provided in subsection (d) and except that the initial term of the member appointed to increase the board of visitors to sixteen members shall be three years.

(b) [Repealed.]

(c) Members shall be eligible for service for two consecutive terms of four years only (exclusive of that portion of any unexpired term or any term on the board of less than four years to which he may have been appointed).

(d) All vacancies shall be filled by the Governor for the unexpired terms.

(e) All appointments are subject to confirmation by the General Assembly if in session when such appointments are made, and if not in session, at its next succeeding session.
Visitors shall continue to discharge their duties after their terms have expired until their successors have been appointed and have qualified.

(f), (g) [Repealed.]

(1968, c. 93; 1972, c. 51; 1981, c. 225.)

§ 23-50.7. Purpose of corporation; redesignation of Medical College of Virginia.

The corporation is formed for the purpose of establishing and maintaining a university consisting of colleges, schools and divisions offering undergraduate and graduate programs in the liberal arts and sciences and programs of education for the professions and such other branches of learning as may be appropriate, and in connection therewith, it is empowered to maintain and conduct hospitals, infirmaries, dispensaries, laboratories, research centers, power plants and such other necessary related facilities as in the opinion of the board of visitors are deemed proper. The colleges, schools, and divisions heretofore existing as The Medical College of Virginia shall, as of July 1, 1968, be designated The Medical College of Virginia, Health Sciences Division of Virginia Commonwealth University.

(1968, c. 93.)


The corporation is vested with all the rights, powers and privileges conferred upon and subject to all the provisions relating to similar corporations under the laws of this Commonwealth so far as they are applicable and shall have, in addition to those other powers, all the corporate powers given to nonstock corporations by the provisions of Chapter 10 (§ 13.1-801 et seq.) of Title 13.1, except in those cases where by the express terms of the provisions thereof it is confined to corporations created under Title 13.1. The corporation shall also have the power to take, hold, receive and enjoy any gift, grant, devise or bequest to Virginia Commonwealth University or its predecessors, the same to be held for the uses and purposes designated by the donor, if any, or if not so designated, for the general purposes of the corporation, whether given directly or indirectly; and to accept, execute and administer any trust in which it may have an interest under the terms of the instrument creating the trust. The corporation shall control and expend the funds appropriated to it by the Commonwealth provided by law.

(1968, c. 93.)

§ 23-50.9. Principal office of corporation; meetings, etc., and officers of board of visitors; executive committee.
(a) The principal office of the corporation shall be located, and all meetings of the board of visitors held, as far as practicable, in the City of Richmond. The board shall fix the date for its annual meeting and such other meetings as it may deem advisable. Due notice of all meetings shall be given to each visitor. A majority of the members serving at any time shall constitute a quorum. Such reasonable expenses as the visitors may incur in the discharge of their duties shall be paid out of the funds of the University.

(b) The board shall elect from its members a rector, a vice-rector, a secretary and such other officers as it deems necessary or advisable, and prescribe their duties, term of office, and fix their compensation if any. The board shall also designate an executive committee, determine the number of members thereof and the number which shall constitute a quorum; such executive committee shall perform all the duties as are delegated to it by the board.

(1968, c. 93.)

§ 23-50.10. Rights and powers of board generally; appointment, etc., of president, faculty and staff; rules and regulations.

The board of visitors shall be vested with all the rights and powers conferred upon it by this chapter insofar as the same are not inconsistent with the general laws of the Commonwealth.

The board shall appoint the president, who shall be the chief executive officer of the University, and all professors, teachers, staff members and agents, and shall fix their salaries and shall prescribe their duties.

The board shall make all rules and regulations it deems advisable concerning the University and shall generally direct the affairs and business of the University.

(1968, c. 93.)

§ 23-50.10:01. Investment of endowment funds, endowment income, and gifts; standard of care; liability; exemption from the Virginia Public Procurement Act.

A. The board of visitors shall invest and manage the endowment funds, endowment income, gifts, all other nongeneral fund reserves and balances, and local funds of or held by the University in accordance with this section and the provisions of the Uniform Prudent Management of Institutional Funds Act (§ 64.2-1100 et seq.).

B. No member of the board of visitors shall be personally liable for losses suffered by an endowment fund, endowment income, gifts, all other nongeneral fund reserves and balances, or local funds of or held by the University, arising from investments made pursuant to the provisions of subsection A.
C. The investment and management of endowment funds, endowment income, gifts, all other nongeneral fund reserves and balances, or local funds of or held by the University shall not be subject to the provisions of the Virginia Public Procurement Act (§ 2.2-4300 et seq.).

D. In addition to the investment practices authorized by the Uniform Prudent Management of Institutional Funds Act (§ 64.2-1100 et seq.), the board of visitors may also invest or reinvest the endowment funds, endowment income, gifts, all other nongeneral fund reserves and balances, and local funds of or held by the University in derivatives, options, and financial securities.

1. In this section, "derivative" means a contract or financial instrument or a combination of contracts and financial instruments, including, without limitation, any contract commonly known as a "swap," which gives the University the right or obligation to deliver or receive delivery of, or make or receive payments based on, changes in the price, value, yield or other characteristic of a tangible or intangible asset or group of assets, or changes in a rate, an index of prices or rates, or other market indicator for an asset or a group of assets.

2. In this section, an "option" means an agreement or contract whereby the University may grant or receive the right to purchase or sell, or pay or receive the value of, any personal property asset including, without limitation, any agreement or contract that relates to any security, contract, or agreement.

3. In this section, "financial security" means any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest, collateral-trust certificate, preorganization certificate of subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas, or other mineral rights, any put, call, straddle, option, or privilege on any security, certificate of deposit, or group or index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency, or in general, any interest or instrument commonly known as a "security," or any certificate of interest or participation in, temporary or interim security for, receipt for, guarantee of, or warrant or right to subscribe to or purchase any of the foregoing.

E. The authority as provided in this section as it relates to nongeneral fund reserves and balances of or held by the University is predicated upon an approved management agreement between the University and the Commonwealth of Virginia.

(2009, cc. 737, 767.)

§ 23-50.11. Tuition, fees and other charges.
The board may fix the rates charged the students of the University for tuition, fees and other necessary charges, and may fix and collect fees and charges for services rendered by or through any facilities maintained or conducted by the corporation.

(1968, c. 93; 1996, cc. 905, 1046.)


The board of visitors shall have the right to confer all degrees heretofore conferred by the Medical College of Virginia and the Richmond Professional Institute and such other degrees including honorary degrees as it may deem proper.

(1968, c. 93.)


The board of visitors of Virginia Commonwealth University, with the approval of the Governor first obtained, is hereby authorized to sell and convey any and all real estate or interests therein including easements for roads, streets, sewers, water lines, electric and other utility lines or other purposes to which it has acquired title by gift, devise or purchase. The proceeds derived from any such sale or sales shall be held by the University upon the identical trusts, and subject to the same uses, limitations and conditions, if any, that are expressed in the original instrument under which its title was derived, or if there be no such trusts, uses, limitations or conditions expressed in such original instrument, then such funds shall be applied by the board to such purposes as it may deem best for the University.

(1968, c. 93.)


Process against or notice to the corporation may be served only in the City of Richmond upon the rector, vice-rector, or secretary of the board, or upon the president of Virginia Commonwealth University.

(1968, c. 93.)

§ 23-50.16. Operations of Medical Center.

A. In enacting this section, the General Assembly recognizes that the ability of Virginia Commonwealth University to provide medical and health sciences education and related research is dependent upon the maintenance of high-quality teaching hospitals and related health care and health maintenance facilities, collectively referred to in this section as the Medical Center, and that the maintenance of a medical center serving such purposes
requires specialized management and operation that permit the Medical Center to remain economically viable and to participate in cooperative arrangements reflective of changes in health care delivery.

B. Without limiting the powers provided in §§ 23-50.8 and 23-50.10, Virginia Commonwealth University may create, own in whole or in part or otherwise control corporations, partnerships, insurers or other entities whose activities will promote the operations of the Medical Center and its mission, may cooperate or enter into joint ventures with such entities and government bodies and may enter into contracts in connection therewith. Without limiting the power of Virginia Commonwealth University to issue bonds, notes, guarantees, or other evidence of indebtedness under subsection C in connection with such activities, no such creation, ownership or control shall create any responsibility of the University, the Commonwealth or any other agency thereof for the operations or obligations of any entity or in any way make the University, the Commonwealth, or any other agency thereof responsible for the payment of debt or other obligations of such entity. All such interests shall be reflected on the financial statements of the Medical Center.

C. Notwithstanding the provisions of Chapter 3 (§ 23-14 et seq.) of this title, Virginia Commonwealth University may issue bonds, notes, guarantees, or other evidence of indebtedness without the approval of any other governmental body subject to the following provisions:

1. Such debt is used solely for the purpose of paying not more than fifty percent of the cost of capital improvements in connection with the operation of the Medical Center or related issuance costs, reserve funds, and other financing expenses, including interest during construction or acquisition and for up to one year thereafter;

2. The only revenues of the University pledged to the payment of such debt are those derived from the operation of the Medical Center and related health care and educational activities, and there are pledged therefor no general fund appropriation and special Medicaid disproportionate share payments for indigent and medically indigent patients who are not eligible for the Virginia Medicaid Program;

3. Such debt states that it does not constitute a debt of the Commonwealth or a pledge of the faith and credit of the Commonwealth;

4. Such debt is not sold to the public;

5. The total principal amount of such debt outstanding at any one time does not exceed twenty-five million dollars;

6. The Treasury Board has approved the terms and structure of such debt;
7. The purpose, terms, and structure of such debt are promptly communicated to the Governor and the Chairmen of the House Appropriations and Senate Finance Committees; and

8. All such indebtedness is reflected on the financial statements of the Medical Center.

Subject to meeting the conditions set forth above, such debt may be in such form and have such terms as the board of visitors may provide and shall be in all respects debt of the University for the purposes of §§ 23-23, 23-25, and 23-26.

(1994, c. 621.)

§ 23-50.16:01. Virginia Commonwealth University School of Medicine-Northern Virginia Division; authority to create.

The board of visitors of Virginia Commonwealth University is authorized to establish the Virginia Commonwealth University School of Medicine-Northern Virginia Division, hereinafter referred to as the Division. If established, the Division shall be operated with areas of program and service emphasis as may be approved by the State Council of Higher Education for Virginia pursuant to subdivision 7 of § 23-9.6:1.

The board of visitors shall have the same powers with respect to the operation of the Division as are vested in the board regarding Virginia Commonwealth University pursuant to this chapter.

(2002, c. 694.)
Virginia Polytechnic Institute and State University

§ 23-114. Board of visitors a corporation and under control of General Assembly.

The board of visitors shall be and remain a corporation under the name and style of the Virginia Polytechnic Institute and State University and shall at all times be under the control of the General Assembly. All acts and parts of acts and statutes relating to Virginia Polytechnic Institute, its predecessors by whatever name known, or to the boards of visitors thereof, shall be construed as relating to the Virginia Polytechnic Institute and State University.

(Code 1919, § 860; 1944, p. 341; 1970, c. 98.)

§ 23-115. Appointment of visitors generally; number and eligibility.

The board of visitors is to consist of fourteen members, thirteen of whom shall be appointed by the Governor, and one of whom shall be the President of the Board of Agriculture and Consumer Services, ex officio. Of the members appointed by the Governor, three may be nonresidents. The visitors in the office on April 9, 1945, are continued in office until the end of their respective terms, or until June 30, 1945, whichever last occurs.

As soon as practicable after April 9, 1945, the Governor shall appoint four members to fill the unexpired portions of the terms which began on July 1, 1944, and shall appoint three additional members for new terms of two years and two for new terms of four years, each term beginning July 1, 1945. He shall, in addition, appoint the President of the State Board of Agriculture and Consumer Services as an ex officio member for a term of four years to begin July 1, 1945; provided that, if the tenure in office as President of such ex officio member expires within that time, the Governor shall appoint such member's successor to fill the unexpired term. Such President shall remain eligible for appointment as an ex officio member so long as he continues in office as President. All appointments for full terms, as well as to fill vacancies, shall be made by the Governor subject to confirmation by the Senate.

(Code 1919, § 859; 1930, p. 739; 1944, p. 344; 1945, p. 55; 1964, c. 48; 1980, c. 559.)


(a) The Governor may appoint visitors from a list of qualified persons submitted to him by the alumni association of the University on or before the first day of April of any year in which the terms of any visitors will expire.

(b) Whenever a vacancy occurs, otherwise than by expiration of term, the Governor shall certify this fact to the association and nominations may be submitted of qualified persons
and the Governor may fill the vacancy, if his discretion so dictates, from among the eligible nominees of the association, whether or not alumni or alumnae.

(c) Every list shall contain at least three names for each vacancy to be filled.

(d) The Governor is not to be limited in his appointments to the persons so nominated.

(e) At no time shall less than six of the appointive visitors be alumni or alumnae of the University.

(Code 1919, § 859; 1944, p. 344; 1945, p. 55; 1970, c. 98.)

§ 23-117. Eligibility to serve for more than two successive terms.

No person, except the ex officio member, shall be eligible to serve for or during more than two successive four-year terms; but after the expiration of a term of two years or less, or after the expiration of the remainder of a term to which appointed to fill a vacancy, two additional four-year terms may be served by such a member if appointed thereto. Incumbents on April 5, 1945, appointed for full terms prior to June 1, 1944, shall be deemed to be serving their first terms.

(Code 1919, § 859; 1944, p. 345; 1945, p. 55; 1980, c. 559.)

§ 23-118. Officers and committees of the board; officers of the University.

The board of visitors shall appoint from their own body a rector, who shall preside at their meetings, and, in his absence, a president pro tempore. The board may appoint a vice-president of the University and, by appropriate regulations, prescribe his authority, duties, and compensation, if any, and he shall hold office at the pleasure of the board. The board shall also appoint from its membership an executive committee of not less than three nor more than six, which, during the interim between board meetings, shall be empowered to exercise all or such part of the powers of the board as the board may by resolution prescribe. The board may likewise appoint special committees and prescribe their duties and powers. The executive committee, and other committees shall make reports to the board, at its annual meeting or oftener if required, of the acts performed by them from time to time. The board shall also appoint a treasurer of the University and may appoint a secretary thereof, and also a clerk to the board, and such other officers, assistants and deputies as they deem advisable to conduct the business and affairs of the University.

(Code 1919, § 861; 1945, p. 74; 1970, c. 98.)

§ 23-119. Quorum of board and of committees.
A majority of the board and also of all committees appointed pursuant to § 23-118 shall constitute a quorum.

(Code 1919, § 861; 1945, p. 75.)

§ 23-120. When office of visitor deemed vacant.

If any visitor fail to perform the duties of his office for one year without good cause shown to the board, the board shall, at the next meeting after the end of such year, cause the fact of such failure to be recorded in the minutes of their proceedings, and certify the same to the Governor, and the office of such visitor shall thereupon be vacant. If so many of such visitors fail to perform their duties that a quorum thereof do not attend for a year, upon a certificate thereof being made to the Governor by the rector or any member of the board, or by the president, the offices of all the visitors failing to attend shall be vacant.

(Code 1919, § 862.)

§ 23-121. Meetings of board.

The board shall meet at Blacksburg, in the County of Montgomery, at least once a year, and at such other times or places as they shall determine, the days of meeting to be fixed by them. Special meetings of the board may be called by the Governor, the rector, or any three members. In either of such cases, notice of the time and place of meeting shall be given to every other member.

(Code 1919, § 863.)

§ 23-122. Powers and duties of board generally; expenses.

The board shall be charged with the care and preservation and improvement of the property belonging to the University, and with the protection and safety of students and other persons residing on the property, and in pursuance thereof shall be empowered to change roads or driveways on the property or entrances thereto, or to close temporarily or permanently the roads, driveways and entrances; to prohibit entrance to the property of undesirable and disorderly persons, or to eject such persons from the property, and to prosecute under the laws of the state trespassers and persons committing offenses on the property.

The board shall regulate the government and discipline of the students; and, generally, in respect to the government of the University, may make such regulations as they deem expedient, not contrary to law. Such reasonable expenses as the visitors may incur in the discharge of their duties shall be paid out of the funds of the University.

(Code 1919, § 864; 1924, p. 143; 1970, c. 98.)
§ 23-122.1. Investment of endowment funds, endowment income, and gifts; standard of care; liability; exemption from the Virginia Public Procurement Act.

A. The board of visitors shall invest and manage the endowment funds, endowment income, gifts, all other nongeneral fund reserves and balances, and local funds of or held by the University in accordance with this section and the provisions of the Uniform Prudent Management of Institutional Funds Act (§ 64.2-1100 et seq.).

B. No member of the board of visitors shall be personally liable for losses suffered by an endowment fund, endowment income, gifts, all other nongeneral fund reserves and balances, or local funds of or held by the University, arising from investments made pursuant to the provisions of subsection A.

C. The investment and management of endowment funds, endowment income, gifts, all other nongeneral fund reserves and balances, or local funds of or held by the University shall not be subject to the provisions of the Virginia Public Procurement Act (§ 2.2-4300 et seq.).

D. In addition to the investment practices authorized by the Uniform Prudent Management of Institutional Funds Act (§ 64.2-1100 et seq.), the board of visitors may also invest or reinvest the endowment funds, endowment income, gifts, all other nongeneral fund reserves and balances, and local funds of or held by the University in derivatives, options, and financial securities.

