

Standard Three: Organization and Governance

Overview

The Board of Trustees is the legal corporation of the University, in which ultimate authority and responsibility for the University are vested under the Charter granted by the Commonwealth of Massachusetts. The Board has delegated to the President responsibility for formulating academic and administrative policy within guidelines reviewed and established by the Board. The Board and the President jointly have delegated to the faculty responsibility for various academic policies and practices that are codified in the *Faculty Handbook*, which is maintained by the faculty and formally approved by the Board of Trustees. In light of significant revisions of the *Faculty Handbook* and the ongoing need for modifications, in 2004 the Faculty Senate created a Senate Subcommittee on *Handbook* Revision to manage the process for revising this important document.

As the University has grown, shared governance structures have emerged to address ongoing needs. In the decade since the last NEASC re-accreditation, the *Faculty Handbook* has been revised in 1998 and in 2001, two faculty standing committees have been created, two new councils formed, and a new Committee on Graduate Student Issues established.¹⁸

Description and Appraisal

The Board of Trustees

Currently, there are 48 voting members of the Board of Trustees, including the President of the University. In addition, there are ten non-voting Trustees emeriti, four non-voting faculty representatives to the Board, and three non-voting student representatives to the Board (two undergraduates and one graduate student). The officers of the Board include the Chair, Mr. Stephen B. Kay, two Vice Chairs, the Treasurer, and the Secretary. The Board is self-perpetuating, and members may serve a maximum of three consecutive four-year terms, at which time they must step down for a period of not less than one year.

The Board conducts its business through 11 standing committees: Academic Affairs; Audit; Budget and Finance; Development; Executive; Honorary Degrees; Investment; Nominating and Governance; Personnel Policy, Compensation and Ethics; Physical Facilities; and Students and Enrollment. The Chair of the Board appoints all chairs, vice chairs, and members of each standing committee, including faculty and student representatives. Each standing committee receives administrative and policy support from one or more of the senior officers of the University. All committees are advisory to the full Board of Trustees, except the

¹⁸ The University Advisory Council and the Committee on Undergraduate Admissions and Financial Aid differ substantially from earlier faculty committees in composition and permanence. A new Council of the Graduate Professional Schools and the Rabb Council were added in 1998.

Investment Committee, which is authorized to act on behalf of the Board and makes an annual presentation to the Board, setting forth the approach and policies for the investment of the University's endowment. Within certain constraints and limitations enumerated in the Board Bylaws, the Executive Committee is authorized to exercise the powers of the Board of Trustees. The mandate of each of the standing committees is reviewed and approved annually by the Board.

The Board meets three times annually—in October, March, and May. The May meeting coincides with commencement. None of the Trustees is compensated,¹⁹ and all Trustees, as well as certain Brandeis employees, who are in a position to make commitments in the name of the institution, complete and sign annual conflict of interest statements, requiring disclosure of all potential conflicts of interest. The General Counsel and the Board's Personnel, Compensation and Ethics Committee (PCEC) review all Trustee conflict of interest statements, copies of which are maintained in the Trustees Office. The PCEC also reviews the performance of the chief executive officer and his or her compensation, and, where appropriate, that of select senior officers. The Trustees Office maintains the minutes of all meetings of the Board and its committees, dating back to January 30, 1946.

The Chairman of the Board and the President annually evaluate trustees on the basis of several criteria, including attendance and appropriate participation in Board meetings and University events, quality of service to the Board and the University, and philanthropy, among other measures. At its meeting in May 2006, the Board approved a change in the name of the Nominating Committee to Nominating and Governance Committee, expanding its responsibilities with respect to Board governance and the evaluation of Board effectiveness. The Nominating and Governance Committee scheduled two open forum meetings this summer to provide an opportunity for all Trustees to participate in a wide-ranging discussion of how best to define and implement the Committee's responsibilities with respect to governance and the assessment of Board effectiveness. At these meetings, the Committee discussed new procedures and approaches to assessing the effectiveness of the Board. Two new procedures emerged from these meetings: extending committee time for in-depth discussion which re-orders the committees concurrently and with some overlap; and adding the Chair of the Nominating and Governance Committee to the trustee evaluation team with the President and Chairman of the Board. These changes reflect the increased quality of the Board and will enhance its engagement and efficacy. Both will be reported to the full Board of Trustees at its fall meeting.

