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The Board of Trustees of the University of Pennsylvania

Donald R. Belcher

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The Board of Trustees of the University of Pennsylvania

Abstract

In January 1953, the Trustees of the University of Pennsylvania appointed three trustee committees to report on administrative, educational, and athletic phases of the University's activities. This action subsequently led to the creation of The Educational Survey—a study in depth. During the past five years, the Survey has enlisted the aid of some 300 persons from the University itself and approximately a hundred individuals of special competence from other institutions, foundations, corporations, and governmental agencies. Under its aegis, twenty-six separate major studies have been completed, centering upon the activities of individual schools, departments, and areas of University activity.

Inasmuch as the Survey was directed toward any influence which affected education and research, a study of an important sector of the University—the Board of Trustees—was initiated with the unanimous consent of the Trustees themselves in February 1957. Donald R. Belcher, formerly Treasurer of the American Telephone and Telegraph Company, Assistant Director of the United States Bureau of the Budget, and Regents Professor at the University of California (Berkeley), was persuaded to undertake the study. A committee of the Board of Trustees was appointed to serve as an advisory group; later all members of the Board were utilized as an advisory committee.

Comments

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The Board of Trustees
of the
University of Pennsylvania

Titles included in the Reports of
THE EDUCATIONAL SURVEY

Joseph H. Willits, *Director*
Malcolm G. Preston, *Co-Director*
Julia M. H. Carson, *Assistant Director*

The University of Pennsylvania Faculty:
A Study in American Higher Education

by
Richard H. Shryock

Humanistic Teaching and the Place of
Ethical and Religious Values in Higher Education

by
Edwin E. Aubrey

Graduate Study and Research in the Arts
and Sciences at the University of Pennsylvania

by
Hayward Keniston

The Board of Trustees of the
University of Pennsylvania

by
Donald R. Belcher

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of the
University of Pennsylvania

by

DONALD R. BELCHER

Philadelphia

University of Pennsylvania Press

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Preface

In January 1953, the Trustees of the University of Pennsylvania appointed three trustee committees to report on administrative, educational, and athletic phases of the University's activities. This action subsequently led to the creation of The Educational Survey—a study in depth. During the past five years, the Survey has enlisted the aid of some 300 persons from the University itself and approximately a hundred individuals of special competence from other institutions, foundations, corporations, and governmental agencies. Under its aegis, twenty-six separate major studies have been completed, centering upon the activities of individual schools, departments, and areas of University activity.

Inasmuch as the Survey was directed toward any influence which affected education and research, a study of an important sector of the University—the Board of Trustees—was initiated with the unanimous consent of the Trustees themselves in February 1957. Donald R. Belcher, formerly Treasurer of the American Telephone and Telegraph Company, Assistant Director of the United States Bureau of the Budget, and Regents Professor at the University of California (Berkeley), was persuaded to undertake the study. A committee of the Board of Trustees was appointed to serve as an advisory group; later all members of the Board were utilized as an advisory committee.

So far as is known this is the first instance where a single

board of trustees has invited a study of itself not under its direct control.

Mr. Belcher's analysis and proposals afford the basis for increased effectiveness and utility of the Trustees in the service of this University. Based upon the recommendations of its ad hoc reviewing committee, the Trustees immediately approved major changes in the Statutes of the Corporation pertaining to retirement, term of office, and internal structure. In addition, it has become evident that much of Mr. Belcher's general commentary has served to sharpen the insight of the individual Trustee as to his unique responsibility.

While this study is concerned with the trustee organization in a particular institution, it is hoped that it will be of interest and use to other universities. It must, however, be interpreted within the context of Pennsylvania's traditions which have accrued during 219 years.

I convey to Mr. Belcher, on behalf of the Trustees, sincere appreciation for the effective manner in which he conducted this study.

ALFRED H. WILLIAMS
Chairman of The Trustees
of the University of Pennsylvania

Foreword

The inclusion of a study of the Board of Trustees and its related Boards within the program of the Educational Survey of the University of Pennsylvania was authorized by formal action of the Executive Board in February 1957. The Director of the Educational Survey, Dr. Joseph H. Willits, in his letter of July 8, 1957 inviting me to undertake the study, made the following statement:

The purpose of the study of the Boards of Trustees is to examine the objectives, functioning, organization and service of the Boards of Trustees so that their effectiveness and utility to the University may be increased.

