Standard 3 • Organization and Governance

The institution has a system of governance that facilitates the accomplishment of its mission and purposes and supports institutional effectiveness and integrity. Through its organizational design and governance structure, the institution creates and sustains an environment that encourages teaching, learning, service, scholarship, and where appropriate research and creative activity. It assures provision of support adequate for the appropriate functioning of each organizational component.

Bylaws

Description
The bylaws of Middlebury College provide general information about the structure of the institution, and about the roles and responsibilities of the Board of Trustees and the College’s officers. The bylaws also determine the scope of the board’s involvement and specify the College officers responsible for each area of the institution.

Appraisal
The Trustees and Governance committee of the Board of Trustees has responsibility for the College’s bylaws. Changes to the bylaws are recommended through this committee and approved by the full board. Historically, the majority of these changes have been procedural, rather than substantive. In recent years, changes have been made to the bylaws acknowledging the acquisition of the Monterey Institute of International Studies. Changes include the creation of the Graduate and Special Programs Ad Hoc Committee of the Board of Trustees, which was made a standing board committee in 2009. The formation of this committee acknowledges the board’s responsibility for all of the College’s programs, and reflects the trend toward greater integration of all the degree-granting entities.

A significant change to the bylaws was made at the time of the Middlebury College/Monterey Institute merger in June 2010. The Monterey Institute Board of Trustees was dissolved, and a separate Board of Governors, with its own bylaws, was created. These bylaws articulate the role of the Institute’s Board of Governors, which serves to review and advise the Monterey Institute regarding its operations and to make recommendations to the Board of Trustees of the College, which has sole fiduciary responsibility for the College and all its entities. The Board of Governors has its own committee structure reflecting its advisory role and its focus on academic programs and outreach on the Monterey peninsula. These bylaws specify the areas where the Middlebury board and Middlebury chief executive officer have authority.

Board of Trustees

Description
The Board of Trustees meets four times each year, with the majority of those meetings taking place on the Middlebury, Vermont campus. These meetings provide ample time for formal meetings of the fourteen standing committees of the board, a business meeting of the whole
board, and social events. Many committees of the board conduct some business via e-mail and/or conference call in addition to their in-person meetings on campus.

New members of the board participate in an orientation, where they receive a variety of materials and information about the College and about broader issues related to higher education. New members are also assigned a more experienced board member as a mentor.

The board’s fiduciary responsibility for the College and all of its programs occupied much of its time during the last three years. Like all educational institutions, the College faced significant economic challenges during the last three years, and the board focused much time and energy in monitoring and evaluating the College’s financial situation. Board retreats in the fall of 2008 and 2009 focused on the College’s finances, and discussions revolved around the various strategies the College might adopt for achieving long-term financial equilibrium.

The Board of Trustees has a comprehensive understanding of the College’s mission, purposes, and policies. The board played a significant role in the process of developing and approving the College’s Strategic Plan, officially endorsing the plan and its recommendations in May 2006. The board receives regular updates about the institution’s progress in meeting the recommendations of the Strategic Plan, and about developments in all areas of the College and its programs. A set of strategic indicators – comprehensive, longitudinal data measuring the institution’s effectiveness in a variety of areas – are provided to board members at every trustee meeting.

The Board of Trustees has regular contact and communication with members of the Middlebury community. The Conference Committee of the board meets twice annually with members of Staff Council and Faculty Council, as well as with groups of students. Board members are invited to attend significant events at the College’s graduate programs, including commencement ceremonies. Board members have a variety of informal opportunities to interact with members of the community through informal open meetings with staff, lunches with students, and Commons-sponsored dinners with faculty. Many board members also host and/or attend regional events at which they make contact with alumni and each other.

**Appraisal**

While the bylaws do not stipulate any specific requirements with respect to the composition of the Board of Trustees, records are kept indicating various characteristics of board members (i.e., alumni/parent status, gender, ethnicity, age, region, relationship to the College) and efforts are made to provide as much balance and representation as is possible when new board appointments are made. Because international students and programs are an important part of the College’s mission, it will be important to seek new trustees who can contribute to the representation of these issues on the board.