1. In this section, "derivative" means a contract or financial instrument or a combination of contracts and financial instruments, including, without limitation, any contract commonly known as a "swap," which gives the University the right or obligation to deliver or receive delivery of, or make or receive payments based on, changes in the price, value, yield or other characteristic of a tangible or intangible asset or group of assets, or changes in a rate, an index of prices or rates, or other market indicator for an asset or a group of assets.

2. In this section, an "option" means an agreement or contract whereby the University may grant or receive the right to purchase or sell, or pay or receive the value of, any personal property asset including, without limitation, any agreement or contract that relates to any security, contract, or agreement.

3. In this section, "financial security" means any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest, collateral-trust certificate, preorganization certificate of subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas, or other mineral rights, any put, call, straddle, option, or privilege on any security, certificate of deposit, or group or index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option, or privilege
entered into on a national securities exchange relating to foreign currency, or in general, any interest or instrument commonly known as a "security," or any certificate of interest or participation in, temporary or interim security for, receipt for, guarantee of, or warrant or right to subscribe to or purchase any of the foregoing.

E. The authority as provided in this section as it relates to nongeneral fund reserves and balances of or held by the University is predicated upon an approved management agreement between the University and the Commonwealth of Virginia.

(2009, cc. 737, 767.)


The board shall appoint as many professors as they deem proper, and, with the assent of two-thirds of the members of the board, may remove any professor or, subject to the provisions of Chapter 29 (§ 2.2-2900 et seq.) of Title 2.2, any other officer of the University.

(Code 1919, § 864; 1924, p. 144; 1970, c. 98.)

§ 23-125. Prescribing duties of professors and course of instruction.

The board shall prescribe the duties of each professor and the course and mode of instruction.

(Code 1919, § 864; 1924, p. 144.)

§ 23-126. Appointment of president; employment of agents or servants.

The board shall appoint a president of the University and may employ such agents or servants as may be necessary.

(Code 1919, § 864; 1924, p. 144; 1970, c. 98.)


The board shall require the treasurer, or the officer in whose hands the funds of the University may be placed, to give bond in the sum of $50,000, payable to the Commonwealth, with condition for the faithful discharge of the duties of his office, which bond being approved by the board and entered at large on its journal, shall be transmitted to the Comptroller, and remain filed in his office.

(Code 1919, § 866; 1970, c. 98.)
§ 23-128. Professors' salaries; fees of students.

Each professor shall receive a stated salary, to be fixed by the board of visitors. The board shall fix the fees to be charged for tuition of students, other than those allowed scholarships under § 23-31, which shall be a credit to the fund of the University.

(Code 1919, § 865; 1970, c. 98.)


The curriculum of the Virginia Polytechnic Institute and State University shall embrace such branches of learning as relate to agriculture and the mechanic arts, without excluding other scientific and classical studies, and including military tactics.
Appendix B: Board Composition Template
**Board Composition Template**

The following template was turned into an Excel spreadsheet in order to organize the information regarding characteristics of board members across time.

<table>
<thead>
<tr>
<th>Year Appointed</th>
<th>Name</th>
<th># of Absences</th>
<th>Gender</th>
<th>Ethnicity</th>
<th>Highest Degree Attained</th>
<th>Alumni Status</th>
<th>Occupation</th>
<th>Donation to Party</th>
<th>Donation to Appointing Governor</th>
</tr>
</thead>
<tbody>
<tr>
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</tr>
</tbody>
</table>
Appendix C: Correlation Between Donations and Occupation
## Appendix C: CEO as Occupation and Large Donations

<table>
<thead>
<tr>
<th>Institution/Year</th>
<th>Occupation</th>
<th>50K+ Donation to Party of Appointing Governor</th>
<th>5K+ Donation to Governor</th>
<th>Notes</th>
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</thead>
<tbody>
<tr>
<td>GMU/94</td>
<td>CEO/Developer</td>
<td>$201,230</td>
<td>$5,000 Allen</td>
<td>Reappointed by Gilmore</td>
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</tr>
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<td>GMU/98</td>
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<td>CEO/IT</td>
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<td>CEO/Defense</td>
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<td>McDonnell</td>
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<td>CEO/Energy</td>
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<td>$51,800 Allen</td>
<td>Reappointed by</td>
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<tr>
<td>Year</td>
<td>Sector</td>
<td>Position</td>
<td>Salary</td>
<td>Reappointment Notes</td>
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<td>$15,250 Allen $13,000 Gilmore Reappointed by Gilmore</td>
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Appendix D: Board Meeting Template
Board Meeting Template

The following template was turned into an Excel spreadsheet in order to organize information gleaned from board archives regarding length, agenda, attendance, etc. for regularly scheduled board meetings. AI stands for action items. Actions items are defined as those things the board discusses or considers which require action by the board—typically requiring a board vote. These categories were chosen as they represent the commonly agreed upon strategic areas in which effective boards should spend their time and energy. All board items that do not fall into one of the specific categories below are lumped into the “Uncategorized” section.

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<th>AI Capital</th>
<th>AI CEO</th>
<th>AI* Strategic Plan</th>
<th>AI* Personnel</th>
<th>AI* Academic</th>
<th>AI* Student Life</th>
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Appendix E: Raw Data on Board Actions Items for Each Institution
Table 1A: GMU Board Meeting Raw Data

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<th>FI</th>
<th>CP</th>
<th>CEO</th>
<th>SP</th>
<th>PS</th>
<th>AC</th>
<th>SL</th>
<th>UN</th>
<th>Av. SAI/% TAI</th>
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<td>.6</td>
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<td>1.8</td>
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Table 2A: UVA Board Meeting Raw Data

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<th>SP</th>
<th>PS</th>
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Appendix F: Interview Questions Used for Data Collection
Public Governing Board Members

Demographic Information
1. Name:
2. Male/Female
3. Age
4. Ethnicity
5. Highest level of education attained/institution?
6. Area of employment?

Board effectiveness
1. What is the role and responsibility of a governing board?
2. Who are board stakeholders? Does this affect board performance? How?
3. Define an effective board.
4. Describe a high performing board you have been part of or observed. What were/are its characteristics?
5. What do you think is the greatest challenge now facing Virginia’s governing boards of higher education?

Board member effectiveness
1. What are the three most important individual attributes of effective board members?
2. What do you feel were your strengths as a board member?
3. What prior personal or professional experiences most significantly enhance the contributions of individual board members?
4. How knowledgeable are board members concerning the issues facing higher education and their campus?

Organizational/system effectiveness (as it relates to Boards)
1. What should be the preparation/orientation after being appointed or selected?
2. How does/should the Board establish priorities and choose directions? How do boards manage internal and external demands for the institution? How do boards balance various stakeholders’ concerns?
3. Describe those attributes of your board service that were/are the most rewarding to you.
4. Describe those attributes of your board service that were/are most challenging to you.

Appointment Process
1. From your perspective, why do you think you were appointed?
2. What might improve the selection or appointment processes of boards?
3. In your opinion, why did Gov Warner create the Virginia Commission on Higher Education Board Appointments?
4. In your opinion, has the advent of the Commission had an impact on the way in which higher education boards function? If so, in what ways? If not, why do you think that is so?

5. Rate the level of influence you feel each of the following should have on the appointment process, with a 5 indicating the highest level of influence and a 1 indicating the lowest level of influence:

_____ the governor
_____ University president
_____ General Assembly members
_____ SCHEV
_____ Alumni of the institution
_____ Other

For Chiefs of Staff or Presidents

Demographic Information
1. Name:
2. Male/Female
3. Ethnicity
4. Highest level of education attained/institution?
5. Prior administrative experience and where?

Board effectiveness
1. What is the role and responsibility of a governing board?
2. Who are board stakeholders? Does this affect board performance? How?
3. Define an effective board.
4. What are the characteristics of a high performing board?
5. What do you think is the greatest challenge for Virginia’s governing boards of higher education?

Board member effectiveness
1. What are the three most important individual attributes of effective board members?
2. What prior personal or professional experiences most significantly enhance the contributions of individual board members?
3. How knowledgeable are board members concerning the issues facing higher education and their campus?
Organizational/system effectiveness (as it relates to Boards)
  1. What, if anything, is/has been your role in the process of board selection?
  2. What should be the preparation/orientation after being appointed or selected?
  3. How does/should the Board establish priorities and choose directions? How do boards manage internal and external demands for the institution? How do boards balance various stakeholders’ concerns?
  4. Describe those aspects of working with the board that were/are the most rewarding to you.
  5. Describe those aspects of working with a board that were/are most challenging to you.

Appointment Process
  1. What might improve the selection or appointment processes of boards?
  2. In your opinion, why did Gov Warner create the Virginia Commission on Higher Education Board Appointments?
  3. In your opinion, has the advent of the Commission had an impact on the way in which higher education boards function? If so, in what ways? If not, why do you think that is so?
  4. Rate the level of influence you feel each of the following should have on the appointment process, with a 5 indicating the highest level of influence and a 1 indicating the lowest level of influence:

     _____ the governor
     _____ University president
     _____ General Assembly members
     _____ SCHEV officers
     _____ Alumni of the institution
     _____ Other

Commission Member Interviews

Demographic Information
  1. Name:
  2. Male/Female
  3. Ethnicity?
  4. Highest level of education attained/institution?
  5. Area of employment?
  6. How long have you served on the Commission?
Aspects of Governance

1. Why do you think you were appointed?
2. Why did you agree to serve on the Commission?
3. What strengths do you bring to your position?
4. What is the role and responsibility of a governing board?
5. Define an effective board.
6. What are the three most important individual attributes of valuable board members?
7. What criteria do you use to evaluate potential board members for service to various institutions?
8. What prior personal or professional experiences do you think most significantly enhance the contributions of individual board members?
9. Describe those attributes of your commission work that were/are the most rewarding to you.
10. Describe those attributes of your commission work that were/are most challenging to you.

Appointment Process

1. In your opinion, why did Gov Warner create the Virginia Commission on Higher Education Board Appointments?
2. In your opinion, has the advent of the Commission had an impact on the way in which higher education boards function? If so, in what ways? If not, why do you think that is so?
3. Rate the level of influence you feel each of the following should have on the appointment process, with a 5 indicating the highest level of influence and a 1 indicating the lowest level of influence:

   _____ the governor
   _____ University president
   _____ General Assembly members
   _____ SCHEV
   _____ Alumni of the institution
   _____ Other
Interview Questions for AGB Staff

1. In your opinion, why did Governor Warner seek to create the Commission? Why did it happen when it happened?
2. What role did AGB have in the process?
3. What is your opinion regarding the structure and procedures that govern the Commission? Have other states with similar commissions done things differently? What alternatives could Virginia have considered?
4. Was there any advice that you provided to Governor Warner and his team that was not taken?
5. Do you have any suggestions for how a commission such as this might be more effective? What flaws, if any, do you see in the process and outcomes?
6. Do you think the Commission has had an impact how higher education boards in Virginia function?
7. Several people I have interviewed have remarked that the idea of the Commission is great but that there is a flaw in that the Governor appoints the members who then recommend to him the higher education appointments. These several people expressed concern regarding Governor McDonnell’s Commission appointments, feeling that the new slate of Commissioners would make more politically influenced recommendations. Do you have an opinion on that?
8. Given the situation at UVA this past summer, what can be further done to improve the quality of boards and their members? Any opinion on why the Virginia fiasco happened?

The four Commissioners who were interviewed for this study were asked the following questions (among others). Please respond with your opinion on each:

1. What are the primary roles and responsibilities for a governing board in public higher education?
2. How would you define an “effective board”? What are its attributes?
3. What individual attributes or prior experiences make for effective board members?
4. What criteria should be used to evaluate potential board members for service to the various institutions?

Interview Questions for Dr. Belle Wheelan

1. In your opinion, why did Governor Warner seek to create the Commission? Why did it happen when it happened?
2. What role did you have in the process?
3. What is your opinion regarding the structure and procedures that govern the Commission? Were other alternatives considered?
4. What criteria were used to choose the inaugural Commissioners?
5. Do you have any suggestions for how a commission such as this might be more effective? What flaws, if any, do you see in the process and outcomes?
6. Do you think the Commission has had an impact how higher education boards in Virginia function? Has the Commission met its envisioned expectations?
7. Given the situation at UVA this past summer, what can be further done to improve the quality of boards and their members? Any opinion on why the Virginia fiasco happened?
Appendix G: Interview Transcripts
Transcript of B1 Interview

This is a slightly edited version of the interview which was conducted on July 20, 2012. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). B1 is a male Caucasian CEO in the healthcare industry and was a pre-2002 board member.

Interviewer: From your perspective, why were you appointed?

B1: I am an alumnus of the institution, so I filled a needed role. My knowledge of the healthcare industry is also helpful [information redacted that would serve as an identifier]. As well, I worked with the governor on several education issues and he knows me.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

B1: The job of the board is oversight—paying attention to the strategic direction the institution needs to go. It is NOT the day-to-day running of the institution. We leave that up to the administration. So, the other main role of the board is to work with the president and his administration.

Interviewer: Who are the board’s stakeholders and how do they affect what the board does?

B1: This is where higher education is so different! There are so many more stakeholders than you would get in a private corporate board. There are the faculty, the students, the staff and administration. There are also the alumni and the local business community. Whatever we decide to do as a board as a big effect on all those groups. Balancing the
needs of all the stakeholders can be difficult and you have to be careful about adopting a pet agenda or project just for one of them. You really have to come at it thinking about what is best for the institution as a whole. That takes work!

Interviewer: How would you define an effective board?

B1: One of the most important attributes of an effective board is the leader—the rector. In Virginia, we as the board get to elect our own rector and it is critical to have someone who is ethical, accountable, a consensus builder, but who is also tough enough to be willing to take someone “off line” if they are doing as they should. I was very fortunate to have that kind of rector during my board service. Another aspect of an effective board that I think is important is that they realize that one of their primary jobs is to attract and retain the best senior executive talent available. Another important attribute would be the ability to fundraise or bring awareness of the needs of the university to those who can help. There has to be a willingness to do that—to advocate for your institution.

Interviewer: What do you see as the greatest challenge facing Virginia’s higher education boards now?

B1: Money. Plain and simple. There is so much in the news about the debt that college students incur and whether it is worth it. How do we educate this next generation without bankrupting them? It’s a big issue.

Interviewer: What do you see as the most important individual attributes for effective board members?

B1: People who know how to analyze information. We are inundated with a lot of facts—the ability to make sense out of all the information we receive is critical. I also think that
people who are coming onto the board with an open mind is important—no agenda of their own. I would also say that having people who understand how this is different than other boards is important. A lot of people who get appointed to the higher ed boards come from the corporate sector and it just isn’t the same.

Interviewer: What do you see as your strengths as a board member?

B1: I would say those things I mentioned just a minute ago. I think I brought those attributes to my board service.

Interviewer: What prior personal or professional experiences are important for board members?

B1: Having previous board experience. I cannot imagine doing this job without some previous exposure to non-profit boards. This is a tough environment. There is so much coming at you from so many areas and if you aren’t used to that it would be hard to get up to speed. Within two meetings, you have to be ready to vote on complex issues like tuition, so the sooner you have a grasp on what’s going on, the better. A lot of people think that being an alumnus of the institution is important prior experience, but I do not. I think there need to be some alums, but I don’t think they make the best board members all the time. Sometimes they are so steeped in what the school was like when they were there they can’t be objective about what it needs now. I know alums love the institution and want what’s best for it, but in my experience they often have trouble not seeing it as it was when they were there.

Interviewer: How knowledgeable are board members about higher education issues?
B1: Some are; some are not. I think it is really the role of the president and his staff to educate us about that. It isn’t really necessary for us to come to a board already knowledgeable about those things.

Interviewer: Can you speak to your experience with board orientation?

B1: We do it well here. We have a good program and I think it is critical to the success of new board members to have these opportunities. We have a one-day program after the appointments have been made. We get a lot of good information in that session. But the most important thing we do is that we have a retreat with the full board and the administration. We get to know and trust each other. The administration invites leaders from the various university programs to meet with us as well. We also had an “expectations sheet”—a list of those things that were expected as part of board service. This was helpful. People need to understand the time commitment of board service. We also had a session on the public nature of our service. You are on record. Some people don’t realize how important it is to understand that. One of the interesting things about these boards is that there are always new members each year, so a lot of time has to be spent to get them up to speed. Some times that means covering old ground for the rest of us.

Interviewer: How did you all, as a board, establish priorities?

B1: That is one of the functions of a strong rector and why that position is so important. He sets the course. At the retreat, the rector would explain what he felt were the 3-4 top priorities for the board for that year and we would discuss those.
Interviewer: What were the most rewarding and the most challenging aspects of your board service?

B1: As far as rewarding, I personally learned a lot about what higher education boards were about. That was personally rewarding to me. I came in as a novice on a higher ed board although I had had a lot of other board experience. I learned a lot and it was great to work with such good people. As far as the challenging aspect of it, I would say trying to understand how different a higher ed board is.

Interviewer: Do you have some thoughts as to what might improve the selection process for boards?

B1: I think it would be helpful if there was some sort of special needs analysis done for each of the schools. That would provide the Commission with important information. I also think that exit interviews for those leaving boards would provide important information. Why did they leave if it wasn’t because they had to cycle off?

Interviewer:

Why do you think Governor Warner created the Commission? Do you think it has had an impact of the quality of boards?

B1: I have worked with Governor Warner and know he was really anxious to get the best people possible for these important positions. I don’t think he felt that that was happening under the other system. He is a business man. He knows how important it is to have the right people involved. He wanted the best for Virginia.