During the summer of 1957 in response to a request from Dr. Willits, some fifty-three of the Trustees and Associate Trustees, most of the administrative officers, and several members of the faculty wrote personal letters containing a variety of suggestions and proposals as well as many specific criticisms. These letters on the whole formed a valuable approach to the study. Subsequently I have had the benefit of individual conferences with a great number of Trustees, administrative officials, and faculty members here at Pennsylvania. Chairman Williams, President Harnwell, and Provost Rhoads have been most helpful. Another source of guidance has been examination of the governing structure and operations of six other universities, personal conferences with their

representatives, and correspondence with many other institutions of higher education.

It has been my privilege during this academic year to attend all three of the stated meetings of the Board of Trustees and numerous meetings of the Executive Board, Trustee Committees and academic Advisory Boards. And finally, when a preliminary draft of the first seven chapters of this report was sent last month to all members of the Board of Trustees and to several other individuals with a request for frank suggestions and criticisms, the response was highly gratifying and resulted in many improvements.

Special acknowledgement is due three eminent educational leaders who, in addition to advising me, recently discussed these matters in special meetings of the Trustees of this University: Mr. Laird Bell, former Chairman of the Board of Trustees of the University of Chicago; Mr. Charles Coolidge, Senior Fellow of the Harvard Corporation; and Dr. Harold W. Dodds, former President of Princeton University.

While I take full personal responsibility for the conclusions and recommendations of this report, I wish to acknowledge with deep gratitude the unfailing courtesy and generous cooperation which have been afforded me by everyone whose counsel I have sought.

All bibliographic references in the text are shown in Appendix A in numerical sequence. A more comprehensive bibliography of publications which I have found helpful appears in Appendix B.

DONALD R. BELCHER

University of Pennsylvania
June 30, 1958

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I

Introduction

History The legal lineage of the Board of Trustees of the University of Pennsylvania, according to historian Edward Potts Cheyney,¹ can be traced to a charitable trust established in 1740 for the stated purpose of providing in the city of Philadelphia a "Charity School and a House of Public Worship." Initiative and sponsorship grew out of a great religious revival in the city but it is interesting to note that, unlike the Colonial beginnings of other privately endowed universities and colleges that have continued to the present day, careful provision was made then and subsequently to keep this institution free of sectarian control. Two groups of Trustees, known respectively as the "Holders of Land and Buildings" and the "Trustees for Uses," were named. Two carpenters, one brickmaker and one weaver comprised the first group, while the second group of nine men included several merchants and only one clergyman. A modest House of Worship was promptly erected but no early progress was made on educational objectives.

Nine years later, however, under an agreement specifying that the trust should forever after be administered by "twenty-four lawful, true and honest Christian men," a group of leading business men, judges and physicians of the city acquired the building and undertook to carry out the original trust. Of these, Benjamin Franklin, then only in his early forties and almost wholly self-educated, was the chief moving spirit and

played a primary role in formulating the educational philosophy and objectives of the new institution. In 1750 classes were begun and in 1753 the Proprietors of the Province issued a charter authorizing broad powers, including that of self-perpetuation, under the title "The Trustees of the Academy and Charitable School in the Province of Pennsylvania." Benjamin Franklin was elected the first President of the Board of Trustees. An additional charter in 1755 authorized a fully organized College along with the Academy and Charity School under the title of the "College and Academy of Philadelphia," empowered the Board "to admit deserving students to the usual degrees," and provided for the appointment of a Provost, Vice-Provost and Professors to be known collectively as a Faculty and to exercise "such powers and authorities as the said Trustees and their successors shall think necessary to delegate to them."