Administration and Organizational Structure

The President and Chief Executive Officer, Dr. Jehuda Reinharz, has served since 1994. The senior officers reporting directly to the President are the Provost and Senior Vice President for Academic Affairs, the Executive Vice President and Chief Operating Officer, the Senior Vice President for Students and Enrollment,

¹⁹ The President of the University serves as a voting Trustee *ex officio* and is compensated solely in his or her capacity as President of the University.

the Senior Vice President for Institutional Advancement, the Senior Vice President for Communications, and the General Counsel.²⁰ These officers, together with the Dean of Arts and Sciences, the Dean of the Heller School for Social Policy and Management, the Dean of the International Business School, and the Executive Assistant to the President/ Assistant Secretary of the Corporation, constitute the Senior Administrators' Group, which meets weekly with the President to maintain communication within the senior administration and to review major issues and initiatives affecting the University.

The University's various external advisory boards and councils are important elements within the University's shared governance model, providing advice and guidance on major directions, policies, and initiatives to senior administrators and managers. With the exception of the Board of Trustees, none of these boards or councils has legal or financial responsibility or authority and all are advisory only. The Provost is an *ex officio* member of all University boards and generally attends all meetings.²¹

External advisory boards usually range in size from 12 to 28 appointed members, and can be divided into three broad categories: school boards, research and center/institute boards, and representative constituency boards. The boards of overseers for the Heller School and the International Business School are examples of the first category. Providing advice and guidance for the schools' strategic directions and financial support, they are composed of approximately 25 members, appointed by the President on the recommendation of the Dean with the concurrence of the Provost. The membership of these boards includes donors and prominent individuals from the business and non-profit worlds and academia. The Dean reviews regularly the contributions of board members with respect to attendance, engagement, and philanthropy.

External advisory boards such as the Rose Art Museum Board of Overseers and the Brandeis University Sciences Advisory Council provide advice and guidance for important University units and areas, including centers and institutes. They may include qualified representatives from academic communities, professional organizations, and corporations, as well as donors or other individuals relevant to the work of the center or institute. The Provost or appropriate Dean serves as an *ex officio* member of the board and attends meetings. The President appoints the members of advisory boards upon the recommendation of the Provost and the appropriate Dean. The responsibilities of membership include philanthropy.

Finally, the Alumni Board, the Brandeis University National Women's Committee Board and the Council of the Osher Lifelong Learning Institute at Brandeis (BOLLI) are all examples of representative constituency boards that focus on volunteer activities.

The Faculty in University Governance

²⁰ See appendix 3A for the organizational chart.

²¹ See appendix 3B for list of boards and councils.

Faculty representatives to the Board of Trustees are elected by the faculty and approved by the Board. Faculty representatives vote at meetings of Board committees, but not at the level of the full Board or the Executive Committee. All committees of the Board include faculty representatives except Audit; Investment; Nominating and Governance; and Personnel, Compensation and Ethics.

Each of the four schools within Arts and Sciences has a faculty Council, focused primarily on issues of undergraduate education, and composed of the chairs or designated representative of each school's departments and programs. The Councils review all new curricular proposals, proposed changes in the requirements for majors, and the program in general education required of all undergraduates as it pertains to their school. The Dean of Arts and Sciences appoints the chair of each Council, usually in consultation with the members of each Council. The purview of the Councils may extend beyond departmental and curricular concerns. The Humanities Council, for example, working with the Office of Communications, was instrumental in developing *Dialogue*, the new University publication in the humanities.

The Graduate Council of Arts and Sciences is chaired by the Dean of Arts and Sciences and composed of a representative of each graduate program and a graduate student representative from each school. The Council of the Graduate Professional Schools, chaired by the Provost, consists of two faculty members from each professional school, a representative of each graduate professional program outside the professional schools, an observer from the Rabb School of Continuing Studies, and one graduate student representative from each professional school. The Graduate Council for Arts and Sciences and the Council of the Graduate Professional Schools recommend the establishment or discontinuation of graduate programs, and the candidates for the award of degrees, and ensure that those changes in the graduate curriculum, that have important consequences for undergraduate education, are brought to the attention of the Undergraduate Curriculum Committee. Changes in existing degree programs, as well as the creation or termination of degree programs, are submitted to the Academic Affairs Committee of the Board of Trustees for approval or information, as may be appropriate.

