

PRESIDENTS AND TRUSTEES

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Boards of trustees, comprised principally of lay representatives, are a distinctly American institution, quite different from the ministries of education and faculty guilds that have often controlled higher education in Europe. For a university president, few relationships are more crucial than that with his or her board of trustees. A mutually respectful relationship can be a source of support and strength. An uneasy or wary relationship represents a lost opportunity. (I refer to boards of trustees throughout, even though the official name for public universities in Iowa and in some other states is the board of regents.)

Having worked with two boards, one public and one private, I venture to testify to some of the similarities and differences I found between them.

I begin with a truism. Just as presidents differ from institution to institution -- in intellect, personality, preparation for the position, professional working style, educational vision, and personal ambition -- so do boards. Given the immense variation in the range of possible relationships -- there are, after all, more than three-thousand colleges and universities in the United States -- it is a tribute to the flexibility and tolerance of the

protagonists that so many presidents and boards, functioning in such diverse contexts, work together as well as they do.

University governance has existed, historically, in an ebb-and-flow of accommodation (and acrimony) between presidents and boards of trustees. In Making Harvard Modern (2001), their extended examination of Harvard in the twentieth century, Morton and Phyllis Keller note that the Harvard Corporation, which they characterize as "a combine of clerics" in the early nineteenth century, had evolved by the late nineteenth century into "representatives of Boston's socioeconomic elite, out to make Harvard the special preserve of their caste." With the passing decades even more changes came.

By the first half of the twentieth century, the balance of power had shifted from the seven-member Corporation to a series of strong presidents (Charles W. Eliot, A. Lawrence Lowell, and James Bryant Conant) who drew their authority to govern from the vigorous exercise of their office. Thereafter, as the Kellers demonstrate, governing Harvard "in practice depended as much on its president's personality and purpose as on its venerable institutional structure."

Another student of Harvard history, Henry Rosovsky, the former dean of the faculty of arts and sciences, has written in The University: An Owner's Manual (1990), "Governance concerns power;" it is about "who is in charge; who makes decisions; who has a voice; and how loud is that voice." Presidents and trustees abut at the epicenter of that power. In my experience, there is always an uneasy tension between

the commitment of board members to support the president on academic issues and their desire to exercise their statutory authority independent of the president on matters they deem to be of governance. There is a converse tension in the president to act only with the advice and consent of the board on as many matters as possible even as he seeks to protect from encroachment by the board what he deems to be the essential prerogatives of his academic authority. In seeking to exercise their respective reservoirs of power, presidents and trustees can find few hard-and-fast rules as to how to strike the proper balance.

Members of the Board

When I first met the nine members of the University of Iowa board of regents, I was greatly impressed by the diversity of their stations in life and by their mid-western modesty. They were six men and three women: a small-town lawyer, a former lieutenant governor; an African-American physician who also served as a county medical examiner; a union official who was a meat-packer by trade; a rural farmer; a professional farm manager; an owner of a family agribusiness; and two housewives, one of whom had chaired a local school board. None had a national reputation.

Appointed by the governor to staggered six-year terms, they were the salt of the earth -- not a captain of industry among them. This was a board of common-sense men and women,

honest and reliable, devoted and hardworking, in awe of their public service responsibilities; each brought to the task the earnest hope that he or she was up to the job.

By contrast, the Dartmouth board of trustees, only slightly larger at a size of thirteen men and one woman, was more homogeneous. Its members were wealthy; most had achieved high and professional standing, and some were socially prominent: Wall Street CEO's, investment bankers, venture capitalists, and corporate lawyers. One was a university president. All were Dartmouth graduates.

They were self-assured, competitive, and socially poised, accustomed to command and to being listened to. A number had national reputations. Some felt entitled to be regarded as authoritative voices on particular areas of governance. Most bore their trusteeship as a social credential and a confirmation of their station. Dartmouth was an important part of their personal history, and they cared that the college be true to its traditions. In the manner of many with a lifelong attachment to an institution, they were at pains to insure that the college was loved by its alumni, even more perhaps than it was respected by the wider world.