The vicissitudes of the infant institution in the days immediately preceding, during and following the War for Independence are amply portrayed by Cheyney and need not be recited here. It is sufficient to note that in 1779 the Commonwealth of Pennsylvania enacted legislation ratifying and confirming the original charter, but disfranchising the existing board of the College and substituting a new board to conduct the institution under the title "The Trustees of the University of the State of Pennsylvania"; that the old board refused to acknowledge this action; and that for a period of twelve years the two boards, each claiming inheritance under the original trust, struggled to conduct rival schools. In 1789 the Commonwealth reinstated the board of the old College, and in 1791, in response to petitions by the two boards, solved the problem of rival schools through a merger whereby twenty-four trustees were elected, one-half by the College Board and one-half by the University Board. This action also provided

that the Governor of the Commonwealth always be President of the Board, that vacancies on the Board be filled by vote of the remaining members, and that the corporation be known by its present title—"The Trustees of the University of Pennsylvania."

The only subsequent charter amendment here pertinent was approved by the Court of Common Pleas in 1927. It provided that the number of Trustees, in addition to the Governor, should thereafter be not less than twenty-four nor more than forty, and that Trustees thereafter appointed should "hold office for such respective terms and under such conditions" as should be provided in statutes by the Board.

Under such authority the Statutes were revised to provide ultimately for ten Life Trustees, twenty Term Trustees to be elected by the Board for not to exceed ten years and eligible to re-election, and ten Alumni Trustees to be elected by the Alumni for not to exceed ten years but ineligible to re-election in the year of expiration. These numbers were gradually attained through failure to fill vacancies among Life Trustees until the latter group had been reduced to ten members. The Statutes were subsequently revised to provide that the President of the General Alumni Society should serve as Trustee during his term of office. As is customary in the case of charitable trusts, all Trustees serve without financial compensation.

As supplementary to the Board itself, the Trustees have established ten academic Advisory Boards composed in part of Trustees but chiefly of other individuals chosen by reason of special interest and competence in the particular fields to which the Advisory Boards relate. These other persons, appointed annually by the Chairman of the Board, are designated Associate Trustees and now number seventy-five in total. In addition, there are three other Advisory Boards and

four Associated Boards for which special arrangements have been made and on which one or more of the University Trustees serve as members.

Governing Boards in General The title "University" was first used in America when it was conferred on this institution by legislative enactment in 1779. In terms of generally accepted dates of founding, however, two American universities preceded Pennsylvania's 1740—Harvard by a century and Yale by nearly forty years, although Harvard's title of university was conferred in 1780 and Yale's not until 1887. Six other institutions of pre-Revolutionary origin which later became universities—Delaware, Princeton, Washington and Lee, Columbia, Brown, and Rutgers—followed Pennsylvania in rapid succession. It is noteworthy that all nine of them, scarcely more than secondary schools at the outset, were established under trusteeships in which the Colonial governments did not participate. Delaware and Rutgers, largely in consequence of land-grants under the Morrill Act of 1862, have since come under State control. The other seven, while suffering much political interference in the early days of the Republic, survived and finally attained present eminence in complete freedom from government participation other than a limited number of ex-officio memberships on their governing boards. These boards are self-perpetuating in the sense that, as vacancies occur, successor trustees are elected by the boards themselves. In contrast, of course, members of the controlling boards of the State universities are generally appointed by State authorities or elected by the legal voters of the State.

According to the latest information published by the United States Office of Education, there are now 1863 institutions of higher education in continental United States. Included among them are 129 universities and 710 liberal

arts colleges. Forty-eight per cent of the universities and eighty-nine per cent of the colleges are largely if not wholly financed through private resources. But whether privately financed or tax supported, these universities and colleges have in common one element of outstanding significance. Except for the chief administrative officer who in many instances is an ex-officio member, governing boards are generally comprised of laymen who, it is presumed, have a fundamental devotion to the cause of education but make no claim to professional competence in that field. This lay system is in unique contrast to that of the great European institutions from which ours derived their first inspiration. In Oxford and Cambridge, governing bodies of the constituent colleges consist of the Fellows, corresponding to our full professors, who legislate and administer the affairs of the institution. On the Continent the system is not far different. In France and Italy, for example, government is largely vested in the faculties subject only to over-all supervision by the Minister of Public Instruction or a similar state official.