Yes, I think it has made a difference. My board service was before the Commission started its work so I don’t have much to compare it with.
In response to the question about rating influence in the appointment process, B1 stated that the Governor should be at the top at 5, followed by the Commission at a 4. He described a second-level that would include the president of the institution at a 3. He felt that alumni influence should be lower, assigning it a value of 2. He felt that all the others should be the lowest and he mentioned again the “shortsightedness” of many alumni.
Transcript of B2 Interview

This is a slightly edited version of the interview which was conducted on May 23, 2010. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). B2 is a male Caucasian CEO and a post-2002 board member.

Interviewer: From your perspective, why were you appointed?

B2: Because I gave the governor a lot of money [laughs loudly]! Seriously, that’s not the only reason. I think the governor tries to appoint people who are knowledgeable about issues in higher education and about the particular institutions. People with this kind of experience are more likely to be appointed, especially since the new panel has been making recommendations. With the board I served on, the quality improved a lot after the panel was put in place. The quality of the membership is better than before and there are more people with the right kind of backgrounds and with knowledge about higher ed and the institution—people who are capable of doing something to help the university. Its better today than it was. There is no question about it—every college president would tell you that the panel has made a major impact on the quality of board appointments in a positive way.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

B2: I’ll tell you exactly how I feel. It is NOT the responsibility of the board to get involved in the day-to-day decision making processes—that is the responsibility of the administration. That’s where boards go wrong. Its improper for them to be involved in
those issues—they aren’t knowledgeable about them and rarely is their input very helpful.

There are three major roles, in my opinion. First, they are responsible for making sure the finances of the institution are handled well—maximizing revenues, keeping in mind responsible tuition, minimizing any unnecessary expenditures—that kind of thing. Second, they need to be constantly engaged with the long-range planning process of the university. Each institution needs to be able to handle the constantly changing issues that face higher ed and the board needs to be able to equip the university to be better and stronger down the road because of its work. They need to be constantly planning what can be done to upgrade the university. And third, and most important, I think, is when a vacancy exists for the presidency, that they choose a qualified individual who will be able to take the university to the next level. This is the most important thing any board will ever do—it sets the stage for years to come. You know, the average president serves for seven years, so you are choosing someone who will lead that institution for years to come.

Interviewer: Who are the board’s stakeholders and how do they affect what the board does?

B2: Clearly, the board is appointed by the Governor and approved by the General Assembly, so the board certainly has the responsibility to act satisfactorily to those people. We are all accountable to do the right thing, but that doesn’t mean we have to be of the same mind as the Governor or the General Assembly—as a matter of fact, I don’t think they should be. They should be independent and have independent input. Those
two entities have all the say about appointments, but clearly there are other people who have a huge interest in the board’s decisions. That would be the president and his administration, the students, the faculty, and the staff. You know, the staff is different from the faculty and what they see as important is different. These are people who work for the university regardless of who is serving in positions above them. In addition, I would say the alumni and friends of the university are also stakeholders. When you think about it, the quality of your degree goes up if a university is well-operated and it goes down if it is poorly operated. Plus, I would add, in any community the university is a major player in that community and those individuals in that community are very interested in the quality of the operation. It really effects economic development.

Interviewer: How would you define an effective board?

B2: An effective board does those things we just discussed well. They oversee the finances; they have an effective long-range plan in process; they choose a wise, solid president. I would also say that they are people who are involved with the university in a positive way—they project a good image for the university. I don’t think it is good for a board to be constantly critical of the institution—you know we had a lot of that at different places. I remember the board member at William and Mary who went around taking pictures of things he didn’t like—that was very destructive. I think an effective board complements and supports the administration and if there are differences, they resolve them in a unified manner.

Interviewer: What would you say are the attributes of a high performing board?
B2: I would say that a high performing board is focused on facing the challenges of the future as opposed to just reacting to the challenges of today. A perfect example would be that we are clearly now entering a global economy, something that has not been the case in the past. Those universities who have focused on having their students qualified to handle the global economy they are facing are much better preparing their students in my mind than those who are just reacting to specific issues that are facing them today—like the lack of jobs. While it is something the university should be concerned about, it is far more important to begin addressing things that lie ahead—like the global economy. They need to be more active than reactive.

Another example of that kind of forward thinking is that we are clearly facing a changing economic model for higher education. In the past we have always been focused on how can we go to the General Assembly and encourage them to give us more money. Now the answer is that the state doesn’t have more money to give. So what can we do to create a different economic model that can better serve higher education? These are the things boards should be thinking about. As an example, there are institutions that are better able to raise moneys than others. Those institutions, probably, from a financial model concept for the Commonwealth, would probably be better off if they received fewer dollars from the state and the state could use those dollars to help fund those institutions that have a harder time raising funds. You could allow those institutions who can raise the private funds to have more leeway about things like setting tuition rates…more autonomy.

We have to think outside the box. If we don’t we are jeopardizing the effectiveness of our institutions as a whole. They are lean and mean now, there is actually very little waste in
higher ed, but we need to make sure that the revenue is there to provide a good quality education to our students and we don’t want to jeopardize that because we weren’t forward thinking enough. So we have to figure out ways to maximize revenues in an economic climate that is actually reducing those revenues in a fairly consistent way. I think that is a perfect example of what boards ought to be thinking about. What can we do to address these issues five years from now? Do we even begin to consider the private model—where those who can pay full tuition help support those who need aid? It’s those kinds of things an effective board is thinking about.

Interviewer: What do you see as the greatest challenge facing Virginia’s higher education boards now?

B2: That funding model we were just discussing. That doesn’t mean there aren’t others, though. There are issues regarding diversity on our campuses, the global economy. There is also the big issue of duplication among institutions. You could ask yourself; do we really need four engineering schools in the Commonwealth of Virginia? I’m not saying we don’t but we need to be asking those questions. SCHEV is supposed to be looking at that, but I’m not sure they have done much there.

Interviewer: What do you see as the most important individual attributes for effective board members?

B2: I would start by saying that you have to be willing to listen. You are not ever going to learn anything by talking! You are only expressing what you already believe you know [laughs]. So the question is, how much are you willing to listen and how much are you willing to study the particular issues to be able to find out about other perspectives. The
more you do that, the more you are really willing to drill down into the issues, the more effective you will be. And listening not only to the administration, but to other board members, and also finding out what people at other institutions, and other states, and even other countries have done or said or written about issues you might be concerned with.

Interviewer: What do see as your individual strengths as a board member? What makes you a good board member?

B2: I’ve been involved with higher education for a fairly long time, so I understand a number of the issues that face higher education because of that involvement. I have also been involved with my university for a long time, so I understand those issues particular to the institution. I think those perspectives help to provide a basis for those things we talked about earlier.

There is an additional component. I think we all have specific individual qualities that are important to the institutions we serve. In my case, I have been very involved with a number of members of the General Assembly—I know them personally. Those relationships are helpful to the institution. I’ll give you another example. You know that our board is required to have a medical doctor as one of our members because of our hospital. Our current person has been involved with other hospitals and teaching hospitals for many, many years. That individual brings that kind of expertise to our board that is very significant. A couple other examples…two of our current board members are CEOs of major corporations and have been involved in restructuring large corporations. That expertise is extremely helpful when looking at the operation of the university. That
background is a tremendous help. In my opinion, all those qualities that individuals bring
to the board enhance the board’s ability to function well. My strengths are different from
their strengths and that is a good thing!
Interviewer: What prior personal or professional experiences are important for board
members?
B2: Just pretty much what we have already talked about—I guess I was getting ahead of
myself!
Interviewer: How knowledgeable are board members about higher education issues?
B2: I think it varies tremendously. There are those who are knowledgeable about higher
education issues, but not about the issues specific to the institution and vice versa. There
are some that are knowledgeable about both, and, sadly, some that are knowledgeable
about neither. I just think it varies from individual to individual.
[Because B2 had talked at length about several of the questions, we were running out of
time. He had an important cross-town meeting he had to leave for. In the interests of
time, we skipped questions 1 and 2 from this section.]
Interviewer: What were the most rewarding and the most challenging aspects of your
board service?
B2: I think in any endeavor that the most rewarding thing is to see the policies and
suggestions you have made implemented…and successful. That is very rewarding. I
would also say, since we are all about the student experience, that seeing students
graduate and being prepared for successful lives is rewarding to the extent that we can
visualize that.
The most challenging thing is when other board members just don’t get it. It can be very frustrating. I don’t always handle that as well as I should!

Interviewer: Do you have some thoughts as to what might improve the selection process for boards?

B2: I think we have hit on something really valuable with this panel, and like I said at the beginning, I think it has made a tremendous difference. I would say that our challenge is to keep that process as de-politicized as possible.

Interviewer: Why do you think Governor Warner created the Commission?

B2: Mark is smart. He knew what we were doing wasn’t working well now and certainly wouldn’t serve the best needs of the Commonwealth in the future. He had the courage to do something about it.

In response to the question about rating influence in the appointment process, B2 strongly stated that the Governor, with the General Assembly, should be at the top at 5. He thought that the president and alumni of the institution should have equal influence and rated that at 3. He felt that none of the others really had any influence.

Transcript of B3 Interview

This is a slightly edited version of the interview which was conducted on July 20, 2012. It was edited to eliminate any superfluous conversation that did not apply to the
interview questions (such as greetings and other pleasantries). B3 is a male Caucasian CEO and a post-2002 board member.

Interviewer: From your perspective, why were you appointed?

B3: I am very plugged in to the area and have a great deal of experience with non-profit boards, so I bring an important skill set to the board as well as knowing a lot of the movers and shakers here.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

B3: To assist the institution in meeting its mission in the most effective and efficient way. We also need to be the “big picture” people—the visionaries.

Interviewer: Who are the board’s stakeholders and how do they affect what the board does?

B3: There are many stakeholders—that is one aspect of a higher education board that is very different from some other boards. Probably the most comparable would be a hospital board—a lot of stakeholders there too. Obviously, the people of the Commonwealth are the stakeholders, but also faculty, staff, alumni…and of course, students. It can be difficult to balance the needs of these sometimes competing groups, but that is where keep the big picture in mind is critically important.

Interviewer: How would you define an effective board?

B3: An effective board works together as a unit—it knows that, while there will be disagreements and differences, after all the discussion we need to present a united face. That was what was wrong with some of the boards a couple years ago—some individuals
would comment on proceedings of the board based on their own ideology. We can’t have that sort of thing. An effective board understands that when all is said and done, we have to make decisions for the good of the institution and the commonwealth.

Interviewer: What do you see as the greatest challenge facing Virginia’s higher education boards now?

B3: The high cost of an education. The money it costs for students to get a degree. I am very concerned about the amount of student debt, but we can’t give the education away for free either. The money from the state has diminished greatly and costs have risen.

Interviewer: What do you see as the most important individual attributes for effective board members?

B3: I’ll go back to those “big picture” thinkers I talked about earlier. We need to have people who can see beyond the horizon. It also helps to have people who are good listeners and good compromisers.

Interviewer: What do see as your strengths as a board member?

B3: I know how to be on a board. I have been on a number of boards of various types and I understand what it takes. I also understand this area well, having been here most of my professional life, so I know what this region needs to thrive and I hope I understand our institution’s role in that.

Interviewer: What prior personal or professional experiences are important for board members?
B3: I would say having some kind of board experience—preferably with a non-profit. Corporate boards have a very different ethos. I would also say that having some previous leadership experience is helpful.

Interviewer: How knowledgeable are board members about higher education issues?

B3: It varies. That is a steep learning curve for some—especially when it comes to understanding how complex a university is. That’s why a thorough orientation process is so important for new trustees.

Interviewer: Can you describe what you would consider a good orientation process?

B3: The administration should provide us with the tools we need to be able to understand the needs of this particular institution. I would imagine that board service at a place like Radford or Longwood would be quite different. We need to understand the differences that higher education boards have compared to other boards. We need to be reminded that we are a unit and no one individual speaks for the board. It should also be on-going. We have a professional development piece at each board meeting—whether it is a refresher on the by-laws or a presentation by a department. It is also important to know the rules—things like conflict of interest. That sort of thing.

Interviewer: How did you all, as a board, establish priorities?

B3: Some of our priorities are really established by the governor’s office, but most of the time we try to align our priorities with our mission and strategic plan. We need to ask ourselves if our actions as a board support those two things.

Interviewer: What were the most rewarding and the most challenging aspects of your board service?
B3: Rewarding? Seeing this institution flourish even during difficult economic times. I am proud to have been a part of that. Challenging? The time commitment. I tried to do the position justice and “do my homework.” People who haven’t done this don’t understand how time consuming it is.

Interviewer: What might be done to improve the selection process for boards?

B3: I think there needs to be more attention paid to having a diversity of experiences and skill sets on a board. It would help counter the tendency to a group mentality. There need to be people from a variety of backgrounds.

Interviewer: Why do you think Governor Warner created the Commission? Do you think it has had an impact of the quality of boards?

B3: He created it to make our boards better. There were some pretty nutty things that happened on a couple boards in the 1990s. He was trying to create a process to mitigate some of that. I feel that it has made a difference, at least somewhat. We still have some board members who aren’t really all that capable or who don’t give it much effort, but I personally haven’t experienced that nuttiness I just referred to.

In response to the question about rating influence in the appointment process, B3 stated that the Governor should be at the top at 5 and that the Commission should be a 4. He felt that the president of the institution should have some influence, but only at the level of a 3. He felt that alumni influence should be lower, and assigned it and all the rest as 1s.
Transcript of B4 Interview

This is a slightly edited version of the interview which was conducted on November 5, 2012. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). B4 is a male Caucasian engineer and CEO and a pre-2002 board member.

Interviewer: From your perspective, why were you appointed?

B4: I’m a businessman. I started my own business and have shepherded into a very successful company. I also know this area very well—I’ve been involved on boards and commissions in this area for many years. I know how to get things accomplished.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

B4: Let me start by describing what it isn’t. A higher education board keeps its hand out of the day-to-day management of the institution. That’s the job of the president, his staff, his deans, and others. We are not the experts in education—they are. I would say our main roles are fiduciary and mission-oriented. And we have to make sure the president is held accountable. We don’t want to happen to us what happen at American [University]. That was a mess.

Interviewer: Who are the board’s stakeholders and how do they affect what the board does?

B4: There are many—the community, the alumni, the students, the faculty and staff. We have to realize that what we do—the decisions we make—affect a lot of people. Often
there are competing interests—that can make it difficult—but if we take a visionary, long-term view I think we balance that out pretty well.

Interviewer: How would you define an effective board?

B4: An effective board understands its role. It also is comprised of a group of people who want to do their best for the institution and see it prosper. You have to care about what you are doing.

Interviewer: What do you see as the greatest challenge facing Virginia’s higher education boards now?

B4: I would say it is how to keep up with the competition—not just the other public institutions in Virginia and the region, but the new phenomenon of the for-profits and distance learning places. We need to make sure we have a niche.

Interviewer: What do you see as the most important individual attributes for effective board members?

B4: An ego that is the right size [laughs]. Seriously, to be a good board member you can’t think that you know it all and that your way or your opinion is always the best. You have to be able to consider points of view other than your own. Boards thrive when there is good healthy debate but then a realistic consensus is achieved. That takes the ability to compromise.

Interviewer: What do you see as your individual strengths as a board member? What makes you a good board member?
B4: I would say that I am able to achieve what I just described. I would see myself as a consensus-builder. My years of experience on boards and my ability to think strategically are strengths as well.

Interviewer: What prior personal or professional experiences are important for board members?

B4: I’m not sure there is any one thing I would point to. I suppose it is helpful to have had some kind of experience working with a board, but you can have had that and still not be a great board member. I think your ability to work with others is more important than what you have done for a living.

Interviewer: How knowledgeable are board members about higher education issues?

B4: Some are—most are not. That can be difficult for some people. Probably the hardest thing for a number of people who come from the business sector is the concept of “shared governance.” That’s the term they use for the influence the faculty have on the decision making processes. I see the next questions are about orientation and I think that a good orientation can help educate people about the issues higher education is dealing with.

Interviewer: What do you consider a good orientation?

B4: Well, there is a lot to learn to get up to speed. Which is important because you have to start making decisions right away—there is no “grace period” [laughs]. We had a special session for the new board members—almost like a mini-retreat. We went over the by-laws and reviewed some of the legal aspects of our positions. Then we had presentations from the business folks, the advancement folks, and the admissions people. Understanding the budget is critical. We also were given an overview of what the
administration considers the key programs and majors. It helps to get a sense of why students choose to come here.

Interviewer: What were the most rewarding and the most challenging aspects of your board service?

B4: The most challenging was the higher education piece. I know business, but this was different. The most rewarding was seeing us take on several new initiatives that were successful. It is gratifying to see what comes to fruition with good ideas.

Interviewer: Do you have some thoughts as to what might improve the selection process for boards?

B4: Well, I am glad that the Commission was created. My board service was beforehand and I must say that we had some weak links on the board. Just because you give a lot of money to the campaign doesn’t mean you should get a seat at this table.

Interviewer: Why do you think Governor Warner created the Commission? Has it had an impact?

B4: Governor Warner is a savvy businessman and he understood that you have to have the best people possible in place to get the most return. I’m not sure about the impact. I have heard from those I know who have served since 2002 that they think things are better—more professionalism, that sort of thing.

