

## University Governance

- The University is governed by the Board of Regents. The **Board** is charged with **governing** and **formulating policy** for the University (Constitution, Art. 7, Sect. 3; AS 14.40.120; Bylaw 03)
- The **president** is the **chief executive** of the University System (Constitution, Art. 7, Sect. 3; AS 14.40.210; Regents' Policy 02.01.010) and has specific authority to appoint and terminate officers of the University at the pleasure of the president.
- The **chancellor** is the “**chief academic and administrative officer**” of the MAU (Regents' Policy 01.03.990 & 02.02.015)

### Excerpts From Constitution, Statute & Policy

**Alaska Const. Art. 7, § 3 Board of Regents** The University of Alaska shall be governed by a board of regents. The regents shall be appointed by the governor, subject to confirmation by a majority of the members of the legislature in joint session. **The board shall, in accordance with law, formulate policy and appoint the president** of the university. **He shall be the executive officer of the board.**

#### **Bylaw 03. Duties of the Board of Regents.**

*The board will be responsible for the governance of the university as provided by the Constitution of the State of Alaska and the laws enacted pursuant thereto. The board may annually review the performance of the board. A failure to perform an annual review is an internal matter and does not affect the validity of any action.*

#### **AS 14.40.170 Duties and powers of Board of Regents.**

(a) The Board of Regents **shall**

(1) appoint the president of the university by a majority vote of the whole board, and the president may attend meetings of the board;

(2) fix the compensation of the president of the university, all heads of departments, professors, teachers, instructors, and other officers;

(3) confer such appropriate degrees as it may determine and prescribe;

(4) have the care, control, and management of

(A) all the real and personal property of the university; and

(B) land

(i) conveyed to the Board of Regents by the commissioner of natural resources in the settlement of the claim of the University of Alaska to land granted to the state in accordance with the Act of March 4, 1915 (38 Stat. 1214), as amended, and in accordance with the Act of January 21, 1929 (45 Stat. 1091), as amended; and

(ii) selected by the University of Alaska and conveyed to it by the commissioner of natural resources under [AS 14.40.365](#);

(5) keep a correct and easily understood record of the minutes of every meeting and all acts done by it in pursuance of its duties;

(6) under procedures to be established by the commissioner of administration, and in accordance with existing procedures for other state agencies, have the care, control, and management of all money of the university and keep a complete record of all money received and disbursed;

(7) adopt reasonable rules for the prudent trust management and the long-term financial benefit to the university of the land of the university;

(8) provide public notice of sales, leases, exchanges, and transfers of the land of the university or of interests in land of the university;

(9) administer, manage, market, and promote a postsecondary education savings program, including the Alaska Higher Education Savings Trust under [AS 14.40.802](#) and the Alaska advance college tuition savings fund under [AS 14.40.803](#) - [14.40.817](#).

(b) The Board of Regents **may**

- (1) adopt reasonable rules, orders, and plans with reasonable penalties for the good government of the university and for the regulation of the Board of Regents;
- (2) determine and regulate the course of instruction in the university **with the advice of the president;**
- (3) set student tuition and fees;
- (4) receive university receipts and, subject to legislative appropriation, expend university receipts in accordance with AS 37.07 (Executive Budget Act).

**AS 14.40.210 Powers of president of the university; research and development.**

(a) The president of the University of Alaska may

- (1) give general direction to the work of the University of Alaska in all its departments subject to the approval of the Board of Regents;
- (2) appoint the deans, heads of departments, professors, assistants, instructors, tutors, and other officers of the University of Alaska to the positions established by the Board of Regents;
- (3) establish procedures for receipt, expenditure, and fiscal year reporting of university receipts;
- (4) approve a contract between the University of Alaska and an employee that authorizes the employee to conduct research or other development of intellectual property and to develop, operate, or own a business related to or resulting from the research conducted during the employment; a business described under this paragraph may be jointly owned by the employee and the University of Alaska.

(b) The president of the University of Alaska shall separately account for university receipts deposited in the treasury of the university. The annual estimated balance in the account may be used by the legislature to make appropriations to the university to carry out the purposes of this chapter.

**AS 14.40.220 Duty of president to define duties and supervise appointees.**

The president shall define the duties and supervise the performance of those persons who are appointed by the president to positions established by the Board of Regents.