The board members at Iowa, drawn from a wider social spectrum and a more diverse set of occupations, tended to have a more realistic appreciation of the limits on the president's power to dominate his constituencies. The board members at Dartmouth, most of whom had substantial management experience, albeit in more authoritarian and

hierarchical institutions, tended to assume that a chief executive officer could readily impose his will upon faculty and students alike if only he wanted to.

One of the strengths of the Dartmouth board was the fact that the governor of New Hampshire, by prescription of the 1769 charter from King George III, was an ex-officio member. Even a governor who rarely attends board meetings -- and most attended no more than one a year - can be helpful in many ways, e.g., in fending off ill-considered legislative incursions, attracting national figures to the campus, and intervening with federal officials.

Ironically, the governor of Iowa was not an ex-officio member of the board. Indeed, the two governors with whom I served adopted, at least publicly, an apolitical stance on most issues before the board. Only after I was appointed as president did the board chairman arrange for me to meet the governor.

There are advantages, of course, to a board composed entirely (or almost entirely) of alumni. As Robert M. Rosenzweig, the former president of the Association of American Universities, has noted, alumni typically "have demonstrated their attachment to the institution by long service to it in various volunteer capacities and frequently by their financial contributions."

But alumni can also be indifferent to an institution's shortcomings and unduly resistant to proposals that threaten to alter its familiar character. By contrast, trustees who are not alumni are more likely to see the institution with

less complacency and through clearer lenses, although some observers are dubious that non-alumni trustees can summon the institutional devotion that the task requires.

Should the president himself be a member of the board? At the University of Iowa I was not, at Dartmouth I was. I cannot say that it made much difference, although I did feel at Dartmouth that I was more than simply a professional executive hired to do a job. I was a colleague of the other board members with a shared responsibility in every aspect of their work.

Peter T. Flawn, the former president of the University of Texas at Austin, has added a different set of considerations:

In general, it enhances the position of the president if he or she is also a member of the board. . . . However, in the case where the board is divided, either on political or philosophical grounds, and the president as a member of the board must break the tie in a number of significant votes, board membership can create the extra pressure that leads to early departure from the presidency.

These two boards, then, presented different social and professional profiles, but they were similar in the conscientious performance of their responsibilities.

Size of the Board

Boards of the size of those at the University of Iowa (nine) and Dartmouth (fourteen) are unusually small. Many boards, both public and private, are as large as from forty to sixty trustees. Princeton's board, for example, has forty members, the University of Pennsylvania's fifty-six. There seems to be no rule as to the relationship of the size of a board and its institution's status as public or private.

It is possible that boards of, say, less than fifteen members, do not allow for sufficient representation of important substantive areas that ought to be represented in the making of informed decisions. Moreover, such boards usually do not have sufficient seats to include many major donors whose continuing generosity may be insured or encouraged by such recognition.

Every few years, the Dartmouth board studied whether to increase its size, and each time it concluded to make no change, preferring to preserve the sense of collegiality and heightened responsibility that accompanied its small size to risking the dilution of these qualities in becoming larger. Often in boards of forty to sixty members, the executive committee exercises effective authority, seeking

formal approval from the entire board for decisions already essentially made. These considerations lead me to believe that boards of no more than about twenty-five are an optimal size.

Selection of Trustees

At a public university, the president rarely participates in the selection of board members. The choices, of course, are those of the governor, made with the advice and consent of the state senate. (In a few states, including Michigan, prospective board members stand for election as candidates of political parties.) I believe that the governor of Iowa would have welcomed suggestions from board members, channeled through the chairman, and he may well have received some, but a president is well advised to be cautious in associating himself with any candidate in what is still a political process.

At Dartmouth, the board partially perpetuated itself by selecting half (seven) of its members. The alumni chose the other half (seven) in contested three-candidate elections. In comparing these two selection processes, Henry Rosovsky has written that "elections are more likely to reflect populist consensus" while "self-perpetuation will, with a considerable degree of certainty, produce a conservative bias."

Some of Dartmouth's elected trustees were, indeed, well known among alumni, sometimes because of their athletic

achievements as students. One had been a Rhodes Scholar and an All-American basketball player who went on to play for the Boston Celtics. Another had been the quarterback of an undefeated football team, pre-Ivy League, that had won the Lambert Trophy and finished the season ranked fourteenth in the country. Both were popular candidates, although one would probably not call them "populist" ones.