In response to the question about rating influence in the appointment process, B4 stated that the Governor should be at the top at 5. He thought that the president should have the next highest rating and set that at 3. He rated the influence for the Commission at a 2. He felt that none of the others really should have any influence. He was negative about

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alumni influence, pointing out that “they don’t understand the needs of today’s institutions. Things are not like they were a couple decades ago.”
Transcript of B5 Interview

This is a slightly edited version of the interview which was conducted on July 22, 2012. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). B5 is a male Caucasian farmer and CEO and a pre-2002 board member.

Interviewer: From your perspective, why were you appointed?

B5: I am a proud alumnus of the institution and have been serving it for many, many years. I also knew Jim Gilmore pretty well and I think he knew I would do a good job for ______.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

B5: Working with the president and his staff to help the institution move forward.

Interviewer: Who are the board’s stakeholders and how do they affect what the board does?

B5: I would say the primary stakeholders are the students and the alumni—the past and the future. Of course, the staff, administration, the faculty are stakeholders too. The community, especially where we are, is a stakeholder. What the institution does has a wide array of effects on many, many people.

Interviewer: How would you define an effective board?

B5: An effective board acts as a caretaker for the institution. It nurtures what is excellent and tries to repair what is not. Effective boards serve the institution and those stakeholders, not themselves.
Interviewer: What do you see as the greatest challenge facing Virginia’s higher education boards now?

B5: I would say that there are not enough people willing to really serve the institution. It takes time and commitment to be a good board member and many are not willing to devote themselves to it.

Interviewer: What do you see as the most important individual attributes for effective board members?

B5: Effective board members know about and care about their institution. They look for ways to make it better. I also think they need to understand how to listen well. So many people today have lost that skill.

Interviewer: What do see as your strengths as a board member?

B5: I think my devotion to the institution is a strength. As an alumnus and someone who has been actively involved with the institution for many, many years, I know the place well. Until I was appointed to the Board of Visitors, I served on several other boards at the institution and a number of committees. I was often on campus.

Interviewer: What prior personal or professional experiences are important for board members?

B5: I am not sure there is anything specific I would point to. I do think that understanding how a board operates is important and unless you have served on a board it is a difficult concept to grasp—so I guess I would say previous board experience.

Interviewer: How knowledgeable are board members about higher education issues?
B5: Not very—although I am not so sure that is necessary. I think it is more important to be knowledgeable about your specific institution than it is to know a lot about the issues. You can learn about the issues that affect your school.

Interviewer: What kind of board orientation do you think is helpful?

B5: We didn’t engage in much formal “training” as such. We met with the staff and they walked us through the by-laws and we looked at the previous budgets and enrollment forecasts. We read through and discussed the long-range plan. Once I had been on the board for a couple years, we had a board retreat and a facilitator on the topic of presidential evaluation. That was very helpful.

Interviewer: How did you all, as a board, establish priorities?

B5: The priorities are set by the president and rector and a few others really brainstorming what are the most important and strategic uses of our time and resources. They set the agenda for the year.

Interviewer: What were the most rewarding and the most challenging aspects of your board service?

B5: By far the most rewarding aspect is knowing that I served my alma mater well. The most challenging was that I was not re-appointed to the board. That really disappointed me. I had served well and deserved to serve another term.

Interviewer: Do you have some thoughts as to what might improve the selection process for boards?

B5: Taking some of the power away from the governor would be helpful. It depends on who is in office, of course, but it is frustrating when appointments are made primarily to
those people who toady up to the governor. I wasn’t reappointed because I supposedly supported a quote-unquote controversial decision that the governor didn’t like. Very disappointing.

Interviewer: Why do you think Governor Warner created the Commission? Do you think it has had an impact of the quality of boards?

B5: He supposedly created it to take some of the politics out of board appointments, but that hasn’t happened. I think the only real thing that can impact the quality of boards is getting people involved who are willing to commit themselves to this service. For so many it seems like they view it as a prestige thing. That is wrong.

In response to the question about rating influence in the appointment process, B5 stated that the Governor has to be at the top by statute, but that the president and alumni should have the next most influence, which he identified as 4. He felt that the General Assembly should have a level 3 influence since many of them were well versed with the needs of the state. SCHEV he rated as a 2.
Transcript of B6 Interview

This is a slightly edited version of the interview which was conducted on March 1, 2010. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). B6 is a male Caucasian CEO and a post-2002 board member.

Interviewer: From your perspective, why were you appointed?

B6: I have been intimately involved with my institution for many years and I have served on a number of other boards and councils. I am a successful alumnus. I have a great deal of experience in leadership and board work and I have served the Commonwealth on other boards and commissions. I also was a supporter of Governor Warner’s.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

B6: Its main role is to sustain the institution—by exercising sound judgment and fiscal responsibility, by advocating for the institution, and by being visionary.

Interviewer: Who are the board’s stakeholders and how do they affect what the board does?

B6: Universities have a number of stakeholders—that is one of the aspects that is so different from a business. Obviously, the students, faculty, and support staff. The alumni are important stakeholders, although we cannot always make decisions based on their/our—I am an alum, after all—desires. The community—the state as a whole.

Interviewer: How would you define an effective board?
B6: An effective board selects and oversees and advises a strong president. With an effective board, the rector and president have a strong relationship built on trust and mutual respect. That relationship is critical to the success of the board. I have served on this board for eight years and been vice rector and rector and I know whereof I speak.

Interviewer: What would you say are the attributes of a high performing board?

B6: The members of a high performing board respect each other, even in times of stress and disagreement. They listen to each other and check their egos at the door. They deeply believe in the mission of the institution and they make their decisions based on that belief.

Interviewer: What do you see as the greatest challenge facing Virginia’s higher education boards now?

B6: Lack of funds. We do OK—we have a large endowment and many very generous alumni, but a number of schools do not and some are struggling. With a reduction in the amount of money they get from the state, some places are having to cut programs. It’s sad.

Interviewer: What do you see as the most important individual attributes for effective board members?

B6: I think I’ve really answered that by what we’ve already discussed, but I would add to those other things a willingness to commit to the time it takes to be a good board member. It isn’t just about coming to a couple meetings each year—it involves reading a lot of reports, keeping abreast with what is happening at the institution, representing the
institution in other areas of your life, and really doing some deep thinking about what is best for it.

Interviewer: What do see as your individual strengths as a board member? What makes you a good board member?

B6: I feel like I have modeled what I just described.

Interviewer: What prior personal or professional experiences are important for board members?

B6: It is important to know about the mission and history of the institution before agreeing to serve on the board. I have also noticed that those board members who have had some business experience or experience running something seem to be more effective. So something like that in your background.

Interviewer: How knowledgeable are board members about higher education issues?

B6: Variable. Some know a lot; some know a little. I think that that’s where orientation is an important step—and I see that is the next question.

Interviewer: Go ahead and speak to that then, please.

B6: I think it is important for board members to understand the issues regarding higher education, especially those in our own state. We received some very helpful briefings from the staff in that regard. You know, until you are associated with higher education, you probably don’t know about things like “academic freedom” and “tenure.” It is also helpful to have a sense of the bigger picture nationally. Again, a good briefing or some well-chosen materials to read is helpful. Because higher education board service is different from corporate experience, it’s important to make sure all board members
understand the differences. As well, because what we do is public record, people need to be aware of that as well. It’s a very different world.

Interviewer: What were the most rewarding and the most challenging aspects of your board service?

B6: The most rewarding was the chance to serve my alma mater. I think what I was able to do, especially in my role as rector, helped the university move forward. The most challenging [omitted because it would serve as an identifier for this anonymous interview subject].

Interviewer: Do you have some thoughts as to what might improve the selection process for boards?

B6: I think this commission that you are writing about has helped the process improve, although it really only works as well as the person making the appointments [laughs]. I’ve not been as pleased lately with the direction the new governor is taking things.

Interviewer: Why do you think Governor Warner created the Commission? Has it had an impact?

B6: Mark cares a lot about processes. He is an astute businessman and leader and he knew the process needed some standardization. Also, he knew he would get excellent advice from his panel of experts. Those first appointees were all top notch. As to the impact—I would say it’s mixed. Like I said earlier, I think things are more political than they had been.

In response to the question about rating influence in the appointment process, B6 stated that the Governor, with the General Assembly, should be at the top at 5. He cited the
statute that makes that provision. He thought that the president should come next and rated that level at 4. Next would be alumni of the institution at a 3. He felt that none of the others really had any influence.
Transcript of B7 Interview

This is a slightly edited version of the interview which was conducted on October 1, 2012. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). B7 is a male Caucasian lawyer and a pre-2002 board member.

Interviewer: From your perspective, why were you appointed?
B7: I am a long-time supporter and alumnus of the institution and a long-time supporter of the governor.

Interviewer: How would you describe the role and responsibility of a higher education governing board?
B7: The board serves as a liaison between the university and the public and is primarily responsible for ensuring that the university stays true to its mission. We provide oversight for the president and his people.

Interviewer: Who are the board’s stakeholders and how do they affect what the board does?
B7: There are multiple stakeholders with this type of board—students, faculty, alumni among them. However, we had to guard against being influenced too much by any one entity. It was always helpful to stay mission-focused.

Interviewer: How would you define an effective board?
B7: It is a board with committed members, able leadership, and the proper type of relationship with the administration. It stays focused on its mission.
Interviewer: What do you see as the greatest challenge facing Virginia’s higher education boards now?

B7: It is different than when I was on the board. Back then I would have to say the biggest challenge was the coordination of all the public institutions in the Commonwealth. Now I would have to say it is funding. There seems to be so much controversy regarding student debt. It wasn’t really something we had to deal with in the 90s.

Interviewer: What do you see as the most important individual attributes for effective board members?

B7: The ability to reach consensus on difficult and complex issues is important. That requires people who are willing to listen and who are able to grasp the issues. It requires the ability to filter information and come to rational conclusions. Boards create an interesting dynamic. They need to be a like a team, but must avoid what I term “group think.” Board members need to be willing to discuss issues with openness and trust.

Interviewer: What do see as your strengths as a board member?

B7: I think that my training as an attorney has been helpful to me, especially in my role as rector. I helped facilitate debate and helped the board achieve that consensus I mentioned a bit ago. I also am not afraid of hard work. When I was elected rector, I had little idea of how much time it would take. I went from spending around 10% of my time on university business to spending about 75% of my time. But, I love my institution and I thoroughly enjoyed being on campus so much.
Interviewer: What prior personal or professional experiences are important for board members?

B7: I think that your past experiences are not as important as your mindset. We have had very effective board members from all walks of life—from housewives to corporate CEOs and everything in between. If you come with the proper attitude, that is the most important aspect.

Interviewer: How knowledgeable are board members about higher education issues?

B7: Some are; some are not. To me, knowing about higher education issues in general was less important than understanding the specific issues your institution was facing. I think that it is important for each board member to understand the culture and history of the university. I think that that is one reason that we have a healthy number of alumni serving on our board—which is by choice and by statute, by the way. People who have been a part of the culture understand it better.

Interviewer: What do you think should be the preparation or orientation for new board members?

B7: New members need a thorough understanding regarding public board service. I have served and continue to serve on a number of boards and this type of board service is different in many ways. University boards are more slow-moving [laughs] and require a lot more give and take. The bottom line is not how much profit you can make and the issues and decisions are much more complex. Obviously, new members have to also understand the processes and procedures and understand their duties and responsibilities.

Interviewer: How did you all, as a board, establish priorities?
B7: Excellent question! For one thing, the board must be ready and capable to handle matters of crisis or those issues that may crop up unannounced. But, as far as establishing long-range priorities, that is a process that involves input from a number of the universities constituents, followed by coordination between the president and the rector. When I was rector, we also consulted with the governor’s office about what priorities they identified.

Interviewer: What were the most rewarding and the most challenging aspects of your board service?

B7: We dealt with some controversial issues when I was rector [he mentions two, but that part of the interview is redacted because it would serve as an identifier]. I was rewarded by how well we, as a board, handled those matters. We were challenged by that as well, and I would say one of the most frustrating issues for me was the way in which the media reported on [the issues]. They did the university a great disservice.

Interviewer: Do you have some thoughts as to what might improve the selection process for boards?

B7: From my experience, our institution has had excellent boards, but I imagine that is not true in all cases. Perhaps if the governor would be guided more by input from the board leadership and the president of the institution. Those two entities understand better than anyone else what the board needs in the way of skill sets and personalities.

Interviewer: Why do you think Governor Warner created the Commission? Do you think it has had an impact of the quality of boards?
B7: I suppose it has had an impact—there are a number of really good folks on it who know what higher education is about in the Commonwealth. I think its ability to be effective will rely on who is appointed. As to why Warner established it, there were several ugly issues involving some boards and I imagine he wanted to create an entity that might help mitigate that sort of thing in the future.

In response to the question about rating influence in the appointment process, B7 stated that the Governor and the General Assembly should have the most influence at 5, following by the president and the Commission at 4. He felt the alumni should have some influence, but that they could communicate their wishes to the president or the Commission. He rated that as a 3. SCHEV he rated as a 1.
Transcript of B8 Interview

This is a slightly edited version of the interview which was conducted on July 7, 2010. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). B3 is a male Caucasian medical professional and CEO and a post-2002 board member.

Interviewer: From your perspective, why were you appointed?

B8: As an alum, I have a passion and appreciation for my school. As a businessman and someone who has sat on a lot of boards, I had the proper experience. I am well-known in the region, as well.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

B8: It’s pretty straightforward. We assist the administration in making wise decisions that will move the school forward. We are responsible to the various constituents of the school and to the governor. We govern; we do not manage.

Interviewer: Who are the board’s stakeholders and how do they affect what the board does?

B8: Constituents—stakeholders…I guess they are the same thing. I would say that anyone who has a role within the college community is a stakeholder. So that includes obviously the students and faculty, but also all the other people whose lives are connected to the school—the alumni, our neighbors, the people we serve through all the other things we do. It’s pretty broad. As to how they affect what we do, I think that is pretty marginal. If we are making our decisions based on a strategic plan that we have thought deeply
about, how what we do affects our stakeholders has already been factored in. I would never want the board to be swayed by people trying to influence our decisions for their own means. I think we have been able to avoid that by “sticking with the plan.”

Interviewer: How would you define an effective board?

B8: Well, I will stick with my theme here. An effective board sticks with the plan! We have very efficient board meetings because we don’t let a lot of superfluous stuff get in our way. Our board works well too because we get a lot of work done at the committee level and that helps.

Interviewer: What do you see as the greatest challenge facing Virginia’s higher education boards now?

B8: Money. Where to get it; how to use it best. A lot of the dollars dried up with what happened a couple years ago. We have to be better fundraisers for our institutions.

Interviewer: What do you see as the most important individual attributes for effective board members?

B8: People with the ability to work with complexity. Board work is amazingly complex. We have to be able to see how decisions we make will have ripple effects. It helps to have people on board [laughs] that can predict the unpredictable and make rational, reasonable choices.

Interviewer: What do see as your strengths as a board member?

B8: I understand our school well. I think that is important. I don’t have a big ego—that helps. You need to take the work seriously, but not yourself too seriously. I am a good
consensus-builder. As rector, I felt like I was able to help draw out the best from our board. I also see myself as a good role model. I practice what I preach!

Interviewer: What prior personal or professional experiences are important for board members?

B8: The most important would be having worked with some kind of group decision-making before. Those people who tend not to be the best board members are people who are more used to making unilateral decisions.

Interviewer: How knowledgeable are board members about higher education issues?

B8: A lot of that depends on their background, although I think that anyone savvy enough to catch the governor’s eye probably is someone who has stayed current with the issues we all face in Virginia.

Interviewer: Can you describe what you would consider a good orientation process?

B8: We used materials provided by the AGB—the Association of Governing Boards. That was very helpful since they are the experts in the field. I found it very helpful. As well, I think for those board members who are not alumni or who don’t know a lot about the school, it helps to understand something about the culture and history of the place.

Interviewer: How did you all, as a board, establish priorities?

B8: Stick with the plan [laughs].

Interviewer: What were the most rewarding and the most challenging aspects of your board service?

B8: Rewarding was seeing our school grow in services and reputation. We are now considered one of the top schools in the region. That makes me proud—proud to have
been part of that. The most challenging is the time commitment, especially as rector. That is a huge job with a lot of meetings [laughs]. I enjoyed it, but it was hard work!

Interviewer: What might be done to improve the selection process for boards?

B8: I think what Warner did with the Commission was an improvement. I served on the board before and after, so I think I have a great perspective on that.

Interviewer: Why do you think Governor Warner created the Commission? Do you think it has had an impact on the quality of boards?

B8: I understand that part of the reason he wanted to have the Commission was to assist him with all those appointments. Can you imagine how time-consuming that would be to do it well? By creating this panel, with people with expertise and experience in higher education, he was able to get advice as to which schools needed which people. I think it has helped improve all the schools state-wide. I am friends with one of the panel members and she feels that they were especially able to help some of the schools who are not as well-known. That is a good thing.

Interviewer: Since you served on the board both before and after the advent of the Commission, can you speak to whether you saw any differences in the two sets of boards?

B8: Sure. The interesting thing is that there probably wasn’t as much of a difference for us because we have tended to have strong boards all along. I will say that I felt like we moved towards more diversity on our board over time. With an institution as diverse as ours, I think it is helpful to have the board reflect that. We have had a couple board
members that haven’t worked out, but I think a large part of that was them not understanding the level of commitment it takes to be on a board like this.