Whether or not the American system is preferable to the European has long been earnestly debated both in and out of educational circles. On this point it may be well to note the testimony of an alumnus of Pennsylvania and distinguished educator, the late Samuel P. Capen, former Chancellor of the University of Buffalo:

The American plan of institutional management is without doubt largely responsible for the prodigious and unparalleled spread of higher education in the United States, for the reason that it directs the attention of the hundreds of influential citizens who serve as board members to the advantage of a wide diffusion of educational opportunities. These citizens in turn help to create the public sentiment that finds expression in gifts and appropriations for educational purposes; gifts and

appropriations wholly unmatched in any other country. In particular, the concentration of executive authority inherent in the American plan facilitates the expansion of individual institutions and their quick adaptation to the changing demands of the society they serve.²

The Nature of Trusteeship The powers and obligations of the Trustees of the University of Pennsylvania arise out of the original charitable trust and charter of Colonial days together with subsequent amendments. "A charitable trust," according to the Restatement of Trusts, "is a *fiduciary* relationship with respect to property arising as a result of a manifestation of an intention to create it, and subjecting the person by whom the property is held to equitable *duties* to deal with the property for a charitable purpose."

Two words in this definition—"fiduciary" and "duties"—are here italicized because they constitute the key to this discussion. Together they indicate the true burden assumed by every man who accepts election to the Board of Trustees. He undertakes a *fiduciary* obligation under the charitable trust even though, unlike a private trust, no specified persons are designated as beneficiaries. He undertakes the *duties* both of conserving assets and of making certain that the purposes of grantors, original and subsequent, are faithfully carried out.

Under the charter all power resides in the Board of Trustees. But it is universally recognized that Trustees of universities and colleges cannot be expected to possess the competence essential to the detailed execution of the trust. The argument has frequently been advanced in academic circles that Trustees, being laymen so far as education is concerned, should limit themselves strictly to the guardianship and investment of endowment funds and the maintenance of such physical assets as grounds, buildings and equipment, leaving all educational functions wholly in the hands of professionals. The

answer is, of course, that under their fiduciary obligations the Trustees cannot, either morally or legally, divest themselves of responsibility for end results. The university has no greater asset than its good name and in the long run that good name will depend on the quality of education and research for which the university is known. To make certain that that quality is the finest that actual and potential resources make possible is clearly a basic obligation of the Trustees.

The educational task itself is another matter. Determination of the ways and means of education requires professionally trained personnel—scholars, teachers and administrators—and to them the Trustees must delegate such powers as are essential to effective functioning. For this University, the authority so to delegate, as already noted, is spelled out in the Charter of 1755. Having secured professionally qualified faculty and administrative officials and bestowed on them the necessary powers, the Trustees then have the obligation of stimulating and encouraging their endeavors, continuously appraising the quality and adequacy of their performance, and relying on their professional judgment unless and until that reliance fails to produce constructive results in furtherance of the basic educational objectives of the institution. The line of demarcation between setting basic educational policy and assuming responsibility for the operation of the system may be difficult to define. But certain it is that if and when the Board or individual members of it intrude themselves into the latter area the future of the University is in grave peril.

“No man ought to meddle with the universities who does not know them well and love them well.” This admonition appears in a letter written in 1837 by Thomas Arnold, famed Headmaster of Rugby, to a Member of Parliament. It applies to all individuals, both outside and inside university walls, but it applies with special force to Trustees themselves. This report

will deal later with more specific qualifications. Here it is sufficient to point out that, to accept election to a board in good conscience, a man must be imbued with deep devotion to the cause of higher education in general and, in particular, to the welfare of the institution which he is invited to serve. While appreciative of the social recognition and high prestige associated with trusteeship in a great university, he must expect that faithful performance of his duties will consume time and energy far out of proportion to those benefits. He can have no assurance of public gratitude for accomplishment. His greatest and perhaps only reward can come from inner consciousness that he has in some measure helped to further the objectives of his university and thereby contributed to the growth of human beings and the advancement of knowledge in his time.