The board of trustees must have a sufficient breadth of expertise or interests that its members can effectively meet a number of important responsibilities. In a public institution, the attainment of this versatility depends upon the care that the governor takes in making appointments.

It is easier for a private institution, in which the board at least partially perpetuates itself, to respond to the importance of having board members with specific areas of expertise, for example, finance, investments, real estate, communications, higher education, development, science, medicine, technology, and engineering. At some private institutions, the desire for expertise in higher education has led to the appointment of former university presidents from other institutions; for example, Gerhard Casper, the former president of Stanford University, serves as a member of the Yale Corporation, and I serve on the boards of Brandeis University and Hebrew Union College.

Discussions at Dartmouth about selecting new board members were interminable. No subject provoked more vehement opinions or more excited debates. Selecting successor

trustees seemed a little bit like what I imagine the process of selecting saints to be: few candidates seemed worthy of annointment.

Should faculty members or students be members of the board? During the 1960s, public pressure grew to appoint faculty members and students as board members (or at least as non-voting representatives to the board). Advocates of these proposals saw them as an enlightened effort to democratize the governance of academe. Many colleges and universities adopted such proposals, with uneven consequences that persist until today.

Neither the University of Iowa nor Dartmouth had faculty or student members on its board, although a governor of Iowa did use one of his nine official appointments to name an undergraduate student leader -- a junior at Iowa State University -- to the board.

In my judgment, it is a mistake to provide for faculty or student members of a board. Both face expectations that they act in a representative, rather than a fiduciary, capacity. Responsibility to a constituency is inconsistent with sound management. Moreover, student representatives are rarely qualified by experience or training for the important decisions required of trustees. Finally, the presence of faculty members or students in the boardroom will inevitably inhibit discussion of some issues, e.g., evaluation of a dean or an administrative officer. Assessing faculty and student opinion is an important function of a board, but there are better ways for a president or a board to acquire

information about campus opinion than allocating places on the board to faculty members or students.

At both public and private institutions, trustees typically serve for approximately a decade, although members of the Harvard Corporation serve for life. There is no statutory limitation on the length of time that University of Iowa trustees may serve, but the practice of successive governors has been to limit them to twelve years (two six-year terms). Ten years is the prescribed limit at Dartmouth (two five-year terms) with minor exceptions.

Because the president is a member of the Dartmouth board, I had an opportunity, although never a decisive one, to influence the selection of those new members whom the board itself appointed. Perhaps it is true, as Robert M. Rosenzweig has written, that "private institutions are especially vulnerable to a situation in which the president comes to dominate the selection of new trustees, ending up with a board that is beholden to the president and not disposed to challenge presidential judgment." I never enjoyed such a satisfying experience.

In my experience, nominating committees want the president to be comfortable with new board members and therefore seek to accommodate his wishes, particularly if they are strongly felt. But presidents need to be beware that discussions of prospective board members can be fierce -- especially when substantive issues such as affirmative

action for minorities or women are concerned -- and can leave permanent scars.

Trustees at private institutions are more likely to have emerged from a wide-ranging merit-based search conducted by the board, sometimes with the assistance of a professional search firm, than those nominated by a governor at public institutions. Indeed, given that the appointment is, short of a judgeship, the most prestigious that a governor could confer, I was surprised at how few names Iowa governors could sometimes gather from which to select new board members.

Responsibilities of Trustees

What is it that trustees are supposed to do?

In the conventional statement of board responsibilities, variations on five chief duties are usually listed: (1) to select and support the president; (2) to formulate and pursue the institution's mission and purposes; (3) to oversee the educational program; (4) to nurture the institution's tangible assets; and (5) to care for the institution's intangible assets, especially academic freedom, the commitment to excellence and impartiality, and its ethical standards. No wonder that Clark Kerr and Marian Gade refer to trustees as "the guardians."

It is easy to append to this list the unexceptional bromide that in meeting these responsibilities trustees ought engage in governance, which is precisely their domain,

and avoid engaging in management, which is the president's domain.