In response to the question about rating influence in the appointment process, B8 stated that the Governor, with advice from the Commission, should be at the top at 5, with the General Assembly at 4 since that have to approve the recommendations. He felt that the president of the institution should have some influence, but only at the level of a 3. He felt that alumni influence should be lower, and assigned it and all the rest as 1s.
Transcript of A1 Interview

This is a slightly edited version of the interview which was conducted on December 7, 2009. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). As well, please note that the quality of the audio recording was weak. The researcher had difficulty in accurately hearing some of the conversation. Also note that interviewee was very garrulous and much of the conversation was rambling, with many asides that did not apply to the questions asked. The interviewee identified himself as a Caucasian male. The researcher gave the interviewee a brief overview of her research, which launched him into a retrospective on his years of dealing with boards, to include some of the following observations.

A1: Warner did a good thing. We had a bad situation in Virginia where it was the same people being appointed to boards (not just higher education boards) over and over again. Warner wanted to shake that up. He wanted to get younger people, minorities, and women in the mix. He really wanted to help the Commonwealth become more progressive.

There were a number of people who were appointed to our board who had no previous connection to our place—who sometimes came with their own agendas. But very quickly, after just a few board meetings, they really became part of the effort to work to improve the university. We have had pretty decent board members through the years. I can think of just a few disastrous exceptions under Governor Allen. The worst was ______—he was Allen’s campaign treasurer. He just wasn’t a very nice person. Did
you know that for most of the time he was on our board he was under active investigation by the state police? Yes—it was pretty well documented in the local papers.

Interviewer: What made him a bad board member in your eyes?

A1: He didn’t care about the institution. He used his connection with Allen to influence him to not reappoint a couple excellent board members because he didn’t agree with their politics. We lost two excellent visitors because of him. He did great harm in that regard.

Another harmful board member appointed by Allen was ______. He was the one who was against affirmative action and brought so much negative press to the school. Both these fellows were close friends of Allen’s and didn’t have much of a clue about governance. His flaw was that he was bright—very bright—but belligerent. He delighted in playing different factions against each other in meetings. He actually openly accused ______ of being incompetent right there during a board meeting. He had a mean spirit and didn’t belong in a board room.

Thinking back on it, we had a couple really weak Wilder appointments—two in particular that I can think of. One, ______, hadn’t even been to school. She had no degree at all. She was totally uneducated. She didn’t do any real harm like ______ and _______, but she wasted a position that could have been held by someone who would have contributed some good to the board. The other Wilder appointee was honestly just appointed as a token black Republican. She was just dumb—again did no harm, but did no good either. That was a frustrating board.
You know, it was really Josh Darden and Jim Murray who agitated Warner to do something about the situation. They knew what it was like to work with those people who didn’t really belong.

Interviewer: Did you discern a noticeable difference after the Commission began its work?

A1: Yes, yes. The boards have gotten better and better. It took a little time for some of the weak appointees to cycle off, but the difference now is pretty remarkable.

Interviewer: Could you speak some to the questions about board effectiveness?

A1: Of course. Boards have to know what their main responsibilities are. We’ve gotten into trouble occasionally when board members don’t understand that they aren’t there to run the place day to day—that’s the administration’s job. The main job of a board, in my opinion, is to support the president and make sure the institution has the resources to fulfill its mission. We had a board member once who defined micromanagement! He went to classes and actually tried to give the president input about faculty teaching and course content! There was a sociology professor he really didn’t like—way too liberal—and he actually tried to have him sanctioned. That was probably the worst!

Interviewer: What would you describe as characteristics of a high performing board?

A1: I would say the number one thing is intense loyalty to the institution—and you can have that even if you aren’t an alumnus. I did a history of the statutory requirements for who was to sit on the board at our institution. It was fascinating. Historically, there was one appointee from each of the five regions of the state—the Piedmont, the mountains, that kind of thing. There didn’t used to be term limits. Throughout the years, things were
added and deleted. For a period of time after WWII, the governor was actually required to appoint those people that the Alumni Association suggested. I actually got called in to Governor Dalton’s office once regarding our Alumni Association’s recommendations. He called me in and he told me that he tore the list up—everyone on the list was at least 75 years old and there were no minorities. He said he was demanding another list from the association that made more sense.

Interviewer: What do you think is the greatest challenge for Virginia’s governing boards now?

A1: Money. Money. Money. The percentage of the state contribution has been in free fall over the past few years. We used to be able to count on a number of alumni to make significant gifts, but that is not as prevalent now.

Interviewer: What are some specific individual attributes that make for effective board members?

A1: Dedication to the institution is key, like we talked about before. I would also say the ability to communicate—to listen and to present your point of view without rancor—is also very important. People who are not ideologues. Also it helps to have people who have some clout in their own spheres. It helps to have people who have some pull with members of the General Assembly. People who can help the institution.

Interviewer: What about prior personal or professional experience?

A1: I don’t think that has as much to do with it. What you have done for a living up to this point is not as important as their dedication to the institution.
Interviewer: What about knowledge about higher education? Do you think that is important?

A1: You know, we don’t do as good a job helping board members with this as we should have—keeping visitors abreast of the trends and what is going on in higher ed. We need to use the AGB resources better. All our board members receive a membership in AGB and get materials and access to conferences and that kind of thing. But we haven’t followed up on that as well as we should. We tried a couple things. Our former president was on the board of AGB and we had some connections there. We invited them to come to our board retreat and do a presentation on what makes for a good board member. Some board members really liked it, but the rector at the time did not. He thought the AGB folks were way too liberal. He even used the term “pointy-headed liberals!” SCHEV used to have board orientation sessions but they weren’t very good, to be honest. A lot of our board didn’t want to attend because of the time commitment.

Interviewer: Describe those aspects of working with boards that have been the most rewarding.

A1: I would say when you help a board member get involved in ways he or she wouldn’t have normally with some aspect of the university. You get them interested in something and then see it really take hold and they involved and they love it. A good example involves a board member, an alumnus, who was concerned that we had done away with the private dining rooms. Well, I set him up to tour several of the dining facilities and have lunch with some students, and he loved it. He got it. Another way we connected students to board members was we used to use the ______ Club and have the visitors host
students for a light reception. There were no administrators there, except me. We didn’t want it to be scripted or have the administration breathing down the students’ necks to make sure they said all the right things. The visitors loved it—it gave them an opportunity to see who it was they were working for. The students loved it too—and they did fine!

Interviewer: How about the most challenging?

A1: Working with the people who aren’t fully committed to the school is tough. It was occasionally difficult to remain pleasant and professional when dealing with fools (laughter). Also, as I noted earlier, getting the board members to commit to orientation and professional development activities was challenging. Many of them simply did not want to take the time to go through exercise they didn’t see as valuable. How to make that relevant was challenging…and I don’t think we ever really got it.

When asked to respond to the ranking exercise, A1 had the following comments:

The university president should really have very little say—I would rank that very low—zero even. Most of the time, the president wouldn’t really be aware of who the governor was considering. I also see that as a bit of a conflict of interest. The board is the president’s boss—he shouldn’t have a say in that. As to SCHEV or the General Assembly, again, I would say very low—zero again. It really is not their purview. However, as far as members of the government are concerned, I do think that the Secretary of the Commonwealth should have some influence. That position has a good eye as to the big picture. And the alumni—I think they have a good sense as to who might serve the institution well and be committed board members. Obviously, the bottom
line is the governor. He should seek advice and input from some of the others, but the
decision is ultimately his. That’s where the Commission has been and will be helpful in
providing him guidance about what makes sense for each institution.
Transcript of A2 Interview

This is a slightly edited version of the interview which was conducted on November 25, 2009. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). A2 is a male Caucasian.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

A2: The board has the ultimate responsibility for all aspects of the university. However, it delegates most of its responsibility to the president who, in turn, delegates some of it to others—administrators and faculty. My view of a public board is that they also are representing the citizens of the Commonwealth and they owe their ultimate responsibility to those citizens.

Interviewer: Who are the board stakeholders and how do they affect board performance?

A2: The primary stakeholders are the citizens of the Commonwealth. Others include the governor who appointed the board member and also the governor currently in office. The General Assembly is a stakeholder, but to a lesser degree. Stakeholders should want the best people possible on these boards. At times, stakeholders lose track of the question of “best” and they see it in terms of having someone representing them as individuals as opposed to representing the citizens of the Commonwealth. What needs to happen is that someone on a board doesn’t represent any particular individual, not even the governor, but the people as a whole.

Interviewer: How would you define an effective board?
A2: It is one that understands its strategic role and is supportive of the president and the institution. An effective board understands the complexity of a large organization. An effective board is committed to higher education and committed to a specific institution. It understands the complexity of a university and also understands that their role is to govern, not to manage.

Interviewer: What are some characteristics of a high performing board?

A2: A high performing board always has a strong rector—someone whose vision is supportive of the organization and the president. Someone who is a strong leader, but also knows his or her place. You need a strong rector and a strong president—each of whom know and understand the other’s job and both committed to the university. A strong rector recognizes that decisions have to be made and not everyone will agree with everything. Rectors are charged with getting it done, though. I have seen weaker rectors trying too hard to get 100% consensus on issues—it’s just not going to happen most of the time.

Interviewer: What do you see as the greatest challenge facing higher education boards in Virginia?

One of the greatest challenges is Virginia’s form of governance. It is the shared governance structure we have. You have strong, independent institutions, strong presidents, the state council, the General Assembly, the governor, and the other various affiliated boards of universities. The hard part is whether each entity understand its place—its role. They are all part of a bigger entity. They are all empowered by their
creator—the governor. They are subservient to the governor, but once appointed, they are in charge. It gets confusing sometimes.

Interviewer: What are some individual attributes and prior personal or professional experiences that make for effective board members?

A2: I’d say commitment to higher education and the institution is key. Understanding your role is important. Understanding the needs of the institution is critical. As well, do they get the big picture? Do they understand how what they do affects the Commonwealth as a whole? I think it helps to have people who have a significant familiarity with the specific institution and with large institutions in general. It helps if they have a feeling for what these places are like. It also helps if they have actual experience in managing people. Not that you can’t have a good board member who is, say, an attorney and has only managed his secretary. But if you get too many of those, you’re in trouble! You know, when a board appointment is announced the reputation of the university should grow—not the other way around. If the reputation of university doesn’t grow, but the reputation of the person grows because of their appointment, then you probably have a bad appointment and the governor has sold out.

Interviewer: How knowledgeable do you think board members are regarding issues facing higher education today?

A2: I’ll tell you, no matter how knowledgeable they think they are, in most cases a new board member is overwhelmed at first by how different a university is. Higher education is so much more complex than people realize. They have an oversimplified view of the faculty, the administration, and the students. For us, we are constantly trying to educate
them about what a university is all about. They will look at something that appears to look the same as something they are familiar with and they assume it is, but it’s not. There is a huge learning curve. It’s the multiple stakeholders and understanding that concept that is a challenge. It is complex—it isn’t one-dimensional.

Interviewer: What has been your role related to the process of board selection?

A2: I made a decision the week my presidency was announced that I would personally lobby the governor on behalf of the university. I was warned that that was not the way things were done in Virginia, but I did it anyway. One of the first things I did was go to Richmond and lobby Jim Gilmore for appointments and I have lobbied every governor and every Secretary of the Commonwealth since, and I think I have better boards to show for it. A fellow president was shocked that I did this and said that he took what he got. I told him that he probably got what he deserved. I would tell the governor what I felt we needed and most of the time I got it.

Interviewer: What should be the preparation for board members after they are appointed?

A2: It should be intensive. They need to understand as quickly as possible. It should be intensive at first and then with constant reminders after that. One mistake that many institutions make is that they do one board orientation and think that covers it. It doesn’t! Every board meeting should include an opportunity to further educate the board on the institution and on higher ed governance. I think we do this very well here.

Interviewer: How should the board establish priorities and its direction?

A2: The board needs to listen. It needs to establish its priorities by recognizing that the experts on the university are at the university, not on the board. The board has the
ultimate responsibility to set the direction of the board based on the information provided by the faculty and administration. But, if the board doesn’t like what it hears when it listens, it should ask for alternatives. There should be an informed set of discussions— informs the faculty and administration. We usually have a faculty member or key administrator attend board meetings and report out about some issue or program that are associated with. This gives the board and name and face to associate with things. We provide content-laden information at meetings, but also provide social time to interact at the board luncheons. We usually invite a couple key university folks and some alumni.

Interviewer: How do boards balance out the various stakeholder concerns?

A2: In my experience, there are different board members who will take on more of a role of, say, representing the business community, or the faculty, or the students. It shifts with time and with each board. And that can be for good or for evil! In one of my early boards there were some board members who made it like they were representing the students and they really weren’t—it was sheer showmanship. And it was messy. Some of it has to do with which committees they are on or what they enjoy about the university or even why they agreed to join the board in the first place.

This also raises, for me, the issue of what the governor said to them or asked of them when he met with them about their board service. You would hope that the governor sets the right tone, but that isn’t always so. I had a very unfortunate experience with the Secretary of Education under Jim Gilmore. He was a nice man, retired military, but he didn’t get it. He actually used terms that indicated to me that he thought that appointees
served to represent the governor’s views. That was a low point in my experience with this process.

Interviewer: What aspects of working with boards have been the most rewarding and the most challenging for you?

A2: The most rewarding is the joy that they get out of learning more about the institution and feeling a sense of personal, but collective responsibility for the university. When you get to see that, it is really great. The board needs to understand that it is an important piece of the puzzle that makes this a great place.

The most challenging is when there are legitimate differences of opinion among board members and they refuse to admit it. Sometimes this happens because they simply don’t want to offend each other. A strong rector helps with this. He can take each aside and help them see what is going on.

Interviewer: In your opinion, what might improve the selection or appointment process?

A2: Well, we need to make sure the Commission continues to exist. So far, we have had governors and Secretaries of the Commonwealth who are committed to it, but that could change. We are in what I call “unstable equilibrium of Virginia.” Let me explain—we have the right system in place but we are incredibly dependent on these appointments. There is nothing structurally that guarantees success. We are dependent on the system in that it all hinges on whether we have the right people on the Commission, that we have the right person as Secretary of the Commonwealth, that we have the right person as governor. It is tenuous. It depends on the people involved, which makes it tenuous. But that is Virginia!
Interviewer: In your opinion, why did Governor Warner create the Commission?

A2: I remember talking to Mark [Warner] about the importance of board appointments even while he was running for office. I said, “Mark, if you get elected, you are going to have to make a lot of appointments.” I actually heard somewhere that the Virginia governor makes more appointments than any other governor in the country. It might be interesting to see if that is true. Well, anyway, I told him, “Mark, you are going to have a lot of places where you can appoint your hacks—the people that helped you get ahead—but NOT the universities.” I really said that to him. I told him to put them some place where they couldn’t hurt anything and they’ll feel honored to be on a board—just not on a university board!

Seriously, I think he realized that things needed to change. Mark saw the damage done by a couple of board appointments. You know, this wasn’t a Republican problem—look at some of the Wilder appointments—it was a governor problem.

I had a conversation with Jim [Gilmore] when he was governor and I reminded him that with the four board appointments, if you give me three good ones and one bad one, you have failed. Because that one bad appointment, for whatever reason, could negate the value of all the good appointments. One bad board member can cause a lot of damage. I think it shocked him, but he admitted to me that there was one person he appointed to our board that was a mistake. “But I gave you three good ones,” he said. I said, “Jim, that’s not good enough.”

The time, the energy, the tension it takes to deal with that one person—it saps the energy from the board and from the administration that deals with the board.
Anyway, I think that Mark wanted it done right, because he had seen it done wrong.

Interviewer: In your opinion, has the Commission had an impact?

A2: I think it has. I think it has also had an impact on the Secretary of the Commonwealth and the governor. You know, there was a glitch when the Commission was first started—there was no chairman. The Secretary of the Commonwealth ran it. I don’t know how long that lasted but it hurt the group being able to start strong. It changed because there were people on the Commission that said this isn’t working and we need a change—I think that was Murray, Jim Murray. It got corrected.

I have personally seen an improvement. I found that when the Commission got put in place that gave me, as president, people to talk to about our needs. It created an aggressive three-way dialogue about our needs—it was me, the Commission, and the Secretary of the Commonwealth.

During his first round of appointments, Mark made a comment to me that he intended to appoint the best people to these boards, independent of political party. Well, I challenged him on it. Board member X, who had been a big supporter of Gilmore’s was up for re-appointment and I told Mark I wanted him re-appointed. I told him this was a test and that the business community, in particular, would be watching what he did. Board member X was a strong Republican and an opponent of Mark’s, but he was a great board member. Mark did it. He honored the process. This was a case when Commission members probably helped him understand the value of that re-appointment.

When asked to rate the amount of influence each of the various constituents should have on the appointment process, A2 made the following comments.
A2: The governor has to be a five [the most influence]. No one else rates that. I see no role for SCHEV. Alumni is tricky—for us, I’d say no more than a three—they aren’t always in touch with what the university needs NOW. A four for the president and a three or four for the General Assembly members. I think that the Assembly would want strong people in these positions and would want a strong university system for Virginia. The Virginia system of higher education is very dependent on shared governance. We have independent boards, strong presidents, coordinating councils, the governor, the General Assembly. Five entities. When we all work together, there is no better place. However, Virginia’s problem is this instability. If one of the five isn’t working at the level it should, it’s very difficult.
Transcript of A3 Interview

This is a slightly edited version of the interview which was conducted on December 14, 2009. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). A3 is a female Caucasian.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

A3: They are to set the overall policies for the university—the high level priorities. They should operate strategically.

Interviewer: Who would you identify as the board stakeholders?