II

Primary Functions of the Board of Trustees

Tripartite Structure of a University The Board of Trustees of a university plays a complex role which, in many respects, resembles that of a Board of Directors of a business corporation. Each is charged with responsibility for the conservation and effective employment of capital assets in attaining the basic objectives of the enterprise. Each, being itself incapable of detailed management, appoints a President or other chief administrative officer, lays down broad policies under which he is to operate, delegates to him appropriate but carefully defined authority, and holds him personally responsible for results.

But the analogy must not be carried too far. Charles W. Eliot, President of Harvard for forty years, said of the university Trustee: ". . . many of the things he has learnt to value in his business experience he will have to discard absolutely in contributing to the management of a university, because they are inapplicable."⁸ To be sure, the reputation of a university, like that of a business enterprise, depends in large measure on the quality of its output. But the output of a university—the leading of young people to the frontiers of knowledge and understanding and the advancement of those frontiers through research—is not subject to balance-sheet appraisal and involves philosophies and techniques largely

outside the competence of most Trustees. Moreover, its dedicated body of professionally trained educators and research scholars constitute the very essence of the university and under no circumstances can be viewed as occupying the role of employees of a corporation.

Like the Federal Government with its tripartite separation of powers, every university has three primary decision-making groups—Trustees, Administration, and Faculty. The Trustees, in whom all power was originally vested, have by custom and formal enactment delegated certain “powers and authorities” to each of the other groups. The three groups thereby become recognized participants in a great cooperative enterprise. Whether powers so delegated are too great or too small and what are the precise boundaries of the respective spheres of authority are questions which have been hotly debated for a century or more, here as elsewhere throughout American institutions of higher learning. Much of the controversy lies beyond the scope of the present report, but it is hoped that some light will be shed by a more specific examination of the functions of the Board of Trustees.

Administrative Appointments The Statutes of the Corporation (Article II, Paragraph 2) provide that:

The officers of the Corporation and of the University shall be a President, a Provost, one or more Vice-Presidents, a Secretary, a Treasurer, a Comptroller, a General Counsel, and such other officers as may be appointed from time to time by the Trustees or by the President acting under the authority of the Trustees. . . . The President shall be the educational and administrative head of the University. . . . He shall be responsible to and report to the Trustees. . . . All officers of the University shall be responsible to him and, except as otherwise expressly directed, shall report to him.

The primary function and, in terms of long-run effects for good or ill, the gravest responsibility of the Board of Trustees is the appointment of the President. To him must be delegated extensive authority for administering the educational and business affairs of the university. In many areas he acts as the Board's deputy and at all times he is its principal advisor. Subject to Board approval, he is responsible for the engagement of all other administrative officers, all members of the faculty and all non-academic employees. He is responsible for formulating and, after approval by the Board, administering the annual budget. He constitutes the primary medium of communication between the faculty and the Trustees. In the very nature of things he is the official spokesman of the university before alumni, governing bodies, and the public at large.

To explore the specifications for such an appointee—the qualities of mind and heart, the vision, the capacity for leadership—is not within the province of this study. It is sufficient to point out that, when faced with the responsibility of finding a new President, a wise Board of Trustees will earnestly seek the advice of its own faculty and administrative officers as well as that of experienced educators, administrators and Trustees elsewhere.

The appointment of a President and delegation to him of appropriate powers do not, of course, relieve the Trustees of further responsibility, even in the matter of educational policy. Most of his major decisions, including appointment of administrative staff and faculty and formulation of the annual budget, are specifically subject to their scrutiny and approval. In these areas the Trustees, to be sure, cannot rightfully substitute their judgment for his, but the expectation on his part that he may be subjected to a barrage of discerning questions acts as a powerful deterrent to ill-considered recommenda-

tions. Wise Trustees will never function as "rubber stamps" for the President, nor on the other hand will they through misguided zeal, either individually or as a Board, trespass on matters of internal administration. Only as a President enjoys the complete confidence of his Board and is the beneficiary of their loyal and enthusiastic support can he function as the effective leader of his institution.

On this score it is pertinent to cite the recent advice of two experienced members of governing boards of other universities: Laird Bell, former Chairman of the Board of Trustees of the University of Chicago and Charles A. Coolidge, Senior Fellow of the corporation known as "The President and Fellows of Harvard College."