**P02.01.010. Appointment and Authority of the President.**

- B. **The president will serve as the executive officer of the board and perform those functions specifically delegated to the president by statute and by the bylaws, policies and directives of the board.** The president will be responsible for the efficient operation and management of the university, including its educational programs, employees, facilities, finances, property, public and governmental relations, students and research activities; and will fully inform the board in a timely fashion of any matter which may materially affect the ability of the university to meet its mission and obligations. In fulfilling this responsibility, the president of the university is authorized to take such actions as may be necessary to implement the directives of the board including, but not limited to, the execution of documents; appointment, supervision and termination of employees; initiation of lawsuits in the name of the board and university; and the compromise or settlement of litigation involving the university, subject to such limitations as may be established by the board.

**P02.01.020. Duties of University President; Organization Plan; Officers and Other Personnel.**

- A. The president will serve as the executive officer of the board, as the chief executive officer of the university, and perform such other responsibilities as the board may establish.

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**P02.01.030. Consultation with Board.**

The president will consult with the board prior to the initial appointment of persons to the positions of university vice president, chancellor and academic vice chancellor, or to positions organizationally equivalent to those positions. Regents may request documentation received by the university concerning the candidacy of the finalists for the position. A failure to comply with this policy is an internal matter and does not affect the validity of hiring actions.

**P02.01.040. Official Spokesperson for the University**

- A. The president of the university is designated as the representative of the university in all official university discussions and communications with officials of the executive, legislative, and judicial branches of state and federal governments in their official capacities. . . .

**P02.01.050. Collective Bargaining Agreements.**

The president is authorized to represent the board in collective negotiations with certified collective bargaining units; however, no agreement resulting from such negotiations will be binding on the board or the university until approved by the board.<sup>1</sup>

**P02.02.015. Chancellors.** There are created the positions of Chancellor of the University of Alaska Anchorage, Chancellor of the University of Alaska Fairbanks, and Chancellor of the University of Alaska Southeast, who will be appointed by and report to the president. Chancellors will be the chief academic and administrative officers of the unit for which the chancellor is appointed and will perform such duties as may be assigned by the president.

See also, e.g.:

**P02.02.017. Chief Academic Officers.**

**P02.02.020. Chief Finance Officer.**

**P02.02.030. General Counsel.**

**P02.02.040. Chief Human Resources Officer.**

**P02.02.050. Chief University Relations Officer.**

**P02.02.070. Chief Information Technology Officer.**

**P02.02.080. Chief Planning and Budget Officer.**

**P02.02.090. Chief Administrative Officer.**

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<sup>1</sup> PERA also requires legislative funding and “approval” of CBAs, and specifies that agreements are with the Board of Regents.

A GUIDE FOR

BOARD MEMBERS

OF PUBLIC

COLLEGES

AND UNIVERSITIES

Richard T. Ingram



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# Effective Trusteeship of Public Colleges and Universities



wide latitude to act, even to the extent of making decisions that may not be popular with large segments of the population. The modern college or university (or system of institutions) has many more “stakeholders” than any other type of organization, and governing boards find themselves in the middle of these constituents.

Trusteeship, therefore, is a constant balancing act between:

- exercising authority and exercising restraint;
- making unilateral decisions in the boardroom and requiring or expecting consultation with appropriate constituents;
- advocating institutional needs and interests and interpreting what best serves the larger public good;
- accepting legitimate accountability to elected political leaders and guarding against inappropriate intrusion;
- being adamant about one’s principles and point of view and helping to build consensus with other trustees on complex issues; and
- knowing when to lead and when to follow.

### What are the governing board’s responsibilities?

Ultimately, the board holds the institution it serves in trust for the public that supports and depends on a strong “system” of higher education. This principle undergirds each of these 12 primary responsibilities:

1. Setting mission and purposes.
2. Appointing the president or chancellor.
3. Supporting the chief executive.
4. Monitoring the chief executive’s performance.
5. Assessing board performance.
6. Insisting on strategic planning.
7. Reviewing educational and public-service programs.
8. Ensuring adequate resources.

*“It is not unreasonable to expect of regents and trustees the highest degree of experience and probity.”*

~ J.L.Z.

*“The first duty of the trustee is to understand the purpose of the institution, to determine direction, and to assist in holding a steady course.”*

~ J.L.Z.

9. Ensuring good management.
10. Preserving institutional independence.
11. Relating campus to community and community to campus.
12. Serving as a court of appeal.

### 1. Setting mission and purposes.

Virtually all policy decisions a board ultimately makes or affirms should reflect what the institution or system of institutions is and strives to be. An articulate and compelling mission statement, in both strategic terms (the

long view) and operational terms (a more immediate view), should guide everyone who has a decision-making role.