Frank T. H. Rhodes, the former president of Cornell University, has written, in The Creation of the Future (2001):

The role of the board is governance, and there is a world of difference between governance and management. Governance involves the responsibility for approving the mission and goals of the institution; for approving its policies and procedures; for the appointment, review, and support of its president; and for informed oversight of its programs, activities, and resources. Management, in contrast, involves the responsibility for the effective operation of the institution and the achievement of its goals, within the policies and procedures approved by the board; the effective use of its resources; the creative support of the highest standards for teaching, research, and service. The responsibility of the board is to govern, not to manage.

But the line between the two is often difficult to discern in practice, as each side sometimes seeks to press

its advantage against the other. When each side acts in good faith, the line is best established case-by-case in a dialogue of shifting accommodation and mutual respect. In the end, of course, the board of trustees has the legal authority to establish the line by a raw assertion of power. But a board that intrudes upon the president's administrative prerogatives risks serious trouble.

Perhaps everyone would agree that a decision to establish a new professional school speaks of governance, just as a decision to set the next year's academic calendar speaks of management. But what of a more complicated decision, e.g., to construct a new building, and the subsidiary decisions of where to locate it on the campus and how to determine what its architectural style should be? Such decisions implicate both governance and management. One of my predecessors as president of Dartmouth, Ernest Martin Hopkins (1916-1945), once wrote to a friend:

I have never seen a group of directors of a business concern, or the trustees of a college, no matter how unanimous in the large, that would not break into sharp differences of opinion over a program of building Our board of trustees is no exception at this point. At the last meeting we presented the formal plan of development of the College plant for the long future . . . and immediately, as

always happens, the Trustees in their individual capacities wanted this, that, and the other building located differently, disliked the tentative sketches of suggestion for the elevations, and gradually advocated about as many different provisions as there were members of the Board.

In light of the generality of the constraints dividing governance from management, one might expect that institutions would provide new trustees with an extensive orientation program. Orientation programs are especially important because many trustees, upon beginning their university service, seek to act like directors of for-profit corporations. Yet the missions of universities, whether public or private, are quite different from those of corporations.

In fact, few institutions, public or private, provide even an adequate orientation program for new trustees; at both the University of Iowa and Dartmouth, the orientations consisted mostly of issuing large notebooks of rules and regulations, long-range planning reports, and official bulletins -- a process hardly likely to educate new trustees about the culture of the institution they are about to govern and the nature of their responsibilities. Both institutions seemed to believe that trusteeship, like marriage, is a learn-as-you-go enterprise.

Although trustees of universities and directors of for-profits both have fiduciary duties of care and loyalty, the primary goal of for-profit organizations is to enhance shareholder values, often by modifying their missions through mergers, acquisitions, and divestment. As William G. Bowen, the former president of Princeton University, has commented, "a key responsibility of for-profit boards is to identify businesses that should be sold off as well as to probe the desirability of striking out in quite new directions."

Universities, by contrast, serve no shareholders. They do not seek to make profits. But they do have a firm commitment to their institutions' historic traditions. In fulfilling that commitment, they may sometimes have an obligation to maintain an academic activity that is central to the institution's educational mission, e.g., the department of Classics, even though it is disproportionately costly.

Although both for-profit corporations and universities must be concerned with their standing among many external constituencies, the identity of these constituencies is quite different. For universities, these constituencies will include alumni, donors, public officials, fund-raising consultants -- relationships which usually will require trustee involvement; for for-profits, it will be government regulators, investors, suppliers, customers, accountants, auditors, Wall Street analysts, lawyers, and bankers -- relationships normally handled by management.

The tendency to conflate the "bottom line" fiduciary responsibility of a for-profit corporate director with the mission-oriented responsibility of a university trustee can be awkward. It ought to be one of the responsibilities of the president and the board chairman to orient new trustees to their task.

Supporting the President

Some business school professors teach that chief executive officers can expect to have little impact upon a strong organizational culture. To the extent that this observation is true, it doubtless applies to educational institutions no less than corporations. But it is not invariably true. There are notable instances in the history of higher education of presidents who have defied that teaching and strengthened the academic status of their institutions, e.g., Robert Maynard Hutchins at the University of Chicago and Derek Bok at Harvard. It is important, therefore, to search out the sources of their leadership success.