All board members complete a form identifying potential conflicts of interest; fewer than 25% of board members report any potential conflicts. These conflicts are recorded and reported as part of the College’s financial audit, and board members are expected to recuse themselves from conversations/decisions in which the conflict would be relevant.
Two assessments of the Board of Trustees have been conducted in the last decade, the first in 2003 and the second in 2007. A consulting firm was hired to survey all trustees and conduct interviews with select individuals. The report of these findings concluded that the board is both extremely loyal and committed to the mission of the College. It also identified a particular area for improvement: providing support for relatively newer members of the board. In response to this report, the orientation for new trustees was strengthened and the mentor program was established. A second issue raised by the review was the degree to which board members felt sufficiently informed about all the College’s programs and how they relate to one another. This issue has been addressed to some degree by the establishment of the Graduate and Special Programs Committee of the board, which has not only promoted a broader understanding of the College’s programs among the Board of Trustees, but also has helped to provide better oversight of these programs by the College. The next evaluation of the board will be conducted in the summer of 2011. It will assess whether these issues have been sufficiently addressed, and will explore the effectiveness of the board in a variety of areas.

Projections

- Consistent with the previous every-four-year cycle, an evaluation of the Board of Trustees will be conducted in the summer of 2011. The evaluation will assess whether previous concerns about board members’ awareness of all the College’s programs have been addressed, as well as exploring the general effectiveness of the board. Results of this assessment will be presented to and discussed by the board no later than the December 2011 board meeting.
- Because of the importance of Middlebury’s international students and programs, we will seek to appoint new trustees who can help to further expand the representation of these issues on the board. This will be taken into account as current board members conclude their terms and replacements are sought.

President

Description

The authority and responsibility for oversight of the College is delegated by the Board of Trustees to the president of Middlebury College, who is the chief executive officer. The board reviews the president’s performance annually. The chair of the Board of Trustees solicits input from board members and meets with the president to communicate the board’s assessment and to establish goals and objectives for the coming year.

The president presides over the undergraduate program and all the graduate and special programs of the College. Responsibility for the undergraduate academic program is delegated to the provost and executive vice president. Integration of Middlebury’s graduate programs into the administrative structure of the College is achieved through the appointment of a vice president of Language Schools, Schools Abroad, and graduate programs, who oversees the Language Schools, C.V. Starr-Middlebury Schools Abroad, and the Bread Loaf School of English, and through the appointment of a president at the Monterey Institute of International Studies. All of these individuals, and others responsible for specific areas of the institution, report directly to the president of Middlebury College.
The decision to maintain the title of president for the individual responsible for the oversight of the Monterey Institute following the merger with Middlebury College reflects a desire to grant sufficient authority to the person responsible for the functioning of two graduate schools located on the other side of the country, and to acknowledge the institutional history of the Institute. Nonetheless, it is clear, both within and outside the institution, that the Monterey Institute president reports to the Middlebury president.

The president has regular contact with his senior staff through individual meetings with his direct reports, weekly group meetings of the vice presidents, every-other-week meetings with a larger President’s Staff, regular senior managers’ meetings, and other ad hoc meetings. There are many opportunities for the president to consult and communicate with various constituencies of the undergraduate college. The president chairs the regular meetings of the faculty, and meets at least once a month with the Faculty Council and, when requested, with the Educational Affairs Committee, as well as other faculty groups. The president meets monthly with Staff Council and periodically with officers of the Student Government Association. The president meets biannually with the Environmental Council. Members of the community are invited to meet with the president during open office hours offered at least once a month.

The Monterey Institute president meets regularly with his direct reports, both individually and as a group. He also meets individually with the president of the Faculty Senate and the Director of Admissions. He holds Town Hall meetings for all faculty and staff at least once each semester in order to provide current information about programs, finances, and major initiatives, and he holds open office hours for members of the Institute community several times each semester. Similarly, the vice president of Language Schools, Schools Abroad, and graduate programs meets regularly with the directors of the Language Schools, Schools Abroad, and the Bread Loaf School of English, and the assembled faculty of each program. He also participates in events held at these programs on a regular basis.

**Appraisal**

President Liebowitz has established a noteworthy standard of transparency with respect to the administration of the College. In addition to regular posts on his blog and essays appearing in the College magazine, he holds frequent open meetings to communicate about issues of interest and concern to the community. One compelling example of this transparency can be found in the openness and inclusiveness of his strategic planning process, which involved numerous open meetings and the solicitation of and responsiveness to community feedback. The College’s approach to dealing with the financial challenges of the last few years is another example. Significant amounts of information about the College’s budget and financial profile were made available to the community. A survey was conducted to assess the views of faculty, staff, students, alumni, and trustees about strategies for addressing budget shortfalls. The results of the survey were shared with the community, and the findings informed some of the strategies employed for responding to the financial challenges (e.g., increasing the size of the student body to increase revenue).
Faculty/Student Governance

Description
At the undergraduate college, faculty play a significant role in governance. Faculty have the primary responsibility for governing the academic program. Faculty are elected to serve on the Educational Affairs Committee, which is charged with educational policy and makes recommendations to the president regarding faculty resources, the Council on Reviews, which conducts reappointment and promotion reviews of faculty colleagues, and the Faculty Council, which serves as a channel of communication between the faculty and the president and the Board of Trustees.