A kind of “mission mania” currently is sweeping the nation, and with good reason. The tremendous growth of public higher education inevitably causes governing boards and policy makers at all levels to reassess what colleges and universities are doing and providing, especially in a period of slow economic growth.

Although the governing board may not have unilateral authority to decide the ultimate shape of the mission statement and related statements of operational goals and objectives (and although trustees do not in any case write these statements), the board does have a pivotal role with the chief executive in determining priorities. It does so, however, through its prerogative of asking the right questions and its ability to persuade and lead—both internally, with its management team and faculty leaders, and externally, with legislators, governors, coordinating agencies, and state government officials.

The board’s aim is to educate its many publics and internal constituents about the institution or the system (and each college or university within the system) in the most effective and compelling way possible. To do so, trustees and other leaders throughout the university or system must use good judgment in answering questions along these lines: What makes this university or campus distinctive among the other public institutions in the state? Whom does it serve? Why and how? Why does the university or the system deserve a significant investment of tax dollars?

This is hard work. But among the board's responsibilities, setting institutional missions and distinguishing between them in systems are especially important. The board should have a strong sense of ownership for the missions of their institution(s), even as they evolve over time and are influenced and shaped by faculty, legislation, availability of resources, or statewide coordinating boards. Institutional missions inevitably influence the board's decisions and how it addresses its various other responsibilities.

*“Just as board members cannot embody all the virtues, neither can presidents.”*

~ J.L.Z.

**2. Appointing the president or chancellor.** As Clark Kerr emphasized in his 1984 study of the academic presidency, *Presidents Make a Difference*, the ultimate test of a board's effectiveness is its ability to attract and keep strong, competent executive leaders. The board plays a crucial role in providing an environment that attracts top talent to the university or system. No board decision is likely to have greater impact on the institution or system—or be more political, consequential, or a greater test of the board's leadership and vision—than selecting the chief executive. This is no less true for the selection of campus leaders within systems, even though the board may not be as involved in the process.

Selecting a president today is increasingly difficult for boards—and the reasons are extensions of the same reasons presidents find it so difficult to lead or be “agents of change.” The average tenure for public college and university presidents is about six years, according to AGB research. The position is becoming more political externally, leaving presidents less opportunity or time to exercise academic leadership (also political in nature) internally. That academic vice presidents and deans—traditional successors to presidents—are exhibiting increasing reluctance to aspire to the presidency is a symptom of the problem.

The lack of confidentiality in the search process, due in part to unreasonably restrictive open-meeting laws in some states, also makes presidential selection difficult.

Too many careers have been ruined when names have been revealed prematurely, and too many institutions have missed outstanding leaders because superb would-be candidates did not trust the integrity of the selection process. Here again, the board must perform a delicate balancing act between assuming a difficult and important responsibility and consulting with the many groups that have a stake in the ultimate decision. The board must not abdicate its responsibility to make the final decision (this responsibility is its least ambiguous), but it should consult widely with campus leaders.

A clear sense of the institution's assets, needs, and strategic priorities should inform the qualities and experience to be sought in a new leader. (Executive search firms often refer to this as the “presearch” phase.) Allowing adequate time for thoughtful deliberation of these matters before the search process begins helps to set the stage for consensus on the qualities and experiences of candidates the board seeks. Achieving consensus on strategic priorities also helps to make the position more attractive to potential candidates.

**3. Supporting the chief executive.** When a board is blessed with a leader or group of campus leaders it can look to with pride and satisfaction, its job is immensely easier. But effective leaders are increasingly difficult to find in all industries, commercial and nonprofit. Our society is extremely demanding of those in positions of authority.

Given the amount of time, money, and luck required to find an effective leader, it is helpful to think of the president or chancellor as a significant investment that should be protected. The only place a chief executive of an academic institution can look to for consistent support is the board. In the public sector, however, the relatively frequent turnover of trustees (especially of board chairs), the increasingly politicized nature of the trustee-selection process (described by Clark Kerr and Marion L. Gade in *The Guardians*), and the demands of special-interest groups that claim a

*“Except for unusual situations, the president should speak for the institution.”*

~ J.L.Z.