Mr. Bell:

Trustees had best bear in mind that they could not be a college faculty, and that they should keep their hands off education. This is sound doctrine but it must be asserted with discretion. Every man thinks he is an educator. By hypothesis your trustee joined the board because he thought he was interested in education. He will resent being told to keep his hands off the most interesting part of the activity. . . . Trustees cannot abdicate *all* concern with educational matters. Logically the trustees as the controlling body have the right—and in fact the duty—to determine what *kind* of education shall be offered. As custodians of the property and funds, they are bound to see that these are devoted to the purposes for which they were given. . . . But once overall policy is determined it ought to be true that the educational experts should determine how the policy is to be implemented.⁴

Mr. Coolidge:

As I see it, the job of a lay member of a governing board . . . boils down to this: Do your best to see that the univer-

sity organization is good, that it is well-manned and that it runs smoothly—but don't try to run it. Make your decisions on evidence furnished you by experts, and not on your own imperfect knowledge of academic affairs. If you do that, I think you will be a real help to the President, and that in my view is what you are there for.⁵

Basic Educational Policy By virtue of their fiduciary obligations, the Trustees are not permitted to shrink the Board into a "glorified buildings and grounds committee" and divest themselves of responsibility for end results of the educational undertaking. It is necessary at the outset, as already noted, to distinguish sharply between the adoption and long-run appraisal of basic educational policy on the one hand, and leadership in the development of educational policy as well as the determination of ways and means by which the process is carried forward on the other. The latter, including such matters as entrance and graduation requirements, curricula, teaching and research procedures and the like, are clearly a responsibility of professionally trained faculty and their administrative colleagues. It has already been pointed out that interference by Trustees in this area is not only unwise, but is likely to be productive of great evil. But even in the matter of basic educational policy, university faculties and administrators are often apprehensive, and for good cause in numerous instances. Undoubtedly this is why many Presidents have leaned over backward and refrained from exploring with Trustees those broad educational issues which are rightfully a fundamental concern to them.

Is this University carrying out, to the maximum extent of its resources, those educational and research functions which are not only consistent with the objectives of its donors but best calculated to serve the needs of society in our day and in the foreseeable future? Is this true of each of the various schools

and affiliated activities, and should any of them be curtailed or eliminated? To what extent has the University achieved a balanced application of resources as between cultural education and training for vocational objectives, as between undergraduate and graduate education? In view of the great surge of student population anticipated in the next decade, what are the obligations and what should be the policy of this University as to admissions with due regard to effect on quality? In view of rapidly increasing costs, what should be the policy as to State and Federal aid and as to the level of tuition fees?

These are only a few of the policy questions which readily suggest themselves. They serve to illustrate the area of basic educational policy which Trustees cannot determine except on the basis of recommendations by their professionally qualified associates but to which they should now and always be giving the most serious consideration. From the administration point of view the danger is, of course, that an impatient or over-enthusiastic board may take official action at too early a stage—that is before adequate studies have been completed and the President is prepared to make a specific recommendation. Trustees may well note Chester Barnard's insistence on the importance of "*the decision not to decide*" and his specific admonition:

Not to decide questions that are not pertinent at the time is uncommon good sense, though to raise them may be uncommon perspicacity. Not to decide questions prematurely is to refuse commitment of attitude or the development of prejudice. Not to make decisions that cannot be made effective is to refrain from destroying authority. Not to make decisions that others should make is to preserve morale, to develop competence, to fix responsibility, and to preserve authority.⁶

Conservation of Assets Responsibility of Trustees for the conservation of assets—that is, the sound and enlightened investment of endowment funds, the adequate maintenance of grounds, buildings and equipment, and provision for appropriate insurance coverage—is well recognized. Policies followed here have a vital bearing on the future welfare of the institution. For example, the deferment of maintenance in an effort to balance the current operating budget may not show up in published reports as do investment losses, but may nevertheless result in serious impairment of essential assets. Any well-balanced Board will contain, as does this Board, members who have professional competence to establish policies in these areas and to oversee the work of administrative officers charged with day-to-day operations.