A3: The students—past, present, and future. It’s about them. We have two student representatives on our board and I think that has helped remind our board that it is all about the students. The board members often seek input from the students as to how things would affect them directly.

Interviewer: What is your definition of an effective board?

A3: One that understands their responsibilities and how important they are. A board is effective if the members make the effort to understand the issues—if they do their homework. They need to ask questions and seek answers. They are effective if they try to understand the issues and act upon them. Also, they can’t be afraid to disagree with one another. It is always bad when “group think” takes over. They should be able to engage in a robust dialogue. They also need to understand the implications of their decisions.

Interviewer: What are some of the characteristics of a high-performing board?
A3: I guess I already answered that!

Interviewer: What do you see as the greatest challenge facing Virginia public higher education today?

A3: Probably the financial situation. We want to preserve the accessibility of our education, but it is hard now.

Interviewer: What do you see as the three most important individual attributes of effective board members?

A3: I wrote down some adjectives….intelligent, open-minded, analytical, and rational. I think that covers it!

Interviewer: What prior personal or professional experience do you think is valuable for effective board members?

A3: We deal with a huge budget, so I think those members who are the most effective have had some kind of experience with large businesses or corporations. Of course, we aren’t a business and there is much more emphasis on consensus building, but we still have a bottom line. It really helps to have that expertise at the table. I would say another aspect is whether they are alumni. The alumni we have had on the board really seem to understand the mission and culture of the school.

Interviewer: How knowledgeable are board members regarding higher education issues?

A3: There are varying degrees of knowledge. I don’t think it is critical for them to have a lot of background with that before they come on the board, though, because they will acquire that as part of our orientation. We really try to educate them about the issues
facing higher ed. I think it is much more important for board members to have business experience than it is that they have higher ed experience.

Interviewer: What has been your role in the process of board selection?
A3: The Secretary of the Commonwealth will ask us for recommendations and we submit some names. We really don’t have much more input than that. Of course, there are people out there who speak personally with the Governor about appointing them to our board and occasionally sitting board members will make sure he knows they want to be reappointed. We really don’t feel like we have much influence at all and I think that should change.

Interviewer: What should be the preparation/orientation for those who have been selected to serve?
A3: Our board members attend the SCHEV orientation and we follow up on that with a board notebook that has a lot of information in it. We pay close attention to making sure they understand the financial aspects of board service. A lot of it is also making sure they understand the lingo of higher education—the different classifications of faculty, faculty governance, the difference between the judicial system and the honor system—that kind of thing.

Interviewer: How does the board establish priorities and choose direction? How does it balance the needs of its various stakeholders?
A3: They need to listen first! Before anything else, they have to understand the university and its strategic plan. They need to understand the direction the institution is heading toward. Then they will be able to make decisions based on the long-range plan.
Interviewer: Describe those aspects of working with boards that are the most rewarding and the most challenging.

A3: I enjoyed getting to know the board members and understanding their backgrounds and where they have come from. I also enjoy watching them learn about the university and really getting to know it. It was nice to see them embrace the strategic plan and be supportive of the institution. They want to do what’s right. As far as challenging, there are too many cases where a board member has been on the board for awhile and they lose sight of the big picture somewhat. They will adopt a pet cause or project and that is when they start to micromanage. They try to push through their particular project whether or not it is in the university’s best interest. Sometimes they are hard to rope back in. It can be a struggle.

Interviewer: What do you think would improve the process of board appointment?

A3: To have more input from the presidents. I would like to see that become an official part of the process. Of course, you don’t want a board that is a bunch of the president’s cronies, but we often know of people who would be of real benefit to the university.

Interviewer: In your opinion, why did Governor Warner create the Commission?

A3: I don’t know what it was specifically. Who knows—maybe he was getting too much pressure to appoint his friends and supporters and wanted a way to deflect that [laughs]! Seriously, I do think he wanted a way to be able to step back from the process a little and do what was best for the institutions instead of feeling like he had to make certain appointments. This was a way to get out of the political payback scenario—a way to distance himself from that.
Interviewer: In your opinion, has it made a difference in the quality of the boards?

A3: [Long pause]. It is really hard to say. There is definitely still a political component to it. It still seems like some of the appointees are appointed because of their party affiliation, but their expertise. I would have to say that I don’t see that much change. And you know, if we allowed the presidents to have more say, that might de-politicize it some.

In regards to the ranking exercise, A3 had these comments:

The Governor has to have the most influence, that’s just the way it is. I would put that at a 5 and the university president at a 4. SCHEV and the General Assembly would be 0. The General Assembly, in particular, has very little understanding of higher education. I would say “other” should be current board members, and I would assign them a 3. Alumni, a 2. Again, bottom line is that all this is the Governor’s choice, although I would like to see more influence from the presidents. I guess the Commission has helped, but, again, it is still up to the Governor to choose who he wants, regardless of recommendations.
Transcript of A4 Interview

This is a slightly edited version of the interview which was conducted on April 6, 2009. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). A4 is a male Caucasian.

Interviewer: How would you describe the role and responsibility of a higher education governing board?

A4: Their main role is that they have specific fiduciary responsibility. They create and approve the budget and establish funding priorities at the highest levels. They have other roles, but to my mind, those roles are subsidiary to this.

Interviewer: Who would you identify as the board stakeholders?

A4: I would say students, faculty/staff, and citizens of the Commonwealth—in that order. We do what we do for the sake of the students. It’s about them—preparing them to lead our next generation.

Interviewer: What is your definition of an effective board?

A4: I would say, a board with clear priorities—one that can maintain those priorities under pressure. An effective board supports the university in its mission and also influences others to support it.

Interviewer: What are some of the characteristics of a high-performing board?

A4: The primary characteristic is that they elect a strong, capable rector. If you don’t have a good rector, you don’t have a good board. The rector has to lead with confidence, but not hubris. A good board has faith in the rector they have elected and allows him to lead them. They also have to trust the president and not micromanage.
Interviewer: What do you see as the greatest challenge facing Virginia public higher education today?

A4: Without a doubt, it is funding. State support is shrinking and costs are rising and the students are getting caught in the middle. I don’t see it improving any time in the near future. It’s one of the things we are going to have to figure out.

Interviewer: What do you see as the three most important individual attributes of effective board members?

A4: Commitment to the institution would be the most important. Are they passionate about the place? If so, they will fight for what it best for it. I would say that a willingness to learn is also important. Sometimes you get important people appointed to the board and they are so used to being in charge that it is difficult for them to admit they have things to learn too. I think I would say that another really important attribute is when there is a lack of assuming….assuming they know; assuming it is as it was in another area…that kind of thing.

Interviewer: What prior personal or professional experience do you think is valuable for effective board members?

A4: Without a doubt, prior board service. That is number one. Without that, it takes so much longer for them to really understand what their role is and what the interplay is on a board. Leadership experience is helpful too. Knowing how to deal with people—knowing how to take the initiative. I would also say that having had some background experiences that would lend them credibility with the other members of the board and with the public
is important. Good boards are built on trust…and credibility is a critical aspect of being able to build trust.

Interviewer: How knowledgeable are board members regarding higher education issues?
A4: It varies. On our current board, about 30% probably have a good grasp on the issues specific to higher education. It helps to have those people, but it isn’t critical. Sometimes, a little knowledge can be a dangerous thing, too!

Interviewer: What has been your role in the process of board selection?
A4: We recommend. We think carefully about what our needs are, who is cycling off the board, who is staying on, what our long-range goals are, and recommend people we think can be helpful…and who will have the passion for what we are doing to engage in the work. Bottom line, it is the Governor’s choice, but he, and now the Commission, takes our recommendations seriously.

Interviewer: What should be the preparation/orientation for those who have been selected to serve?
A4: A good orientation is important—it is critical to try to get the new members up to speed as quickly as possible. The business of the board doesn’t stop to allow them to catch up! Professional development should be on-going, as well. We try to include some kind of professional development activity in each board meeting. We follow the AGB guidelines for orientation and professional development and use their materials for our planning sessions with new members. Most board members do their homework and get it. A number of our board members attend the AGB conference as well.
Interviewer: How does the board establish priorities and choose direction? How does it balance the needs of its various stakeholders?

A4: A good rector will work with the administration and they, together, will decide on the course of action for the board for the coming months. The rector drives it for the board. It is critical to remember why the board does what it does….it goes back to my comment about the students being the primary stakeholders. The board needs to act with that always in mind.

Interviewer: Describe those aspects of working with boards that are the most rewarding and the most challenging.

A4: The most rewarding aspect is to see people really become engaged with the university—to see them embrace what we are going and really become advocates and champions for the place. The most challenging is having to deal with that handful of people that are only on the board to satisfy their own egos. There are fewer of them nowadays, but it is frustrating that they don’t get it.

Interviewer: What do you think would improve the process of board appointment?

A4: I think we do it pretty well here in Virginia. The Commission has helped de-politicize it, which is good. If the Commission remains as neutral as possible politically, that will be the key. With the last couple administrations, I feel like they have taken our inputs and made good choices.

Interviewer: In your opinion, why did Governor Warner create the Commission?

A4: As I mentioned before, to de-politicize the process. It had been pretty bad in the ‘90s. There were a number of really questionable appointments made at a number of the
institutions, including ours. There were partisan Democrats and partisan Republicans on the board at the same time and it was difficult to get anything accomplished. Many of them clearly had an agenda that had nothing to do with the good of the institution. That seems to have mitigated to a large degree. The Commission has helped with that.

In regards to the ranking exercise, A4 had these comments:

I would say that the Governor has to have the most influence—I would put that at a 5, but closely followed by the university president. We at the university know how the board dynamic works for us and can really have an input in what would be beneficial to add to the board. I would say the board itself should have some influence, especially the rector. Alumni—not much. Sometimes they are too tunnel-visioned. SCHEV and General Assembly members—none.
Transcript of C1 Interview

This is a slightly edited version of the interview which was conducted on June 10, 2011. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). The interviewee identified himself as a Caucasian male.

In response to the question as to why he thought he was appointed to the Commission C1 responded as follows.

C1: When the Commission was created, one of the positions was required to be filled by a retired university president. I had recently retired, so I made a good candidate for that slot since I was still current with higher education in the state.

Interviewer: Why did you agree to serve, especially since you had just retired?

C1: The motto at my university, in which I deeply believe, is __________. I felt I had an obligation to serve when asked by the governor. I respect Governor Warner and was pleased to be able to be part of something so important.

Interviewer: What strengths did you bring to your position?

C1: I have a long, broad knowledge of higher education in the state of Virginia. As well, I know almost all of the sitting presidents and have a good sense of what they are like and what their institutions are like. I feel like that helped me see the big picture as to what higher education in the state needed.

Interviewer: How would you describe the role and responsibility of a governing board?

C1: It’s very simple. Hire (and fire, if necessary) the president, review serious policy changes and directions, and assist, personally or otherwise, with fund raising initiatives.
That’s it. The damage is done when boards think they should take on more than those roles.

Interviewer: Define an effective board.

C1: One that complements an effective president.

[C1 is not a talkative man. The interviewer prompted him to elaborate on several of his answers, with limited success. When asked to elaborate on this very terse response, he complied with the following.]

C1: What I mean is that the board’s responsibility is to have a president in place that does his or her job effectively. It is not about the board—it is about the president. The board should not micromanage the president or his administrative team—they should support them. The board should ask the right questions and help steer the institution in the right direction, but not interfere in the everyday aspects of the institution.

Interviewer: What do you see as the three most important characteristics of a valuable board member?

C1: I think it is critical that board members grasp the uniqueness of the academic mission. While it is a business of sorts, a university is not run in the same way. If you have board members who only understand the business model of governance, there is the potential for problems. As well, you need people who can understand how complex a university is—especially research universities. It is not as simple as it would appear. Along that same vein, it is critical that potential board members understand the concept of academic freedom. In my experience, this was one of the most difficult aspects for
board members to grasp. But understanding it is crucial to boards making proper decisions for an academic institution.

Interviewer: What criteria did you use to evaluate potential board members when you were on the Commission?

C1: Those things I just talked about primarily. I would add that it was important that the potential board member have some knowledge of the institution they would be serving.

Interviewer: How about prior personal or professional experiences?

C1: It is really helpful, like I said, if they have been involved in the institution in some meaningful way prior to service. Service on an alumni board or foundation board; membership in an athletic boosters organization—that type of thing.

When asked to describe what attributes of being on the Commission were the most rewarding, C1 responded as follows.

C1: It was affirming that, especially after the first couple years, we were hearing from alumni and presidents that the board appointments had gotten better—particularly that they seemed to have risen above the past political agenda. That meant that we were doing what we set out to do.

When asked to describe what attributes of the Commission work were the most challenging, C1 responded as follows.

C1: The inequity of it. It was difficult to choose just a few candidates from the many, many qualified applicants for the distinguished institutions, while we struggled to find enough qualified candidates for the more marginal institutions. Many people wanted to
be part of the premier institutions. It was difficult to find the best matches for the struggling schools.

When asked why he thought the Commission had been created, C1 responded as follows. C1: The situation had been bad in the late 80s and early 90s. There was too much emphasis on politically motivated appointments that did not serve the institutions well. Governor Warner was hoping to limit, or at least reduce, the political aspects of the appointment process.

Interviewer: Has it had a positive impact in your opinion? C1: Without question. Board members are much more qualified for the work they do than they were a decade ago. I hear that from a number of the sitting presidents. Boards have a better sense of their roles and responsibilities and board members seem to be more committed to the institutions they serve. I don’t think that politics will ever be totally eliminated from the process, but the negative effects of it have been mitigated.
Interview Transcript C2

This is a slightly edited version of the audio taped interview which was conducted on June 29, 2011. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). Interviewee indicated that she is an African American female.

When asked why she felt she was chosen for the Commission and why she agreed to serve, she answered as follows.

C2: I served on the Warner team when he was running for governor and he knew me and knew my background in higher education. He knew I had experience as a board member at ________ and as an administrator at both ______ and ______. And, it is hard to say no to Mark Warner! I also knew of some of the other people being considered as Commissioners and they were people I respected and I thought they would be good partners. As well, I am fond of Mark Warner and I felt I could be helpful to him and his governorship. I wanted to help Governor Warner have a productive term of office.

Interviewer: What strengths did you bring to the role? What did you feel were your contributions?

C2: I have a deep knowledge of higher education in Virginia. I have had a lot of previous experience and leadership positions—dean, provost, board member. In my role as a board member at ______, I really came to understand about the importance of dealing with constituents and also have the ability to influence people regarding higher education.

Interviewer: What do you think is the role and responsibility of a governing board and what are some characteristics of effective board members?
C2: The main responsibility is to support the president and further the mission of the institution. I think an effective board member should have a basic knowledge of higher education and a specific knowledge about the particular institution he or she serves.

[At this point, C2 engaged in a long aside about specific programs she had been associated with at _____ which had nothing to do with the interview question. The researcher tried several times to bring the dialogue back around to the questions at hand, with little success. It was almost as if C2 had confused the Commission on Higher Education Appointments with some other commission she may have served on. We got back on track with the next questions.]

Interviewer: Very interesting. Now, could you describe what criteria you and your fellow Commissioners used when you were recommending potential board members for various institutions?

C2: Like I said before, they should be people who know something about the particular institution—that often meant alumni of the institution. As well, we tried to factor in what pieces might be missing from a board—did they need a development person, someone with banking experience, an IT person—that sort of thing. We wanted to match the needs of the university to the strengths of the particular person. It was occasionally like putting together a puzzle—all the pieces fit to make a complete picture.

Interviewer: What prior personal or professional experiences do you think enhance the contributions of a board member?

C2: It helps if they have served on boards before—if they know how boards function and what the expectations of being on a board are. Other than that, things I have mentioned
before, like understanding the mission of the institution and knowing about higher education in general. I don’t think the particular profession makes that much difference overall.

When asked about the rewarding aspects of being on the Commission, C2 answered as follows.

C2: I really enjoyed getting to know my fellow Commissioners and working with people from other institutions across the state. It was rewarding to be able to share ideas and experiences with the wide variety of people represented. There was a great deal of value in our common interest—an interest in bettering higher education in Virginia as a whole.

When asked about the challenging aspect of her Commission work, C2 answered as follows.

C2: The most challenging aspect was the political issues that would come into play when we were making decisions. Even with the Commission, there was still political pressure to recommend certain appointments. I didn’t like the politics of it.

Interviewer: That being said, why do you think the Commission was created?

C2: Mark Warner had a real desire to strengthen higher education in Virginia. He wanted there to be a democratic process and wanted to have people representing different areas of the state to have a voice. He needed to take some action to heal what had happened with some of the “ugly” boards in the past.

Interviewer: Has it made an impact?

C2: I hope so…
[Big pause. The interviewer tried to pull more of an answer out of C2 without being rude, but she only repeated, “I hope so…I really hope so” a couple times, so we moved on.]

When asked to rate the amount of influence various constituents should have on the appointment process, C2 became more animated and descriptive. Her remarks are as follows.

C2: Just about everyone had some input, which could make it difficult. We would get many letters from members of the General Assembly and alumni all trying to influence our decisions. That was hard. For the most part, the Governor stayed out of it as far as trying to influence us. The General Assembly was much more political about it. As Commissioners, we tried to weigh the General Assembly input against that of the other entities. We also paid a lot of attention to the alumni. They want what is best for the school and they have a lot of interaction with each other and with the school and even the students. They are tied closely to the school and would know what the school needs or who might be a good fit. We also looked carefully at the university presidents’ comments—the president would know the details of the needs of the university better than just about anyone.
Interview Transcript C3

This is a slightly edited version of the audio taped interview conducted on June 10, 2011. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). Interviewee reported that he is a Caucasian male.

