



**A Proposal to Revise the Structure and Organization of the**  
**MIDDLEBURY BOARD OF TRUSTEES**

OCTOBER 2013

## A Proposal to Revise the Structure and Organization of the MIDDLEBURY BOARD OF TRUSTEES

THE SINGULAR PURPOSE OF A BOARD OF TRUSTEES of an educational institution of the first rank is to preserve the institution's educational excellence and its financial vitality. For more than two centuries the Middlebury Board of Trustees has done just that, guiding an institution that has both changed substantially and, at the same time, has remained at its core a traditionally-organized top tier liberal arts college.

While the distinction accorded Middlebury College is both well-known and appropriately celebrated, the consequences of its changing scale and scope have been less well understood both within and without the College. In recent years, the impressive diversification of Middlebury through the addition of numerous languages to the summer Language Schools, significant growth in the number of Schools Abroad sites, and perhaps most significantly, the acquisition of the Monterey Institute of International Studies requires that some institutional aspects of Middlebury must shift to accommodate these changes. Middlebury's formal governance structure, particularly as reflected in the organization and operation of its Board of Trustees, has not kept pace. This structure largely reflects a history that emphasizes Middlebury's status as a classic New England liberal arts college focused primarily on the education of gifted undergraduates. This disjunction was sharply commented on during Middlebury's most recent reaccreditation by the New England Association of Schools and Colleges (NEASC) in 2010: In its final report to the institution, the Commission concurred with the assessment of its Visiting Team that "as a result of program expansions, staffing changes, and financial constraints,

Middlebury's organizational structure has yet to catch up with the rapid rate of change in the institution." Noting that Middlebury was expected to make progress in recalibrating its administrative and governance structures, NEASC reminded the College that the report required of it in 2015 "will afford the institution an opportunity to update the Commission on its development of administrative and governance structures that reflect the College's varied programs and geographic reach."

That invitation in itself—along with the underlying disjunction between what Middlebury has become and how it is governed—would be sufficient reason for the Board of Trustees to consider how it might better be organized. There is, however, a second reason for reconsidering the Board's organization—a growing sense on the part of many Trustees that a changing Middlebury and a changed educational landscape—one that is increasingly complex and diverse, with all the opportunities and risk that entails—require different processes and procedures. In part this concern has been reflected in observations (made during pod calls and on the Trustee survey) that Trustees spend too much time receiving reports and not enough time deliberating about

them. Committee meetings are often too short to allow for meaningful discussion and the schedule of meetings itself too compacted to allow for meaningful reflection. There has been a sense that the work of the Board needs to be more strategic as well as more concerned with the risks—educational as well as financial—facing Middlebury. What is required, these concerned Trustees have observed, is a Board that continues to be fully informed and engaged, but that also takes maximum advantage of the talents, expertise, and time that Trustees bring to the work of preserving Middlebury’s financial viability and educational quality.

These factors—the discrepancy between the Middlebury of today and its governance structures, and the desire to focus the work of the Board on the strategic issues and future opportunities facing Middlebury—led Middlebury President Ronald Liebowitz and Chair of the Board of Trustees Marna Whittington to constitute a Governance Working Group (GWG) charged with proposing “a revised Board governance structure that...will allow the

Board to carry out its fiduciary responsibilities for all of the College’s programs, both now and in the future.” The GWG has now met five times as a group (including one meeting in Monterey). It has reviewed documents related to the current governance structure, solicited views of Middlebury administrators, reviewed the governance models of other institutions, read published materials related to governance in higher education, and most recently solicited feedback from current Middlebury Board members.

Based on this work, the GWG has drafted the following recommendations outlining a new organization for the Middlebury Board of Trustees.

In sum, the goals of these recommendations are:

- to ensure the continued educational excellence and financial health of Middlebury
- to create a structure more reflective of Middlebury’s current and future programs and commitments, which are increasingly complex, dynamic, and inter-related
- to focus the work of the Board more clearly on the strategic issues facing Middlebury

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## Recommendations

### RECOMMENDATION 1

The President and Fellows of Middlebury College will be comprised of three principal educational providers;

- Middlebury College (“the College”);
- The Monterey Institute of International Studies (the Institute); and
- the Language Schools, the C.V. Starr–Middlebury Schools Abroad, the Bread Loaf School of English, and all other associated programs (the Schools).

### RECOMMENDATION 2

The President and Fellows of Middlebury College will remain a single 501C3 entity chartered by the State of Vermont and accredited by the New England Association of Schools and Colleges (NEASC).

### RECOMMENDATION 3

The President and Fellows of Middlebury College, also referred to as the Middlebury Board of Trustees (and that Board alone) will exercise fiduciary care for all programs, operations, and commitments undertaken by Middlebury.

### RECOMMENDATION 4

Middlebury will have a single Board of Trustees of up to 35 members. (The Board may have an unlimited number of Trustees Emeriti.)