Plant and Physical Development In the words of Samuel Capen: “The task of creating an American University, our own or any other, is never finished.”² And President Harnwell, speaking for the University of Pennsylvania in “Design for Excellence,” his Annual Report for 1956, said:

Bricks and mortar do not make a university great, yet the continued productivity of able teachers and investigators requires the provision of adequate physical facilities.

Long-range planning for “bricks and mortar” and the land on which to place them, as well as their actual acquisition, is another of the basic functions of the Board of Trustees. In this case, as pointed out by President Harnwell, the requirements for new facilities would be imperative even in the absence of enrollment increases. The probability of rapid growth of the student body merely accentuates that requirement and points to the need of an accelerated program to meet it. Substantial progress in acquiring land, buildings and equipment, as well

as cleaning up the sadly deteriorated environs, has been made here in recent years. Efforts now under way bear great promise. Under the vigorous leadership of the President and his staff and with enthusiastic and unflagging support on the part of Trustees, there is good reason for confidence that Pennsylvania will meet this challenge.

Fiscal Policy and Control To those who would argue that Trustees should not concern themselves with matters of educational policy, the answer is that no major decision is ever made by a Board of Trustees in any area of responsibility which is not in the final analysis an educational decision. This is most readily apparent in the area of fiscal policy and control. The approval of an annual budget for operating and capital expenditures, involving as it does the allocation of present and probable financial resources, is clearly such a decision.

In accordance with sound practice the Board has assigned to the President direct and sole responsibility for the formulation of the annual budget. In that job his first duty is to recommend to the Board the broad fiscal and budgetary principles which he believes should govern plans for the ensuing year and secure approval with such modification, if any, as the Board may direct. Months later, when the intricate and exceedingly laborious budgetary process has been completed with the aid of his administrative staff and under his personal direction, the President must then submit the detailed budget for final review by the Board. It goes without saying that the latter cannot undertake a detailed and independent review. But it can and should satisfy itself that the budgetary operation has been conducted in an orderly and sufficiently detailed fashion, seek evidence of sound operational economy, scrutinize trends in the major categories, make sure that adequate attention has been given to the critical problem of salaries, check for proper balancing of programs as between opera-

tional and capital expenditures and as among the various schools and other activities, and in general ask discerning and penetrating questions. Much of the above review and appraisal must of necessity be delegated to a committee of the Board, but in the end it is the Board itself that is responsible for adoption. Later, after the budget has gone into effect, the Board or its committee must examine periodical reports of operations, satisfy itself that budgetary provisions are being properly executed, and from time to time authorize such changes as are made necessary by unforeseen circumstances.

Other aspects of fiscal policy in connection with long-range planning and the quest for new financial support will be considered in a later section.

Public Relations Policy In universities, colleges and other eleemosynary circles, the term "public relations" is frequently used solely to connote activities which have as their objective the securing of new funds. That is a serious error. The "public" of a great university embraces far more than actual and potential donors. Its reputation depends not only on the high quality of its teaching and research but equally on widespread public recognition of that high quality. Public recognition will be greatly enhanced, of course, by a well-coordinated program of public addresses and publications by the President and his staff and by members of the faculty. It is in this area, however, that individual Trustees can be peculiarly effective if they are willing to devote time and enthusiastic effort to the dissemination of knowledge about the University, particularly in those circles in which they as individuals have the widest influence. As a Board, the Trustees have basic responsibility for making sure that policies in the field of public relations are broadly conceived and competently executed, and that the program has adequate financial support.

A special problem in this field is well indicated by President Harnwell in "Unity of Purpose," his Annual Report for 1957, in the following terms:

The university presents so many facets to society that it is often not recognized as a single entity, even by those within it. . . . The structure of schools and departments and the physical division into libraries, laboratories and classrooms often create a false picture of fragmentation even to the initiate.

It has frequently been observed that a university is an instance of a whole that is greater than the sum of its parts. To see the university and to see it as that greater whole is an obligation of Trustees no less than of other members of the university family. Only on this basis can its history, its achievements and its mission be adequately interpreted to the public.