## What are your responsibilities as an individual trustee or regent?

An important message in the foregoing list of 12 responsibilities is that the individual board member's responsibilities differ from, but are complementary to, those of the board. Trustees have no special authority in their individual capacities. They may have their own letterhead and business cards and even access to an office on campus, but these gestures of respect do not signal unilateral authority. Those who are elected through statewide or local elections hold no more and no fewer responsibilities than appointed trustees. All trustees are equals in the boardroom.

Boards are finding it useful to adopt formal statements of responsibility to clarify some basic expectations their members hold for one another. Although most of these expectations are obvious, others are more subtle and address some of the ambiguities surrounding the role. Basically, trustees are judged by their peers and others largely on their willingness to be team players and on knowing when to lead and when to follow in the boardroom.

Faithfully preparing for and attending meetings, being knowledgeable about the institution or system and its constituent campuses, and asking good questions in the boardroom are obvious expectations.

But trustees are held to high standards. What sorts of situations should trustees avoid? To name a few: asking for special favors of the administration; making prejudiced judgments based on information from disgruntled faculty, staff, or state officials; giving even the appearance of a conflict of interest; and taking an inappropriate advocacy role for a system campus, academic department, or a favorite staff member.

Some areas can perplex the trustee who seeks to demonstrate commitment. Here are some guidelines:

- Speaking for the board or institution ordinarily is reserved for the board chair or chief executive. Be wary of, rather than welcoming to, the ambush

*“Perhaps the time of self-justification for trustees is drawing to a close. If so, that itself is a sign better things to come.”*

~ J.L.Z.

spokesperson for the board.

- Serving the institution or system as a whole and not

*“If the board member  
should offer an opinion,  
it will almost certainly  
be accepted as official,  
no matter what the  
disclaimers.”*

~ J.L.Z.

any one part of it is a responsibility of all trustees. Although you have every right and duty to bring your knowledge of any special group's interests to the board's discussions and to articulate personal principles to influence the judgments of others on any issue, you also have a responsibility to support the majority action, even if you disagree with it.

- Seeking opportunities to inform the public about your institution or system—about the many good things it is doing and about why it deserves support—are part of the

fun of trusteeship. If trustees do not inform the public about the institution or system, who will?

- Enjoying relationships with other leaders in the community and on the board through your trusteeship is rewarding, but be careful to avoid giving even the appearance of using the trusteeship for personal or political gain. College and university trusteeships should not be used as stepping-stones to political office or for personal aggrandizement of any kind. Trustees who use their position in this way demean the institution and themselves.

The most effective trustees consistently exercise good judgment but also are careful listeners. They are strong in their convictions but appreciate the value of others. They seek advice as readily as they give it. They do not shy away from making difficult decisions in the boardroom and taking their share of criticism when necessary. But in their individual capacities outside of the boardroom, they also practice the behavior so eloquently described by Philadelphia Quaker Hannah Whitall Smith: “The true secret of giving advice is, after you have honestly given it, to be perfectly indifferent whether it is taken or not, and never persist in trying to set people right.” Humility has its place in the boardroom, along with conviction and leadership.



## What makes the academy distinctive?

**C**olleges and universities possess unique purposes, structures, and traditions within a society that places a high value on freedom, unfettered pursuit of truth, and competition among organizations within a market economy. The academic institution is like no other tax-exempt or commercial enterprise. It should not be treated by elected officials as if it were simply like any other government agency. Neither should it be treated as if it were primarily a business, although it should adopt sound business practices.

Trustees and boards need to understand and respect three important values and traditions within the academy: academic freedom, institutional independence, and shared governance. These concepts sometimes are misinterpreted and abused, especially by some faculty. It ultimately is the responsibility of trustees, with the help of their chief executive, to define each value or tradition as it applies to their institution in contemporary society. Each is important and deserves respect, but deciding when, how, and on what issues each should be applied ultimately is a governing board responsibility.

Traditional academic and faculty values should be respected and considered because they undergird the largest, most diverse, and finest higher education “system” in the world. The reputation of academic institutions is primarily a reflection of the competence and reputation of their faculties. But governing boards and chief executives must continue to define and redefine the balance between delegation of authority and their joint responsibility to ensure the health and integrity of the institution as a whole.

Academic institutions are fragile because they are so vulnerable to criticism. History shows they can be resistant to attack—and to change, even when it is necessary or desirable. The governing board finds itself in the middle of all manner of pushes and pulls on the university, but ultimately it is the board that must decide what should be changed or improved and what should not. Boards, trustees, and chief executives should take the long view: What is best for our university over time?