The Council of the Rabb School of Continuing Studies consists of several faculty members from Arts and Sciences and one from each of the professional schools, together with one graduate student. Depending upon the issue, recommendations of the Rabb Council go generally to the Council of the Graduate Professional Schools and occasionally to the Graduate Council for Arts and Sciences. The process for degree modification and approval for part-time graduate certificates and degrees offered on campus and online by the Division of Graduate Professional Studies of the Rabb School mirrors the process that occurs within the other professional schools, where the IBS Council and the

Heller School Educational Steering Committee function as the central bodies for School governance.²²

Faculty also contribute to the governance of the University through membership on standing committees and special committees created by the Provost in consultation with the Council of the Faculty Senate. The University Advisory Council advises on the appointment or reappointment of academic officers, the establishment or discontinuation of departments, programs and other academic units, the development of educational and research activities, the University budget, and other matters of concern to the academic community. It is composed of senior administrators and six faculty members appointed by the Provost in consultation with the Council of the Faculty Senate. Other standing committees are the Undergraduate Curriculum Committee, the Committee on Undergraduate Academic Standing, the University Budget Committee, the Committee on Undergraduate Admissions and Financial Aid, and the Committee on Faculty Rights and Responsibilities, among others. These committees meet either monthly or quarterly.

The Faculty Senate is the representative body of the faculty as a whole. Each school in Arts and Sciences elects two members; each of the professional schools elects one member, and there are six faculty members elected at-large. Senators are elected for three-year terms and may serve a maximum of two consecutive terms. The Council of the Faculty Senate consists of the chair of the Faculty Senate and three other Senators, each elected annually by the senators. The Faculty Senate may initiate discussion on any issue relevant to the educational and research missions of the University broadly defined, including, but not limited to, matters of faculty rights and responsibilities, academic freedom, faculty compensation, personnel procedures and policies, and University rules and regulations affecting faculty. The Faculty Senate reviews the activities of standing and special faculty committees, conducts faculty elections called for in the *Faculty Handbook*, advises the members of the senior administration, and considers matters brought to its attention by the faculty or members of the academic administration. Generally, the Council of the Faculty Senate and the President of the Senate meet regularly with the Provost during the academic year to discuss agendas for the faculty meetings and ongoing initiatives.

For example, in 2004, the Provost and the leadership of the Senate collaborated to establish the mandate and membership of the *ad hoc* Committee on Contract Faculty. The Committee was charged to investigate the role of contract faculty at the University broadly, and to examine specifically policies and procedures in the recruitment and reappointment, compensation and benefits, workload and titles of contract faculty. The Committee, which was composed equally of tenured and contract members of the faculty, submitted a report that has guided the University in its planning activities and galvanized both handbook and policy changes.²³

²² See Appendix 3C for additional report to NEASC on distance learning programs in the Rabb School.

²³ See Standard 5 for specifics.

Department chairs participate in governance of the University through decisions about faculty appointments, curriculum and teaching assignments. They also advise the Dean about new initiatives and policies and often bear a major share of the responsibility for implementing them. Department chairs' meetings are held monthly and constitute an important element in shared governance. More generally, faculty members participate in governance through the Faculty Meeting, which is held at least six times during the academic year and presided over by the President or, at his or her discretion, the Provost. Faculty members receive reports from the President and other senior officers, and consider reports from the various standing committees of the faculty. The Faculty Meeting is open to all faculty members, including faculty *emeriti*, as well as all officers of the academic administration. The President of the Student Senate, one undergraduate elected by the Student Senate, and the President of the Graduate Student Association may attend and participate as non-voting members in Faculty Meetings. The Faculty Meeting may consider any matter relevant to the educational and research missions of the University.

Proposed major modifications in the curriculum, discussions about the *Faculty Handbook*, new policies, new buildings, and budget updates are all agenda items at Faculty Meetings. Discussions at the Faculty Meeting on such topics as the new study abroad policy, the growth of interdisciplinary programs, and the time to tenure offer the community a chance to reflect collectively and to hear differing perspectives. Topics such as grade inflation, the award of Latin honors and residency requirements for the undergraduate degree have also been discussed at the Faculty Meeting.

The Students in University Governance

All committees of the Board of Trustees include student representatives except Audit; Executive; Investment; Nominating; and Personnel, Compensation and Ethics. In addition to elected student representatives authorized to attend and participate in the Board of Trustees and the Faculty Meeting, students are invited to participate on the Undergraduate Curriculum Committee, the Graduate Council of Arts and Sciences, the Council of the Graduate Professional Schools, the Rabb Council, the Committee for the Support of Teaching, the University Board on Student Conduct, the Alumni Board, and numerous other standing or *ad hoc* committees of the University.