When asked why he thought he was appointed to the Commission by Governor Warner, he replied, “Because it was my idea.” He elaborated on that statement with the following information.

C3: Mark Warner and I had been business partners since the 1980s and when Mark got interested in government and decided to run for political office I helped him understand some of the background and the issues in higher education in the Commonwealth. I had experience in higher ed because I served on the board of visitors for _______ and I understand how things work. I had firsthand knowledge regarding the difficulty in governing institutions when you had people in the board room who either lacked experience or they were there for the wrong reasons. There had been a lot of shaky appointments under the prior administrations—it has always been a political process—but it got really bad with Governor Wilder. He actually appointed a visitor to the UVA board who had not even graduated from high school! It was entirely political and that action showed no respect for the needs of the institution. Universities are big business and need to be governed by experienced and thoughtful people and to have a seat taken by someone who literally never even had been in a college classroom was preposterous.
Mark and I talked about this and how that kind of problem could be fixed. I suggested that something like a blue ribbon commission could be useful—where the governor would agree not to appoint anyone to a board of visitors unless agreed to by the members of the commission. Mark thought this was a good idea. His first act as governor, on the day he was inaugurated, was to create the Commission. He put in to action this idea we had been discussing during the past years before the election.

When asked how he would define an effective governing board—what attributes an effective board would possess, he replied with the following.

C3: Let me preface my answer by explaining that, as a venture capitalist, I am a professional board member. One of the things we do as we work with other companies is sit on their boards. I have been on 40+ boards in my career and sit on 5 or 6 right now. So I know boards and I have the perspective of having been on a variety of boards. That being said, the two most critical attributes for effective boards are having members who have experience and independence. Independence is key. If you have a strong, domineering president, you need a strong board. In the last few decades in Virginia, boards were often comprised of people whose names had been sent to the governor by presidents or alumni and governors typically would do what those people asked. In a lot of cases, the governor would be appointing the president’s friends, golfing buddies, drinking buddies and the like. That meant that there were no checks and balances—if a board is made up of the friends of the president—they are like “yes men.” There would be little give and take; there would be little questioning of bad decisions or the validity of
some of the president’s actions. If an institution is set up to succeed or fail based on one person—the president in this case—that is dangerous.

Boards need to have independent minded members who don’t have any particular loyalty to the president. With the Gilmore and Allen governorships, there were board members that had been asked to be loyal to the governor at the expense of the institution.

Independence is crucial—indeed from the management of the institution and from the political process. Ideally, you should have board members who are there because they only care about the mission of the institution. You can get that by having alumni appointments. I would say that in only rare cases would you want to appoint someone who was NOT an alumnus of the school. Probably with newer schools, like GMU, which doesn’t have a lot of history or tradition, it isn’t so important to have alumni, but regardless, a board member should be there to further the mission of the school. It is important to have board members who understand the institutional memory of a place and who are in touch with the culture of the place and there is a bigger learning curve if you are not an alumnus.

Experience is the other key factor. In order for a board to function well, meetings have to run smoothly. You need to have people who know how to listen and when to talk or not. You need to have people with the self-confidence to be collaborative; people with patience and listening skills. These attributes develop through experience. Members with prior experience have been there and learned from their experiences. They have made mistakes and learned from them—and not at the expense of the Commonwealth. The ability to focus in on critical institutional issues and ignore their own egos—comes from
experience. You need people who understand how meetings should be run—that there is an agenda and goals and decisions to be made.

Interviewer: Do you think it is important that people serving on higher education boards have knowledge about higher education?

C3: Not at all. Professional academics have a very limited amount to add to the board room. The reason is that the vast majority of important things being done by boards of visitors have little or nothing to do with the curriculum or the academic operation of the institution. Actually, as the first commissioners, we made it an automatic policy that nobody who was working at a state academic institution would be eligible to sit on a board of any of the state institutions. We saw it as a conflict of interest.

Interviewer: Given all you have said, I feel you have already answered questions 6 and 8, so unless you have anything else to add, let’s look at question 7, which asks what criteria you used to evaluate potential board members for various institutions.

C3: Yea—I think I covered the other pretty well. And, as a matter of fact, I have also covered a lot about this question too. Independence, experience, understanding of the mission of the institution. The other important aspect to this that the Commission tackled though was getting the right people to serve on boards of some of the lesser schools. Looking ahead to question 9, I would like to explain what I mean by that.

Interviewer: The most rewarding aspect of your Commission experience? Yes, please go ahead and explain.

C3: Let me start out by saying that some of the schools—like UVA, Tech, William and Mary—have huge lists of highly qualified people who want to be on those boards. It is
easy to identify good board members for the elite institutions. What I found extraordinarily rewarding was to try to improve the quality of the boards of institutions that had been essentially ignored for years. Probably the worst was Virginia State. The turnaround on that board was the biggest success of the Commission. By the end of the Kaine administration, the Virginia State board is as good as any other in the state because of the work of the Commission. We [the Commission] completely abandoned the old model for appointing people to those struggling institutions—the old model being that the president would tell us who he wanted on the board. Nobody else wanted those jobs. We completely reversed that. The Commission took total control of the process. The Governor or the Secretary of the Commonwealth rarely had any ideas about these boards because people were not seeking these appointments. We as a Commission went out and actively recruited people for these boards—people from the local communities, alumni, people who had some connection with the institution. We did this especially for Virginia State, Norfolk State, Radford, Longwood. We went out and found business people—bankers, investors, people with experience. We wanted good boards—instead of the “amateur hour” they had before. This was the most satisfying thing I did. We really helped those institutions.

Interviewer: What would you say was the most challenging aspect of your work with the Commission?

C3: There were a couple of incidents in my 8 years on the Commission where the process wasn’t followed—where the governor decided he wanted to appoint somebody and it hadn’t gone through the Commission process. There were two incidents—one at Tech
and one at UVA—and both turned out to be terrible appointments. In one case, that board member was asked to resign about halfway through his term because he hadn’t been to any meetings. It is very difficult when the process isn’t followed.

I might be biased, but I thought we had two good governors in Warner and Kaine—both had a sense of their responsibility and had a higher purpose—they saw beyond political expediencies. 99% of the time, they deferred to the recommendations of the Commission—but when they didn’t it was disconcerting. They believed in the philosophy of the Commission—that independence from politics was important. They believed we would have better colleges and universities if they had better boards. They were willing to defer to the Commission and used it the way it was intended to be used. If boards got better, and I maintain they did, it is because they were willing to set aside a personal agenda and defer to the wisdom of the Commission.

Let me use Norfolk State as an example. We provided him with a list of eight to ten names of people he had never heard of for board appointments. The Commission recruited these people—they weren’t already known to the governor. We used our extensive networking to generate lists of potential board members. With the major institutions, like UVA and Tech, we would get letters from the sitting president, the alumni associations and the governor with names. With UVA we might get fifty resumes for one or two positions—those appointments are so popular. Sometimes the Secretary of the Commonwealth would make it known to us that, “the governor would really like to appoint Person X” to a position. If that person was highly qualified then chances were that the Commission would recommend that name. Let me make this clear. The
Commission did not appoint anyone. We didn’t tell the governor who to appoint. That was his decision. Our policy was to give him two to three names for each slot and then he would choose. It was his choice.

With Governor McDonnell, I have no problem if someone appoints a person who gave him a lot of money or was a political supporter—that’s fine as long as that person is also highly qualified. What we were trying to avoid was the politically motivated appointment of the unqualified person.

Interviewer: Do you think the Commission has had an impact on the quality of boards in Virginia?

C3: I KNOW it has—especially at the lesser schools. At UVA—they would have had good boards for the most part regardless. People of character and experience with influence seek those positions. Just think of the type of alumni a UVA generates. Those are people who can be effective board members. At VCU and GMU, I would say we helped improve the quality of those boards. But the best we did was with the schools who had been struggling to get the right board members.

It was a wonderful experience. When we were doing it, we really felt like we were doing important work—work that mattered. We were advancing higher education in the Commonwealth of Virginia and we had a common bond of thinking that we were doing the right thing.
Transcript of C4 Interview

This is a slightly edited version of the interview which was conducted on 7/20/2012. It was edited to eliminate any superfluous conversation that did not apply to the interview questions (such as greetings and other pleasantries). The interviewee is a Caucasian female.

When asked why she thought she was appointed to the Commission, she gave the following response:

C4: I have a business background and I think Governor Warner wanted some people on the Commission who were from the business community. I knew Mark, as he was part of the business community too. I think he appreciated my entrepreneurial outlook and the fact that I had experience in start-ups—which, after all was what we were doing with the Commission—starting something new. I think he wanted to make sure there was a good mix of talents on the Commission and I fit a certain bill.

Interviewer: Why did you accept?

C4: Well, I knew and respected Mark and…it IS hard to say no to the Governor when he asks you to do something for the good of the Commonwealth! I had a lot of respect for what he was trying to do and it was something innovative. I wanted to be part of it.

Interviewer: What strengths do you feel you brought to the position?

C4: My entrepreneurial background, my experience in job placement—after all, that is pretty much what we were doing. I could help match the needs of the institution with the people available to serve. I could help assess what each university needed. We all knew we were going down there [Richmond] without a lot of set processes and we were going
to have to create the processes and get the whole thing going. My business acumen helped.

Interviewer: How would you define the role and responsibility of a governing board?

C4: The primary responsibility is for governance oversight—not micromanaging. The role is to represent the best interests of the state at a particular institution. It’s not just about the board member or the board, or even the institution. It’s about the good of the Commonwealth.

Interviewer: How would you define an effective board and what are the most important attributes of good board members?

C4: An effective board is made up of people who are willing to give up their individual agenda. We need people who are independent thinkers on boards. What I don’t mean by that is someone who is so controversial that they can’t get along with other board members—that’s not what I mean. But what I do mean is someone who is not just going to go along with the herd—someone who will not be part of a group-think mentality. We need people who know how to analyze information and form an opinion based on that information. We need people who are willing and able to make tough decisions—setting tuition, choosing a president—decisions that affect a lot of people.

Interviewer: What criteria did you use as a Commissioner to evaluate potential board members for service to various institutions?

C4: Each of us on the Commission had different areas of expertise. Each of us knew a bit about the different regions and institutions across the state—I guess Mark thought about that when he was choosing who to appoint. We tried to define what were the special
attributes of each of the institutions so when we were vetting potential board members, we could see what they brought to the table that would be helpful to that particular institution. We tried to get good matches. You know—the need for a doctor at UVA or VCU because of the medical centers or the need for someone with STEM experience at Tech….that sort of thing. We also looked at who was already on the boards and who would best complement those people. Was there a skill set missing, for example. Occasionally, there would be the situation where the institution we felt they were a good match for was not necessarily the place they thought they wanted to serve, but we were able to demonstrate that it was a good match. We would create a pool of those people and then vet it down further from there.

Interviewer: What personal or prior professional experiences do you think enhanced the effectiveness of board members?

C4: The main thing is whether they had any previous board experience. It is difficult to serve on a board as complex as a university board if you had no prior experience. The learning curve is huge. I also think that it is important to have had some kind of business experience. That usually means you understand about compromise and consensus. Higher ed is changing so rapidly and I think we need business people and entrepreneurs who have dealt with change in their own businesses and know can apply that knowledge to the change in education.

Interviewer: Describe those attributes of your Commission work that you found the most rewarding and most challenging.
C4: The most rewarding was definitely when we placed someone at an institution that was a great fit. I also enjoyed getting to know a lot about the schools all over the state. I knew about Northern Virginia, but not much about the other regions of the state. It was also pretty rewarding when people returned your phone calls [laughs]. You know, you don’t get ignored when you are representing the Governor! It was also affirming that people were willing to give feedback to the Commission—people wanted to help—they were willing to take the time. That was good for me to see.

As far as the challenges, I would say the politics. Many people assumed that politics was still a part of it and it frustrating that they couldn’t grasp that we were going about our work with a politics-neutral mindset.

Interviewer: In your opinion, why did Governor Warner create the Commission?

C4: I think he wanted to make things more politically neutral, but I also think he quickly realized how important these appointments are and knew he needed help to get it right. He simply did not have the time to do all the research about who would be the best choices. He needed us to do that—to put together a short list he could have confidence in and he could work with to make a high-quality decision.

Interviewer: In your opinion, has it had an impact on the quality of boards?

C4: Oh, yes—without a doubt. I would say, especially for the first 10 years. I can tell that politics is entering into it again recently, though, by the type of people who have been appointed recently. It doesn’t seem as balanced as it had been. But, the system that is in place is good and that can be corrected if the right people are in the Governor’s office.
The structure is there, but it really does all depend on who gets appointed. It needs to be used properly—as it was intended when Mark created it.

C4 comments on the ranking of influence: There are two tiers as far as I am concerned. Tier one is the Governor and the university presidents. Everyone else is a distant tier two. We would usually get information from the presidents about which alumni they thought would serve the institution well, so I didn’t place much emphasis on what we got from the alumni themselves.
Transcript of Interview with Rick Novak, September 24, 2012

Rick Novak is the Senior Vice President for Programs and Research at the Association of Governing Boards (AGB) and Executive Director of the Ingram Center for Public Trusteeship and Governance. The researcher conducted a telephone interview with Mr. Novak, using questions that had been sent to him in advance. He agreed that he could be quoted regarding the research.

Interviewer: In your opinion, why did Governor Warner seek to create the Commission? Why did it happen when it happened?

Novak: He had received a lot of complaints from the presidents [of Virginia public institutions] and from the trustees that he knew—particularly about the appointments Allen and Gilmore had made. He had a lot of complaints about the intrusiveness of some board members and the political and ideological agendas they came in with. That was the main thing. He wanted to create a better process to choose members for boards.

Interviewer: What role did AGB have in the process?

Novak: We had had lunch on a couple occasions with some of his campaign staff. He had made this part of his higher education platform when he was running for office. We also met with a couple staffers and with Marshall Acuff, who became one of the inaugural members of the Commission. He had been the chairman of AGB and was a trustee at William and Mary. So we fed some ideas to Marshall who then fed those ideas to the Governor’s office and staff and when he was elected, Warner followed through on his campaign promise.
Interviewer: What is your opinion regarding the structure and procedures that govern the Commission? Have other states with similar commissions done things differently? What alternatives could Virginia have considered?

Novak: I think that in the states that have these commissions or selection committees—and I believe there are currently six or seven—the goal is to remove a lot of the politicism from the board selection process. But if the screening committee is subject to political appointment then you are never going to really take all the politics out. To do so you would almost need to create a self-perpetuating commission. I don’t think that idea was ever advanced to Governor Warner. It was just the hope that the governors that would follow him would themselves realize it was in the best interest that they appoint good people to the Commission as the statute says—people who know higher education and will be objective, dispassionate, and thoughtful and who would solicit nominations based on merit. I think that this is the Achilles Heel of the system—sustaining the interest of the committee to make strong appointment recommendations.

Interviewer: Are you aware of any states that have self-perpetuating boards?

Novak: Hawaii is the closest…and the most recent. I think that the legislature makes all the appointments to the commission and that there are designated seats as well. There have to be two from the faculty union and two from the legislature, for example. North Dakota has something similar but I don’t think they necessarily have the right organizations filling the slots. For example, the education association has one seat, the Supreme Court has one seat and the Chief Justice has the authority to appoint one person. There are a couple other positions I am not sure about. I think there is some wisdom in
having some assured diversity in the make-up, as opposed to “we’ll just pick the best citizens we can” and then leave it up to subsequent governors to interpret that in the same way.

Interviewer: Was there any advice that AGB provided to Governor Warner and his team that was not taken?

Novak: We had floated to the Governor that the commission should recommend just one nomination for each seat instead of the way they are doing it with three names for each vacancy. We felt that if the Governor didn’t like the name proposed that he would send it back to the Commission and ask them for another candidate. We felt this would have allowed the Commission to have more direct impact. With three names proposed, the Governor retains a lot more power—he can choose his favorite out of the three. But Governor Warner wanted to retain more flexibility than one name for each vacancy. We also floated the idea of independent staffing for the Commission instead of having the Secretary of Education as part of it. That might have given the Commission a little more independence from politicism, but it wouldn’t have been cost effective—you’d have to hire someone.

Interviewer: Do you have any suggestions on how a commission such as this might be more effective? What flaws, if any, do you see in the process and outcomes?

Novak: We’ve covered that a bit already, but it would be really interesting to know how the present governor is using it now. How is it really working? Is he creating the Commission in his own image? Is he rejecting the nominations he is getting? I don’t know if there is anything in their own by-laws about what happens if the governor
continues to reject nominations? Is there a limit? I heard it from the grapevine (my boss used to be on the Virginia State board) that even Governor Kaine felt that the Commission wasn’t working very strongly toward the end of his term. I don’t know what the problem was—after all, he was the governor and he was appointing the Commissioners.

Nominating commissions are still an option for states to consider, but I think that the problem is that some of them have seemed to atrophy. That’s probably not the case in Minnesota or Hawaii and Massachusetts had been atrophied, but quite frankly, became revitalized after Mitt Romney was in office. Then Governor Deval Patrick revitalized it again—he appointed Judy McLaughlin who teaches in the Institute for Higher Education at the Harvard School of Education to chair the nominating committee. That was a good move. Some states kind of float in and out of being effective. Kentucky is totally atrophied. And then there are a couple individual institutions that have their own nominating committees. Two that come to mind are Auburn and Athens State. Athens State is an interesting case. They had been part of the state-wide community college and college system but then were awarded their own governing board and now they have their own nominating board for the trustees. Maybe I’m overstating it that some of the commissions are atrophied, but they don’t seem to carry the resonance they had at their creation over time. They sort of fizzle out.