Similarly, Middlebury undergraduates have many opportunities to participate in the governance of the College. In addition to specified roles for students on various College committees (e.g., the Student Educational Affairs Committee, the Student Comprehensive Fee Committee, Community Council, Environmental Council), students are routinely asked to participate in important College initiatives. For example, two students served on the Budget Oversight Committee appointed by the president to advise the College during the financial challenges of recent years. More generally, both the president and the dean of the College hold office hours and many informal meetings and regular lunches with students.

Although NEASC’s Organization and Governance standard does not reference staff involvement in governance structures, Middlebury College values the contributions of staff members in the governance of the institution. The Staff Council is a group of eleven elected staff representatives who meet regularly with members of the administration and the Board of Trustees to discuss issues relevant to the staff (including compensation and benefits). The Staff Council also collaborates with Faculty Council and the Student Government Association on issues of common interest.

Like the undergraduate college faculty, faculty at the Monterey Institute also play an important governance role through their participation in the Faculty Senate, Faculty Assembly, Faculty Evaluation Committee, and the Academic Policies, Standards and Instruction Committee. The president of the Faculty Senate meets regularly with the provost and president, and makes regular reports to the Academic and Student Affairs committee of the Board of Governors.

Students at the Monterey Institute are elected by their academic program to serve on the Student Council, which is the primary mode of student governance. The Student Council president meets regularly with the provost, and makes regular reports to the Academic and Student Affairs committee of the Board of Governors.

The faculty at the Language Schools, C.V. Starr-Middlebury Schools Abroad, and the Bread Loaf School of English have a different relationship to Middlebury than those at the undergraduate college and the Monterey Institute. These faculty members have primary affiliations at other institutions, and in the case of the Language Schools and the Bread Loaf School of English, they are on-site only for six to eight teaching intensive weeks during the summer, and thus cannot devote significant time to faculty governance. Similarly, because the
students at these programs are in residence for short durations, fewer student governance structures are instituted or needed.

Appraisal
For several decades, the Middlebury undergraduate faculty has been more significantly involved than their counterparts at some peer institutions in the governance of the College. For example, Middlebury faculty have responsibility for establishing standards and procedures for faculty reappointment and promotion, making significant changes to the curriculum, recommending the allocation of faculty resources across departments and programs, and addressing strategic issues with the president and the Board of Trustees. Although the undergraduate faculty value their role in the governance of the College, concerns have been raised in the last decade about the amount of time faculty spend serving on committees and doing various forms of service. Several changes, approved by the faculty, have been made to reduce the size of some committees and decrease committee workloads. Faculty may also elect, for a specified number of years during a career, to take committee amnesty in order to reduce their service commitment at important points in their careers. Nonetheless, faculty members at the undergraduate college continue to value their significant involvement in College governance.

Given the many changes that have taken place in recent years at the Monterey Institute, there was a need to clarify faculty roles in matters of governance. To this end, an initial revision to the Monterey Institute’s Faculty Handbook was made in spring 2010. The second phase of the revision, addressing faculty evaluation and faculty ranks, is expected to be complete in the spring of 2011. The Academic Policy, Standards and Instruction Committee is also reviewing its role and functions during the 2010-11 academic year, and the Academic Policies & Standards Manual is being revised in conjunction with this review.

Projection
- The administration will regularly communicate with Faculty Council to ensure that faculty feel that their contributions to College governance can be effectively balanced with the other work expected of faculty.

Institutional Effectiveness

The many changes and challenges that the College has undertaken in recent years have led us to acknowledge the need now, even more than in the past, to gather the decision-makers from all the Middlebury programs on a regular basis to coordinate and facilitate planning among these various programs. While there are many ways in which these entities do operate independently, we need to be sure that all the College’s programs are working together in pursuit of the College’s greater mission. Efforts are underway to develop new structures, including the College Council described in Standard Two (Planning and Evaluation), to promote communication and coordination of effort and resources.