### RECOMMENDATION 5

The Board of Trustees will consist of the President and up to ten Charter Trustees, up to six Middlebury Alumni Trustees (jointly nominated by the Committee on Trusteeship and Governance

and the Middlebury College Alumni Association), and up to eighteen Term Trustees. Alumni and Term Trustees will serve up to two five-year terms. Charter Trustees will serve a 3rd five-year term, or from their current term thru the end of the 15-year-limit on total years of service. (Trustees Emeriti may serve more than 15 years.)

#### **RECOMMENDATION 6**

The work of the Board of Trustees shall be vested in nine bodies of the Board: the Prudential Committee, five Standing Committees, and three Boards of Overseers, with each Trustee serving on one Standing Committee and one Board of Overseers. Each of these bodies will be chaired by a member of the Board, and supported by a Designated Senior Administrative Officer (appointed by the President), who will work with the Chair and the President to develop the agenda and make available to the Committee/Overseers all relevant documentation and data. These bodies will put forward relevant motions to the full Board of Trustees.

#### **RECOMMENDATION 7**

The Standing Committees of the Board will have the following names and responsibilities:

**1. Trusteeship and Governance.** (normally 5 Members) The Committee on Trusteeship and Governance develops a plan for and assesses the general composition of the Board and works to find new candidates for Board membership who will complement the existing membership. The Committee is also responsible for the orientation of new trustees. The Committee puts forward nominations for re-election to the Board. The Committee also vets and nominates individuals to serve as Partner Overseers to serve on the Boards of Overseers for each of Middlebury's programs. The Committee will ensure that the Board consists of individuals with a broad range of experiences and talents, that there are Board members with

connections to different Middlebury programs, and that there is sufficient rotation of Trustees through the Standing Committees and Boards of Overseers to ensure a broad base of knowledge among the Board membership. The Committee regularly assesses Trustee and Board performance. In addition, the Committee reviews all matters of governance and reviews and recommends revisions to the bylaws as necessary.

**2. Resources.** (normally 9 Members) The Committee will be responsible for oversight and stewardship of all of Middlebury's financial, material, and human resources. It will consider issues related to Middlebury's endowment portfolio and trust fund assets, including concerns related to investment responsibility. It also will review the annual budget and financial model, and will have general charge over the financial affairs of the Corporation, including setting comprehensive fees/tuition. The Committee is charged with ensuring the institution's financial equilibrium and viability. The Committee will also have general oversight of Middlebury property in all locations, and will discuss strategic issues related to new construction, renovation, and energy conservation. The Committee will review staffing levels across the institution and will be informed about human resource policies and initiatives.

**3. Strategy.** (normally 8 Members) The Strategy Committee is responsible for working with the President to develop and support the strategic positioning of Middlebury. It will consider issues related to the direction of higher education and Middlebury's leadership role, and will assess the coordination of strategy and planning. In so doing, it will be responsible for providing directions with respect to issues of strategic communication, institutional advancement, and competitive analysis. For example, the changing role of technology in higher education and the demands on institutions regarding alumni outcomes will be on the Committee's

agenda, as will the role of experiential education in our curricula. Importantly, the Strategy Committee will also have responsibility for consideration of collaborations and intersections between and among Middlebury's educational programs.

**4. Risk Management.** (normally 7 Members) The Risk Management Committee will be responsible for evaluating, monitoring, and addressing all matters of institutional risk. It will be responsible for evaluating and making recommendations about risk in broad terms, including strategic risk (e.g., reputation and brand, crisis management), financial risk (e.g., audit, economic downturns), legal and governance risk (e.g., conflict of interest, all Middlebury policies), and operational risk (e.g., program quality, student health and safety).

**5. New Programs.** (normally 5 Members) This Committee will be responsible for developing, evaluating, and supporting new programs, opportunities, acquisitions, and joint ventures. The Committee will also have responsibility for recommending discontinuation of these programs should circumstances warrant such a recommendation. Examples of programs that might first come under the purview of this Committee are programs such as MiddCORE, English as a Second Language, the School of the Environment, and Middlebury Interactive Languages.

### **RECOMMENDATION 8**

The Middlebury Board of Trustees will have three separate Boards of Overseers, each focusing specifically on one (or more) of the educational programs: Middlebury College ("the College"), the Monterey Institute of International Studies ("the Institute"), and the Middlebury Language Schools, Schools Abroad, Bread Loaf School of English, and the Bread Loaf Writers' Conference ("the Schools"). Each member of the Board will serve on one Board of Overseers, with up to 18 Trustees serving on the College's Board of Overseers, up to 9 Trustees

serving on the Institute's Board of Overseers, and up to 8 Trustees serving on the Schools' Board of Overseers. Each of the Boards of Overseers will be responsible for understanding their respective programs in depth, focusing on issues related to the curriculum, finances, faculty, students, and staff. Each Board of Overseers will review the academic program, quality of teaching and learning, faculty and student life, enrollments, budgets, and other issues of importance associated with the program. The Overseers will also be responsible for reviewing and supporting the advancement strategy and priorities for their respective programs. The Boards of Overseers will meet regularly with representative members of the faculty and staff from the relevant program(s) in executive session (the current Conference Committee function), and with students as appropriate.