Interviewer: Do you have any opinion on why they fizzle out?

Novak: I just wonder if it is because governors change. A new governor comes in and maybe he’s from a different party or maybe he doesn’t take it as seriously. I think we
need to urge all those involved—the governor’s staff, the governor’s office—that higher education is important to the state. You need to take this seriously! You need to find the best people for these positions! If you as governor signed on to the College Completion Agenda, and thirty-seven of fifty governors have, you need to ask yourself if you have the right boards, coordinating and governing both, to get you where you need to be.

Interviewer: Do you think that the Commission in Virginia has had an impact on how higher education boards there function?

Novak: Rick Legon, my boss, wasn’t reappointed to the Virginia State board because he wasn’t a Democrat. Austin Ligon was appointed, and he is an excellent board member, but he was a Democrat. So many appointments under Tim Kaine were like that [interviewer’s note—Ligon also donated $120,000 to Kaine’s campaign]. That is one thing we are trying to say to governors—don’t automatically kick someone off a board just because they are of a different political party than you. Just as we want members selected on merit, not politics, then reappointments should be on merit as well. Warner was very good about having a good mix of both Republicans and Democrats.

I was talking to the governor of Illinois during a session with the Ingram Institute and he has been overhauling some aspects of higher education in the state. I asked him why not go with a screening committee and he said, “I don’t want to do that. I’ve looked at this very seriously. I have so much invested in these institutions and assuring these boards are successful that I’m going to appoint the very best people I can. Sure, some of them have made contributions to my campaign and some of them are my friends, but that’s not
the main criteria for appointment. They care about the colleges and they will do a good job.”

Then there is Rick Perry in Texas. He gets a lot of contributions—of course there is a lot of money in Texas [ha ha]. He appoints a lot of those people to A & M and to UT boards in particular. He has appointed prominent people but then there is the issue of independence. Is there independence for the governing board when there are large amounts of money involved? Harder, I’m sure.

Interviewer: Given the situation at UVA this summer, what can be further done to improve the quality of boards and their members? Any opinion as to why this Virginia fiasco happened?

Novak: Really, the failure for the UVA board was that it became enamored with or misunderstood the idea of corporate governance in higher education. There are many elements of a corporate governance style that are apropos for higher education, particularly having an executive CEO and holding them accountable and expecting them to run the “company” so to speak, and doing strategic planning, and holding them accountable to the metrics of that plan. The piece that doesn’t translate well and that got them into trouble was just the impatience of the board members who read things and then become all involved in that corporate dynamic and corporate restructuring and competition and felt that the university was falling behind its competitors, when it really wasn’t. The more supportive way would have been if you have questions of the president and her policies, ask questions. If there were issues with her communication style, well then, you know, we could get you an executive coach if you need one. And ask her
questions about where we are with our plans. They weren’t doing those things—if they had just had a dialogue with her. They should have inquired about what kind of conversations were happening with the faculty. I don’t know why it happened, but I think a lot of it was impatience, and unfortunately, also on the part of the rector, there were not good practices being followed in terms of having an open discussion. I know this one board member who said he really wished he had pushed the rector into having a meeting in person with the whole board about the issues rather than being polled individually.

Interviewer: What is your opinion on what are the primary roles and responsibilities for a public board member?

Novak: Selecting and evaluating the president; overseeing the strategic planning process; upholding the mission as a beacon so you can fight back either internal or external pressures. Altering the parts of the mission that don’t make sense is another. Understanding educational quality and being able to articulate that about your institution is another. Also, understanding the financial role of helping procure resources and ensuring that those resources are used wisely. It is important to be able to understand the cost drivers of the institution. “Financial” doesn’t just mean balancing the budget and making sure the audit is OK—it means helping the president think ahead strategically saying, “In this tough financial time, where do we reallocate our main investments? Are there areas of growth that we can undertake to improve our financial position?” I think, lastly, one of the primary responsibilities of a public board is understanding where the institution fits in in the overall state picture. If there is a statewide agenda, where does that align with the institution’s strategic planning?
Interviewer: What are the attributes of an “effective” board?

Novak: They are engaged without micromanaging. They know how to lead change in the institution. They rely upon the president without overly relying upon the president. You want there to be a distinction in the minds of the public, the faculty, and students that the administration and board are two different entities, but also that they get along well and that they are a real team that can advance the interests of the institution. I think that an effective board, particularly at this time, engages on the tough issues, particularly at the request of the president. It is a board that is not afraid to have policy-level conversations and difficult conversations but at the end of the day not to be contentious, but say “let’s work through the hard issues.” I think that most presidents today, and this is a shift from the past, really do want a strong board behind them and they want to be challenged. This doesn’t mean they want to have to go to battle over everything, but they want the board to really engage with them on the planning process and the mission questions. “Don’t take what I say carte blanche but engage with me on a full exploration of these issues because I can’t get there alone. I need your support and I need your ideas.”

Interviewer: In your view, what individual attributes or prior experiences make for effective board members?

Novak: We’ve always said, and I guess it’s still true, that people who came from the private sector with corporate experience make good trustees, IF they aren’t too enamored with change. Entrepreneurial types seem to have the most trouble with this, though. Sometimes they are more impatient. They typically deal with riskier ventures and are impatient with the slow wheels of shared governance. I also think that people who have
worked with complexities are good board members—people who can see the big picture—who aren’t parochial. Sometimes I think the flaw with alumni board members is that they tend to be parochial. I also think that people who know how important it is to balance the needs of the state and the needs of the institution are beneficial. Those who can recognize that it is a public institution (even though those dollars are decreasing) with public purposes that it serves are important to have. They also ought to be able to articulate this idea. This goes back to what is an effective board. I think an effective board ought to be able to articulate the public agenda and the piece of the public agenda that is the institution’s responsibility. Effective board members know the problems and issues that the state has and how their institution fits into the solution.

Interviewer: What criteria do you think should be used to evaluate potential board members?

Novak: We, AGB, actually played off of something that the Minnesota selection committee created; we used the criteria they came up with and kind of appropriated it for our own [ha ha]. There are four or five areas. Let me see if I can remember them all. First, was personal integrity and a personal code of honor. Second, wisdom and breadth of vision. Third, independence. I think this is the most crucial. Fourth was the ability to challenge, support, and motivate the administration. Fifth was a willingness to function as a member of a diverse group in an atmosphere of collegiality; where you can raise questions and disagree, but at the end of the day you are not there to be contentious but are there to further the work of the board and to challenge each other. Recognition of the public nature of the position is important. You have to feel comfortable with the concept
of open meetings and public service. You have to understand that it’s not about you—it’s about the board and the institution. It is also important to note that people shouldn’t be coming on to boards to add to their resume; they should have a solid record of accomplishments already. You also have to have people who are willing to commit the time. “This is going to be a substantial time commitment and are you willing to do that?”

And, finally, you need to be non-partisan—check your politics at the door. Boards need to be politically savvy, but not partisan. There’s a big difference.
Transcript of Interview with Belle Wheelan, December 11, 2012

Belle Wheelan is the President of the Southern Association of Colleges and Schools (SACS) and the former Secretary of Education under Governor Mark Warner. She was Secretary of Education when the Commission was formed and served on the inaugural Commission. The researcher conducted a telephone interview with Dr. Wheelan, using questions that had been sent to her in advance. She agreed that she could be quoted regarding the research.

Interviewer: In your opinion, why did Governor Warner seek to create the Commission? Why did it happen when it happened?

Dr. Wheelan: He came to office with an agenda and he had met with many of the college presidents before he was even elected when he was developing a platform from which to run for office. He had heard from them that there was a need for board members who were not only influential people but people who knew something about running a large enterprise. He knew that many of the appointees in the past had been appointed because they had donated large amounts of money and not necessarily because they had an appreciation for running such an institution. There was also the need to diversify the boards. So he came up with that platform to try to get all those things done.

Interviewer: What role did you have in the process?

Dr. Wheelan: I was Secretary of Education and me and the Secretary of the Commonwealth, Anita served as co-staff members to the Commission. She was responsible for all the appointments and I was responsible for all the institutions.
Interviewer: Did you have a hand in helping create how it was structured and how it would work or was that primarily work done by AGB and the Governor?

Dr. Wheelan: Anita and I both had input into the process and also helped choose the first members. Governor Warner had some folks with whom he had worked previously who he felt had good handle on things—folks from specific institutions, like Dr. Torgeson from Virginia Tech who know a lot of the alums. Some of the people who were put on the Commission were put there because of who they knew respective to the particular institutions.

Interviewer: What is your opinion regarding the structure and procedures that govern the Commission? Were other alternatives considered?

Dr. Wheelan: I don’t know that the same structures or procedures are in place as when we established it. I am pleased to see that it is still in existence, though. Well, I don’t know the current structure but I can talk to the structure we put in place. It was designed to identify folks who were both alumni of and had skills important to each of the institutions. What we did was assigned each commissioner an institution and they were to come up with people they thought would fit the bill for service as trustees to that particular institution. Those of us who were not as familiar with the institutions were able to put other names forward with the skill sets they were looking for when we talked in through in our meetings. So it was a consensus on who would be appointed. There were some names that would come up for a particular institution and some folks would say, “Oh, no indeed!” [laughs] or more often than not it would be “have you thought about so and so” or “while it might not seem like a good fit, let’s talk it through.” That was the
way it went. We divided into clusters and each cluster would be assigned institutions. Anita also knew a lot of the grass roots folks. We also got input from presidents, alumni associations and some people would write in and send an application asking to be appointed to thus and such board. 

He also wanted to diversify the boards, but because the base we were looking for was alums, and successful alums at that, it would take awhile to build that kind of data base from which to choose a diverse alumni base. 

We didn’t really consider any other alternatives to that structure because with the term only being four years you kinda don’t have time to try too many different things. You have to make sure there is time to have things work before you make some changes.

Interviewer: What criteria were used to choose the first Commissioners? 

Dr. Wheelan: Like I said earlier, we wanted people who knew the institutions, who knew higher education, and who knew the movers and shakers in the state. Governor Warner also had a bi-partisan support base and he put in both Democrats and Republicans. I don’t know whether Governor Kaine or Governor McDonnell followed that same pattern.

Interviewer: Do you have any suggestions for how a commission such as this might be more effective? 

Dr. Wheelan: Well, I think that what made this one so successful was that it did have a bi-partisan composition. But that seems tough for some governors to do, for whatever reason.

Interviewer: Do you think the Commission has had an impact on higher education boards in Virginia?
Dr. Wheelan: I think it certainly did, initially. I haven’t had much to do with the current situation since I left except to the situation at UVA. But I think that certainly at the smaller institutions (not the UVAs and the VCU, but the Mary Washingtons and the Longwoods and the Norfolk States and the Virginia States) it made a tremendous difference because it brought a different viewpoint and a different set of skills to the trustees who came on these boards. I remember at Virginia State, Eddie Moore, the president, was frustrated because some of his board members didn’t understand the business model and that was because they didn’t have a business background. So when we put some business people on the board there, suddenly his requests for borrowing or whatever else he needed to do made a lot more sense and he was able to get a lot more done. It was an opportunity to change the “complexion” [laughs] of the boards, as well—to diversify the ethnic composition.

Interviewer: Any insights or input on the UVA situation?

Dr. Wheelan: One thing that concerned the Commission [SACS Commission on Colleges, which is the accrediting arm of the organization] was that if there was an organized procedure for evaluating the president, it was not followed. There was an article that Anne Neal [President of ACTA] wrote in which she was livid with us for putting them on warning. First of all, she doesn’t believe that ANY accrediting body should question ANY action of the board [laughs]. But our rules don’t specify as much about how an institution does what it does—it’s more that they have a process and follow it. For example, we don’t specify that faculty have to be informed of decisions involving the president, but we do say to the school that they have to have a policy that defines
faculty’s role in governance…and that wasn’t there. Our concern as an association is that there is a process that is identified and the process is followed.

From all the press they got, and that is what brought them to our attention, it didn’t seem as if the entire board was either familiar with or involved in the evaluation process. So we asked them to give us information about their process and their response was “we did what we know we can do, so leave us alone and stay out of our business”. Well, our board said, “no, we are NOT going to stay out of your business.” They have made some changes but they haven’t implemented the changes yet, so until they are implemented they are still out of compliance with our standards and that’s why a team of folks will be visiting them.

Interviewer: Do you have an opinion as to why this happened at UVA?

Dr. Wheelan: Well, I haven’t spoken to anyone there except the president, but I think that their intentions were probably good. I think they wanted to move forward and she wasn’t moving as fast as they thought she should. It was the way they handled it—that is not the way we usually handle things in higher education [laughs]. The entire board needs to be involved. You know, you give up part of your individuality when you agree to be part of a board, whether you like it or not.

Interviewer: Do governance issues come up much in SACS reviews?

Dr. Wheelan: It is coming up more and more. When I first got here, one of the things that we did was put in place a series of workshops on governance, especially for the small, private institutions. We had just changed to our new principles and in looking at the data to see what was still creating havoc for institutions, governance was one of the areas we
needed to concentrate on. We also do a CEO/Board Chair relationship workshop because that is a challenging area for a number of schools. It is still an issue.

Interviewer: Any closing thoughts?

Dr. Wheelan: Well, I am pleased that the process is still in place and pleased that it changed the composition of many boards. I think it helped presidents when they go to lobby the legislature (which is heavy with Tech and UVA alums) that there were now a number of respected alums on these other boards.
Appendix H: Interview Protocol Materials
INFORMED CONSENT FORM

RESEARCH PROCEDURES
This research is being conducted to explore the impact that the Virginia Commission on Higher Education Appointments has had on public governing boards. If you agree to participate, you will be asked to answer a series of interview questions about your relationship with governing boards. This interview should last from 60 to 90 and will be audio-recorded for the sake of accuracy. The audio tapes will be transcribed verbatim and then stored at the researcher’s residence.

RISKS
There are no foreseeable risks for participating in this research.

BENEFITS
There are no benefits to you as a participant other than to further research in higher education governance. There may be benefits to others interested in public governance issues, as research on this topic is furthered.

CONFIDENTIALITY
The data in this study will be confidential. A coding technique will be used to protect confidentiality and through the use of an identification key, the researcher will be able to link your responses to your identity. Only the researcher will have access to the identification key. If you choose to allow the researcher to identify you through quoted material, permission will be obtained at the time of the interview.

PARTICIPATION
Your participation is voluntary, and you may withdraw from the study at any time and for any reason. If you decide not to participate or if you withdraw from the study, there is no penalty or loss of benefits to which you are otherwise entitled. There are no costs to you or any other party

CONTACT
This research is being conducted by Carolyn Chappell, a student in the Higher Education Program at George Mason University. She may be reached at 540 622-3066 or earmstr5@gmu.edu for questions or to report a research-related problem. Her faculty advisor is John O’Connor, who can be reached at 703 993-2310. You may contact the George Mason University Office of Research Subject Protections at 703-993-4121 if you have questions or comments regarding your rights as a participant in the research.

This research has been reviewed according to George Mason University procedures governing your participation in this research.
CONSENT
I have read this form and agree to participate in this study

________________________________________
Name

________________________________________
Date of Signature
Letter Soliciting Interviews

Dear ________,

As part of earning my Doctor of Arts in Higher Education Administration and Leadership from George Mason University, I am conducting a research project that will explore the impact that the creation of the Virginia Commission on Higher Education Appointments has had on public governing boards in Virginia. The proposed title of my study is: *The Virginia Commission on Higher Education Appointments: The Impact of Legislation on Public Higher Education Board Governance in Virginia* and will examine the context surrounding the establishment of the 2002 Virginia Commission on Higher Education Board Appointments and will explore its impact on subsequent boards of visitors in the Commonwealth.

Because of your role in higher education governance, you meet the criteria to be part of my research sample. I am soliciting personal, open-ended interviews from board rectors, vice rectors, chiefs of staff, presidents, and Commission members who have served or are now serving the Commonwealth. Your name was selected for interview using the Random Table of Numbers (to ensure minimal bias) and I am hoping that you will agree to participate.

Enclosed is a copy of the interview questions I plan to use to facilitate discussion about your perceptions of, and role with, public higher education governance. The interview will be in person and will be scheduled at a time and place convenient to you. The data collected through our interview will be confidential; however, if you choose to allow me to identify you through quoted material, permission will be obtained at the time of the interview. You will also receive a letter of informed consent at the time of the interview.

Thank you in advance for your assistance with this important research. If you are willing to participate, please acknowledge so by a response to this e-mail, letting me know with whom I should coordinate a date, time, and place for the interview.

Sincerely,

Carolyn D. Chappell
PO Box 78
Orlean, VA 20128
540 636-5417 or 540 364-9753
Carmstr5@gmu.edu
References
References


Carolyn Chappell received an Associate in Arts in Education from Germanna Community College in 1986. She received a Bachelor of Liberal Studies with a concentration in social sciences from Mary Washington College in 1988. She earned a Master of Education, with an emphasis in educational leadership from the University of Virginia in 2002. After a long career as a high school history teacher and middle school principal, she is currently retired, but expects to re-enter the work force once her degree is completed. Her goal is to work in some capacity at a community college.