In my judgment, perhaps the principal source has been the long-range support of the board of trustees. For this reason, I regularly emphasized to the trustees with whom I served that the most significant function of the board is to establish clearly the principles that will guide the institution's educational aspirations. What a president needs most from members of the board is a confident,

informed commitment to the vision that they have mutually set, so that he can focus his sights upon the long-term.

In the end, it is the board that has the best opportunity to see the future of the college as a whole, unlike other groups, such as alumni and students, that see it only from afar and sporadically or from too near and constantly. Of his many constituencies, trustees are the one upon which a president absolutely must be able to depend. In A Woman's Education (2001), a memoir of her decade as president of Smith College, Jill Ker Conway has testified to the way an effective board supports a president:

In this highly charged setting, the Board of Trustees was the only counterweight a newly arrived president could deploy. I came to admire and like my board colleagues a lot, because having cast their vote for change, they stood firm.

The president must be assured that the board will not become so distressed by the turbulence that occasionally disturbs every academic community that it may prematurely consider modifying the fundamental aspirations of the institution. He needs trustees who are critical but loyal, and who will draw upon their external credibility and visibility to defend the institution in the public arena.

I did everything I could to make certain that both boards understood that trustees are stewards of the many

diverse interests that comprise the university -- most useful when they are active rather than activist, detached and independent, divorced from any of their personal political antecedents, and immune to the pressures of specific constituencies, the appeal of popular prejudices, or the familiar tyranny of the urgent. Boards of public universities have a special obligation to protect their institutions from political pressure and interference.

In addition, if board members are to provide effective support to the president, they must be prepared to commit a substantial amount of time to the task. When a board meets either nine times a year, as the University of Iowa board did, or five times of the year, as the Dartmouth board did, with many additional meetings of committees, e.g., academic affairs, student affairs, budget, personnel, investment, real estate, development, board membership must be regarded as an active working commitment, not an honorific or decorative sinecure.¹

It is essential, too, that board members act in such a manner as to respect the president's autonomy. The president must be perceived as the leader of the institution. Moreover, the faculty must regard the president as their representative, independent of the board. If the board, by clumsy or heavy-handed actions, makes it appear that a

¹It is a canard, I must add, that public trustees are preoccupied with securing preferential football seating, and that private trustees are principally concerned with influencing the admissions applications of their friends' children!)

president is too often carrying out the board's specific wishes (in the manner of "a hatchet-man"), perhaps against the suspected views of the president himself, the president's capacity to lead will suffer.

At the time that my appointment at Dartmouth was announced, the Board made clear that my principal charge was to strengthen the college's intellectual quality and raise its academic profile -- "to lift Dartmouth out of the sandbox," in the often-quoted words of an anonymous trustee. The faculty could not have been more pleased with this charge, but many alumni and students found it threatening.

What did I -- the first president since 1822 who was neither an alumnus nor a faculty member -- know of Dartmouth's traditions? Would I appreciate the "work-hard, play-hard" culture of which so many alumni and students were proud? Did I intend to emulate my alma mater by "Harvardizing" the institution? Was I about to create a student body of geeks -- of students, as I declared in my inaugural address, "whose greatest pleasures may come not from the camaraderie of classmates, but from the lonely acts of writing poetry on mastering the cello or solving mathematical riddles on translating Catullus" -- rather than the traditional one of well-rounded students? Without the vocal and public support of the board, I doubt that I could have weathered the storm, especially among alumni, that these speculations incited.

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In supporting the president, trustees must be careful not to form opinions about him on the basis of causal comments made on social occasions. The members of a public board are likely to be more accessible to faculty members, students, and alumni than private boards; they are, after all, public officials. This can be a positive circumstance; a board of trustees that listens to many voices, from many constituencies, is likely to be better informed than one that does not. But board members must calibrate their accessibility so that it does not encourage the belief that there is an alternative channel to the board that by-passes

or diminishes the perceived authority of the president, and, by extension, other senior administrative officers.

Evaluating the President

One of the board's most important responsibilities is to systematically evaluate the president's performance, ideally on an annual basis. In my experience, the conduct of such a review, even when it is informal and even when the board is pleased with the president's performance, makes all of the participants uneasy. Moreover, the risks of miscommunication are always present. Yet communication of this kind is an essential form of the president's accountability to the board.