Each Board of Overseers may make motions to be voted on by the full Board. The Overseers may also refer items for consideration to any of the Standing Committees.

The majority of each Board of Overseers will be Middlebury Trustees. Additional individuals without formal ties to Middlebury may be asked to serve as Partner Overseers, based on their interest in or expertise relevant to the program. These non-Trustee members will attend meetings of their respective Boards of Overseers (including executive sessions), and will vote on issues within the Boards of Overseers. They will not, however, attend business meetings of the Middlebury Board and will not vote on motions when being voted on by the full Board.

Each Board of Overseers will also have a faculty member, a staff member, and a student of the associated program, appointed by the President and approved by the Trusteeship and Governance Committee, who will serve as Constituent Overseers.

The combined total number of Partner Overseers and Constituent Overseers will not equal or exceed the number of Trustee Overseers on any of the Boards of Overseers.

#### **RECOMMENDATION 9**

Assisting the Chair and Vice Chair(s) of the Board in the organization and functioning of the Board of Trustees will be the Prudential Committee which will also function as an Executive Committee. The Prudential Committee will normally be comprised of eleven members: the President, the Chair and Vice Chair(s) of the Board, the Chairs of each of the five Standing Committees and three Boards of Overseers. All members of this Committee will serve on the Prudential in addition to their membership on both a Standing Committee and a Board of Overseers. The Prudential Committee will principally focus on setting the agenda for the Board of Trustees and making recommendations to the full Board on policy matters. This Committee is also responsible for the review and assessment of the President. It receives recommendations of the Honorary Degree Committee (no longer an Ad Hoc Committee of the Board). It will have the power to exercise the general duties of the Trustees on urgent issues in the interim between meetings, and such other duties as the Trustees may from time to time confer upon it. The Secretary of the Middlebury Trustees will be the Secretary of the Prudential Committee. This Committee may call for a virtual meeting of the entire Board using available technology when and if issues of importance arise.

#### **RECOMMENDATION 10**

Standing Committees of the Board may elect to assign work to subcommittees and/or ad hoc committees for the purposes of investigating and analyzing issues in greater detail than is possible within the established Committee structure. These subcommittees may involve the participation of other individuals who are not members of the Board of Trustees on an ad hoc basis, chosen for their

expertise and/or engagement with the issue at hand.

#### **RECOMMENDATION 11**

The Chair of each Standing Committee and Board of Overseers may invite students and members of the faculty and staff to sit with the Committee/ Board of Overseers on an ad hoc basis in an advisory (non-voting) capacity as they deliberate. Executive session is reserved for voting members only.

#### **RECOMMENDATION 12**

The Board will hold three regular meetings each year, including the Annual Meeting in May. These meetings will normally take place in Middlebury, Vermont in October, February, and May. The October, February, and May meetings will include meetings of the Standing Committees and of the Boards of Overseers of all Middlebury programs.

In addition to meeting during the October, February, and May Board meetings, each of the Boards of Overseers will hold one to two additional meetings each year at the location of their respective programs and while those programs are in session.

The Prudential Committee will meet regularly by phone; other Committees may also hold additional meetings by phone as needed. If issues arise requiring the attention of the Board between regular meetings, all-Trustee conference calls may be scheduled, with as much notice as is possible.

#### **RECOMMENDATION 13**

The schedule for Board meetings will be revised to permit meetings of longer duration for each Standing Committee and Board of Overseers to allow for thorough discussion of relevant issues. Less time will be devoted to receiving reports.

The first day of each Board meeting will be used for meetings of the Standing Committees and Boards of Overseers. The second day of each meeting will be the formal business meeting, which will include the

President's Report, items requiring formal votes by the Board, discussion of issues, concerns, and opportunities requiring the attention of the full Board. Sufficient time will always be reserved for the Board to meet in Executive Session.

Trustees are expected to attend all regular meetings of the Board and meetings of the Board of Overseers

of which they are a member. The Board will begin a period of purposeful experimentation with virtual participation by Board members who are unable to be present for a given meeting. Appropriate limits will be set to ensure that virtual participation is infrequent and does not interfere with the ongoing work and commitment of the Board.

## Governance Working Group

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Frederick M. Fritz '68, Chair

Russell J. Leng '60, Trustee, James Jermain Professor Emeritus of Political Economics and International Law

David R. Mittelman '76, Trustee

Kimberly Collins Parizeau '79, Trustee

Susan J. Scher '86, Trustee

Suzanne Gurland, Associate Professor of Psychology

Larry Yarbrough, Pardon Tillinghast Professor of Religion

Wayne G. Hall, Supervisor, Carpenters, Painters, and Locksmiths, Facilities Services

Charlotte Tate, Associate Director of the Rohatyn Center for Global Affairs

Susan Baldrige, Vice President for Planning and Assessment, Professor of Psychology

Dave Donahue, Special Assistant to the President

**Middlebury**