The governing body of the undergraduate student body is the Student Union Senate. Its goal is "to improve University life, advocate for student needs, and protect student rights." In providing a voice for undergraduates, Union officers represent their constituents to the administration, the community, and each other. There are senators elected at large, by class, and by residential quad, as well as senators for minority students, the Transitional Year Program, and off-campus students.²⁴

²⁴ See the Student Union website at <http://union.brandeis.edu>.

The Graduate Student Association (GSA) represents graduate students. It serves to provide a forum for issues of concern to graduate students, to represent their interests to the faculty and the administration, to organize activities important to graduate student life, to disseminate information, to provide assistance to graduate student organizations, and to select graduate students for University committees. In 2005, a special referendum proposing a new GSA Senate, composed of five students from each of the professional schools (IBS and Heller) and ten from GSAS, was approved by graduate students. Acting as an advisory board to the GSA, the Senate, which first convened in spring 2006, seeks to facilitate information gathering and feedback from the graduate student communities. In addition to sponsoring social events and academic symposia, the GSA has partnered with the administration in areas such as affordable healthcare insurance for graduate students, improved graduate stipends, and designated space for graduate students.²⁵

While undergraduates have been very active on many committees and indeed are full voting members on important faculty committees dealing with the curriculum and the support of teaching, graduate students have participated only sporadically on the graduate councils. The Graduate Council of Arts and Sciences attracts regular participation, but the other two academic councils do not. This may stem in part from insufficient communication and outreach to graduate students about the opportunity to participate on these councils. It may also be that the graduate students from the professional schools are usually asked to serve on the Council of Graduate Professional Schools, and they have typically not been active in the Graduate Student Association. Working adults constitute the primary student body of the Rabb School and have not been interested in attending meetings on campus; the GSA does not represent these students.

The primary forum for airing graduate student issues, discussing policy and fostering connection across the three schools is the Committee on Graduate Student Issues (COGSI), formed in 2001. Meeting at least quarterly, it is chaired by the Provost, and has officers from the GSA and representatives from Arts and Sciences, the Heller School, and the International Business School (IBS). The administration's commitment to increased graduate student stipends, improvements in the current graduate lounge, shuttle bus transportation, orientations, and housing have all resulted from collaboration between the GSA and members of the graduate student life staff. Continued efforts in similar areas will need to be made as the number of graduate students on campus grows; both the GSA and COGSI will be instrumental in helping to shape change in the future.

Projection

Shared governance is the cornerstone of the University community. Effective decision-making occurs when engaged faculty, students, staff, and trustees respect their respective roles and act as checks and balances to ensure academic quality and to attain key University goals. Brandeis has grown in size and

²⁵ See the GSA website at <http://www.brandeis.edu/gsa>.

complexity over the years, and its governance structures have adapted and kept pace with the changes. For example, new external advisory committees and faculty councils have emerged as new schools, programs and centers have been formed. In turn, the University has made substantial changes in the membership and structure of existing boards, and in the last year has shaped new guidelines for the Alumni Council and for the Brandeis University National Women's Committee Board.

In most cases, the effectiveness of the organizational structure is assessed organically and often by those most immediately involved. At the local level, students, faculty, deans, senior administrators, and trustees all suggest changes to ensure more effective oversight. Some changes for standing committees are codified in the *Faculty Handbook*; others just become common practice. The Board of Trustees' interest in analyzing and discussing its own effectiveness offers a potential reflective model for improving governance throughout the University.

Institutional Effectiveness

Accessibility and open discussion are Brandeis traditions: the President maintains monthly open office hours for students during the academic year, and senior officers of the University are readily available to students and faculty. In 2004, undergraduates suggested that the Provost meet regularly with an 'advisory' group and such meetings have proven to be mutually beneficial. The EVP/COO holds open information and discussion sessions on the University's finances during the course of the year, and the Senior VP for Students and Enrollment meets regularly with student groups and the student government.

The effectiveness of Brandeis's governance can be seen in the quality and integrity of its academic programs, its fiscal health, and its ability to attract outstanding faculty, students and staff. While there are difficult periods in which the shared governance model experiences strain or pressure, the University's respect for this model has ensured active and engaged boards, councils and committees.