From a president's point of view, an annual evaluation is a great protection. He needs to know whether the board is satisfied with his performance -- academic administration and planning, budgetary and fiscal management, faculty, student, and alumni relations, fundraising, and external relations -- and he especially needs to know whether individual members of the board are critical of any of his specific actions. He needs warnings if his performance is deemed deficient, as well as suggestions as to how to remedy his deficiencies. As one commentator has written, "the board should hold the president's feet to the fire, but make it a friendly fire!"

For a public institution the difficulties of a presidential evaluation may be greater than for a private

institution. Because a public president holds a position of public trust and may even be a controversial figure in the state, it is essential that the board, in evaluating the president, resist the perception that it is vulnerable to political pressure, especially from the governor or outspoken legislators. The board must also be able to assure the press, as a matter of public accountability, that such reviews have regularly been held, even as it must decline to provide the press with a written document encapsulating the review.

Under the Dartmouth practice, the chairman of the board, along with two trustees of my choosing, would meet with me approximately once a year (specifically not at salary time) to discuss my performance as well as my working relationship with the board. The goal was not to assign a "grade" but to help me be more effective. The chairman made clear that these performance reviews were not intended to be an annual referendum on my tenure. In addition, the chairman always sought my feedback on how the board could make its own performance more effective. As Clark Kerr and Marian Gade have written, "Boards should realize that when they evaluate a president's performance they are also evaluating their own performance in selecting, advising, and supporting the president."

In my experience, these meetings were invariably helpful. Nothing critical that the board ever told me came as a surprise. I was already aware of those areas of my

performance that needed strengthening and realized that any concerned observer would readily note them as well.

Fund-Raising

Is fund-raising a trustee responsibility? Providing assistance in an institution's fund-raising efforts is certainly a common expectation of trustees of private institutions. It is a rare private board that has not appointed a number of trustees precisely because they are themselves significant donors and therefore in an unembarrassed position to ask for significant gifts from others.

For presidents of private institutions, the most important fund-raising efforts involve calling upon prospective donors in the company of a trustee. Often the trustee has made significant contributions himself to one or more of the prospective donor's favorite charitable causes, and now the time has come for reciprocity.

At public institutions, the role of trustees in fund-raising is invariably more limited. Some trustees feel disabled from participating in fund-raising because they hold a public office and do not want to risk even the remote possibility of impropriety that sometimes attaches to financial dealings in a political environment. Others are sometimes inhibited by the fact that their board governs several public institutions, thereby creating dilemmas of favoritism.

In my experience, I discussed fund-raising prospects with the board chairman at Dartmouth or another trustee on at least a weekly basis; I cannot recollect ever discussing them with the board chairman or a trustee at the University of Iowa.

The Chairman of the Board

A good board chairman is a president's godsend. Because the trustees are the president's most reliable constituency, and because the chairman is the first among equals around whom authority inevitably coalesces, he is in a position to be an important source of support in the professional life of a president. His role is unavoidably political.

My predecessor at Dartmouth David T. McLaughlin, perceptively wrote, "The president needs an advocate, a full partner who is an advisor, counselor, and confidant -- a person who can help interpret the board to the president and the president to the board and give critically constructive guidance privately and in a non-threatening manner." Similarly, the board chairman is an essential person in translating to alumni and external audiences the values that the president, with the board's support, is seeking to implement.

It is essential, as President McLaughlin indicates, that the president and the chairman of the board be able to talk intimately. One of the important roles of the chairman is to serve as a sounding board for the president, helping

him to temper and refine his views and suggesting other persons who might be useful in that process.

In my experience with three chairmen at the University of Iowa and five at Dartmouth, every one consistently exercised self-restraint in intervening in policy matters; they helped me think my way into and through problems, they tested my premises, but in the end they rarely said anything more directive than, "use your best judgment." Because these relationships were built on mutual respect, several of these chairmen remain, to this day, close personal friends.

One of a chairman's most useful functions is to help the president, especially in his early years, understand the institution's culture and appreciate its power. This is especially valuable when the president is an outsider, as I was at Dartmouth, where a tenacious alumni and student culture had created a unique mythology, illustrated by Daniel Webster's oft-quoted assertion before the United States Supreme Court that "it is, sir, as I have said, a small college, and yet there are those who love it."