## How can setting policies be distinguished from managing?

**N**ot very easily, but it is important to try! Many governing boards find themselves approving expenditures and taking other actions that should be reserved for management. Sometimes this is a result of poorly conceived state laws or regulations, but boards often find it easy to slide into matters concerning institutional management. Sticking to consideration of matters of longer term, strategic importance to the institution's or system's future is more challenging and difficult. But there are ways you can help to keep the board on the policy course.

First, however, it is important to distinguish between levels and types of policies. It should be remembered that the governing board is *part of* an institution's or system's governance structure. Many policies are "executive" or "operational" in nature; department heads, deans, vice presidents, and the chief executive have within their purview the responsibility to make policy decisions and to act on or within broad policies already approved by the current or predecessor governing board. In any event, most institutional policies are *brought to* the board for discussion and adoption—sometimes at the board's behest, more often by chief executive initiative. Trustees should not sit around the table and write policies.

Second, what one trustee or board in one type of institutional setting would consider "a policy matter" might be considered a decision for management elsewhere. Thus, the line between policy and management is difficult to draw and continuously must be negotiated between chief executive and board as part of the art and

balancing act of good trusteeship.\*

Usually it is best that boards hold "the middle ground." The boards of large, multicampus systems necessarily focus on system policies rather than those of individual institutions; the latter are engaged primarily by campus chief executives and the system head in concert with system-wide policies.

You can help your board by encouraging greater use of "consent"

**“T***rusteeship, like all important undertakings, is an art to be cultivated rather than a technique to be learned.”*

~ J.L.Z.

agendas, whereby routine matters requiring board action have been reviewed by board committees and are “bundled” for quick adoption. A series of bids that management has recommended in accordance with board-approved policies and procedures is a good example. The simple point here is that when a board finds itself bogged down with routine administrative or management concerns, it fails at what it really should be doing: focusing on issues affecting the institution’s future financial and academic health. The agendas and minutes of past board meetings are revealing on this score.

### **What does the board typically expect of the chief executive?**

**A** great deal, but sometimes too much. The academic presidency has become one of the most difficult positions in contemporary organizations, commercial or tax-exempt. College and university chief executives carry enormous pressures, and trustees and governing boards should be particularly concerned about how the position is evolving at their own institution. The ultimate test of a governing board’s effectiveness is its ability to attract and retain competent chief executives.

Presidents and chancellors lead and manage multimillion (even multibillion) dollar enterprises that have taken on the characteristics of small cities with thousands of employees and ever-increasing numbers of special-interest groups. They need all the help they can get from their boards.

Together with the heightened responsibilities of chief executives and the growing pressures with which they must cope, boards typically hold a number of their own expectations for their presidents and chancellors. The vast majority of chief executives accept and meet these challenges.

Trustees expect their presidents and chancellors to do the following:

- Provide data and information in the right amounts, on the right matters, and in forms that are quickly comprehensible and usable. Trustees expect the chief executive to be an effective cheerleader for the institution or system, but they expect to be informed about the bad news along with the good.

- Respect the board's fiduciary and other responsibilities to hold the institution or system accountable to the general public. Trustees are, or should be, "loving critics," but their effectiveness as advocates depends in large measure on the depth of their knowledge about institutional problems, warts, and blemishes—as well as strengths and opportunities.
- Be an academic leader, adept politician, and effective fund-raiser by consulting as much as possible with constituents most affected by realities confronting the institution. Board members expect their presidents not to shy from recommending tough choices in a timely way, and they expect the president to count on trustees for support once final decisions are made.
- Accept with patience, grace, and style differences of opinion with the board's posture on important issues. This should not happen often, of course, but the board should not be made to feel it is being unsupportive if it does not accept everything the chief executive recommends.
- Avoid surprises—at least too many of them. Trustees understandably want and need to be the first to know.
- Make good use of the board's time, especially in committee and board meetings.
- Work closely with the board chair to educate and lead the board. Presidents and chancellors instinctively know that trustees and boards will rise only to the level of expectations held for them; thus, trustees look to their presidents and board chairs for leadership and motivation.

### **What does the chief executive typically expect of board members?**

**A**lso a great deal, also sometimes too much. Trustees face various pressures, and chief executives sometimes forget this simple fact. While most board members handle these pressures appropriately, some do not. Those who consider their role to be part "watchdog," who allow the agendas of discontented governors or legislators to infiltrate board deliberations, or who seek to spearhead personal causes can do great harm to the reputation of