However much presidents may value their relationship with the chairman of the board, few are thrilled to work with a chairman who lives in the community where the college is located. They fear, probably correctly, that the chairman will be awash in dinner-party and coffee-shop gossip about the president. (They would have a similar fear about resident board members.)

The fact that the University of Iowa is located in a small town -- away from the state's population centers --

made it unlikely that the chairman would be a local resident. Dartmouth, too, is located in a small town, but one that is a retirement community and year-round vacation spot for thousands of alumni. None of the chairman with whom I served happened to reside or vacation in Hanover, but that possibility may well occur in the future. When it does, the chairman would do well to avoid drawing too many conclusions about the president from the inevitable analysis of his performance that sprinkles local conversation. And the president would do well to place some trust in the good sense and discriminating worldliness of the chairman.

Perhaps the distinguishing mark of a public institution is its status as an instrumentality of state government. Public universities exist in a political environment. Their relationships with the governor and the state legislature (especially the leadership) are crucial; upon them state appropriations depend. The rule at Iowa was that only the chairman of the board could negotiate with the governor or the legislative leadership about the university's budgetary requests. The rule was designed to protect the president from being drawn into political conflict. To be sure, the president testified on behalf of the university at committee hearings and was free to meet with legislators socially, but he was not free to lobby.

Among the consequences of this rule was the frequent election of board chairmen who had political experience. The three chairmen with whom I served at Iowa had been, respectively, a state senator, the state's Republican

national committeeman, and the chairman of the governor's fundraising efforts.

Because the board chairmanship is a leadership position, the permissible length of a chairman's tenure is an important matter. A chairman's tenure ought to be long enough to permit him to grow into effectiveness and to form an effective partnership with the president (perhaps five years) but not so long that he becomes complacent. The term of the chairman at Dartmouth was typically no longer than three years -- too short a period to be able to take advantage of one's experience at the head of the table. At Iowa, most chairmen served five or more years.

Avoidance of Surprise

Presidents must always deal openly and honestly with board members; that much is a given. But one precept instilled in me by eight different chairmen is of special import: board chairmen do not want to be surprised. Every one of the chairmen with whom I served, at both Iowa and Dartmouth, insisted that I share with them every intimation I might have about events that had not yet emerged from in what Othello called "the womb of time," even if my anticipatory suspicions seemed far-fetched. Thus, I would always take care to inform the chairman about deans or prominent faculty members who were considering job offers elsewhere, even when I believed it unlikely that they would accept them, or about student unrest, even when I doubted

that it would erupt into confrontation or demonstrations. A chairman does not want to be unprepared when confronted by the press or by other board members.

In time, my conduct in this respect became institutionalized at Dartmouth into a regular agenda item known as KPAN. I was asked to report at every meeting on the problems that Keep the President Awake at Night.

On more than one occasion, the chairmen to whom I reported had useful problem-solving suggestions that had not occurred to me. The chairman, in turn, could exercise his discretion as to whether to alert the members of the board to my incipient apprehensions, weighing that course against the possibility that my apprehensions might never come to pass.

For public trustees, the avoidance of surprise is especially important in financial matters, such as facilities construction which involves committing large sums of taxpayers' money, often in the tens of millions of dollars. Once the decision is made, litigation challenging the board's procedures, financial estimates, adherence to environmental protections, and compliance with ethical standards usually follows -- especially from disappointed bidders complaining, inter alia, about the selection of out-of-state professionals.

Given this setting, public trustees regard themselves as watch dogs for the taxpayers. They understandably want sufficient time to become familiar with the details of each project, well in advance of its adoption, lest they fail to

anticipate the vulnerabilities to which the media and lawyers will inevitably point when judicial proceedings are initiated.

Another matter of acute interest to boards is personnel. Few responsibilities of a university president are more important than the selection of administrative officers, especially provosts and academic deans. In appointing academic officers, a president has an opportunity to place his mark upon a school and give it a direction he favors. Trustees properly seek advance notice of such appointments.

In my experience, presidents are often reluctant to share their thinking with the board during their course of deliberation, for fear that members of the board may limit their freedom of choice by lobbying for one candidate over others. Yet board members have a point in arguing that selection of the dean of an important school, such as one of business, law, or medicine, especially if the president seeks to redirect the school's programmatic emphasis, is a matter of governance, not merely of internal management. Rarely are boards pleased to learn of a prospective appointment when it is virtually a fait accompli, a few hours before a press release is issued.

Having appointed four provosts and ten deans during sixteen years of service, I can testify to the value of not drawing the lines of competing authority too sharply. I found it valuable to rehearse, with board chairmen, the strengths and weaknesses of the final group of candidates.

As a result of such discussions, the chairman was in a better position to test my evaluation of the candidates, explain my thinking to board members, and alert me to avoidable pitfalls that the appointment of specific individuals might present. Board chairmen readily appreciate that, in the end, a president can be held accountable for the manner in which he administers the institution only if he can work with associates of his own choosing.

In the public sector, the chairman's advice might be to give the governor advance notice of the appointment of the dean of a particular school (like the medical school, which received significant state funding, or the law school, from which the governor may have graduated). In the private sector this advice might be to place courtesy calls to a number of the school's most prominent alumni and donors.

In my experience, board members are always interested in the appointment of deans, especially of professional schools. This interest was more intense at Dartmouth than at the University of Iowa. Because many Dartmouth trustees held two degrees from Dartmouth -- an undergraduate degree and a professional degree -- and were the parents of alumni children, they had a proprietary interest in the schools' future. This intimacy fed an appetite for insider information.

Most of all, board members in both sectors were interested in the appointment of the vice president for finance. This was an appointee whose work on budgets and investments was an essential predicate to one of the board's

most important responsibilities. In addition, board members felt themselves better qualified to assess the credentials of a prospective financial officer than of an academic dean. In such instances a president is wise to value the opinions of board members; it makes no sense to appoint a vice president for finance about whom the board, itself highly competent in matters of finance, has significant doubts.

Nature of Meetings

One of the most important differences between boards of public and private institutions has to do with the nature of their meetings. The meetings of public boards typically are governed by state laws providing for "open meetings" or "government in the sunshine." For the University of Iowa, these laws deemed any conversation about public issues among five or more members of the board to be a public meeting that must be held pursuant to formal rules, including notice to the general public and access to the print press and television cameras.

Many decisions were too sensitive to be risked in an open meeting televised statewide. In these circumstances, the board chairman was compelled to cajole consensus before the meetings by consulting in at least three groups of four

or fewer members. This, of course, gave the eventual meeting something of a rehearsed and stilted air.

Moreover, the president's political desire to make a vigorous, even passionate, presentation on behalf of the interests of one of his constituencies -- e.g., salary increases for faculty, new recreation facilities for students, enlarged medical coverage for staff -- were sometimes diminished by the fact that the decision had been already arranged before hand.

Did this mean that the closed meetings of the Dartmouth board were more effective? Certainly the discussions were more vigorous, more contentious, and more frank. Sometimes, these discussions among board members, accustomed to advocacy in their own professional circles, seemed undisciplined, full of interruptions and raised voices, but in the end the private setting in which they occurred undoubtedly enhanced the quality of the meetings.

In virtually every state, the strongest proponents of "open meetings" laws are the media, which reflexively regard them, in dignity, as next to the First Amendment. But few who have operated under the restrictions that "open meetings" laws impose regard them as conducive to the quality of collegiate decision-making necessary for good government.

Concluding Thoughts

An examination of the boards of trustees at two institutions alone is hardly a basis for generalization, but it does suggest certain modest comparisons.

That differences would exist between a public and a private institution was to be expected -- in this case differences between (1) the method of selection and personal profiles of board members, (2) the extent to which meetings must be open to the public, (3) the institutional and political environment in which the respective boards operate, and (4) the obligation to engage in fund-raising.

The similarities, however, are striking -- (1) in the size of the two boards, (2) the conscientiousness of the board members, (3) the commitment to supporting the president on academic matters and evaluating his performance on a regular basis, (4) the leadership role of the board chairmen, (5) the intense desire to avoid surprise, and (6) the weakness of orientation programs.