It must be noted, however, that "public relations" is a two-way street. Not only must the university be interpreted to the public, but the public must be interpreted to the university. If it is to maintain a position of educational leadership, the university must be conscious of, and to the extent consistent with its declared mission, responsive to the legitimate demands of society, those of the nation as a whole as well as those of its local community. Members of the administration and faculty necessarily bear a heavy responsibility in this regard. But Trustees, being drawn from a wide variety of vocations and in part from different geographical areas, should endeavor at all times to keep themselves alive to these demands and to bring them to the attention of their educational associates. A corollary duty of Trustees, of course, is that of protecting the university against ill-advised pressures from individuals and groups who sometimes undertake to dictate matters of policy and procedure.

Fund Raising "Conservative estimates," according to a recent report of the Carnegie Foundation for the Advancement of Teaching, "indicate that in the brief period between now and 1970 we shall have to more than double our expenditures for higher education."⁷ To what extent privately supported universities and colleges will keep pace remains to be determined, but certain it is that they will be faced with vast demands. This means, particularly for institutions of recognized leadership with the determination to maintain it, a most painstaking and exhaustive search for greatly increased financial aid.

Major sources of aid both for current operations and for capital expansion have long been alumni and their families, philanthropically inclined individuals of wealth, private foundations, industrial corporations, the States and the Federal Government itself. The role of the Federal Government in support of private higher education and proposals that its present scale of contribution be vastly increased are now matters of national debate, advocated by those who see no alternative and opposed by those who fear a consequent drying up of other support and the imposition of Federal controls. Whatever the outcome, it would appear that the major burden will continue to fall on private resources.

The solicitation of funds requires imagination, tact, persistence and often the employment of highly specialized skills. This University seems administratively well equipped on this score and results, with the active participation of many individual Trustees, are currently most gratifying. But greater tasks lie ahead and the role of Trustees and Associate Trustees, both as Boards and individually, must be clearly recognized. The Board of Trustees, of course, is responsible for stimulating the program and making certain that it goes ahead on a basis, not of expediency, but of coordinated and well organized

campaigns wholly in harmony with its long-range educational and developmental objectives. Individual Trustees of large means, or in a position to influence others of large means or to plead the cause before alumni groups, corporations and others, can play a major part. It is reported by a well-known firm of professional money-raisers that, in a capital-fund campaign, Trustees and others whom they can directly influence normally subscribe from one-third to one-half of the total, thereby setting the pace for outside solicitation. That is not to imply, of course, a means-test for election to membership on the Board, but to point out that every member should feel the obligation of contributing both effort to influence others and money of his own on a scale fully proportionate to his personal resources.

In summary, let it be observed that success in financing the future of this University will depend on effectiveness in each of the other functions of the Board of Trustees discussed in the foregoing section, and in no small degree on effectiveness in the field of public relations. It may be helpful to quote again from the report of the Carnegie Foundation for the Advancement of Teaching:

Americans have a profound belief in higher education. If they supplement this belief with an understanding of what their colleges and universities are about, with an understanding of the conditions of survival of these institutions, higher education will gain strength, preserve its central objectives, and lose none of its lifegiving diversity and adaptability. If the American public does not understand what its colleges and universities are about and is not willing to learn, nothing can save them.⁷

III

Membership of the Board of Trustees

The preceding chapter on primary functions of the Board of Trustees has been couched in fairly broad terms and the principles as stated are believed applicable to governing boards of privately supported universities and colleges in general. It now becomes our task to examine the organization and operations of the Board of Trustees and related Advisory Boards of the University of Pennsylvania, to discuss a number of basic questions arising therewith, and to attempt the formulation of specific answers and recommendations.

Composition of Board The University of Pennsylvania is a great complex of educational and research activities, and its influence and interests are nation-wide. Hence, a considerable diversification of membership on its governing Board—as to educational background, vocational experience, and geographic location—is highly to be desired. Of the forty elected members of the present Board, all are college graduates, all but four earned their first degrees here, and all but one now hold one or more degrees from this University. In view of the cry sometimes heard in academic circles about “bureaucracy without professional qualifications in the field of educational policy,” it should be pointed out that ten of the Trustees are, or have been for significant periods, professional educators. Nine are lawyers, five follow the professions of medicine, dentistry and architecture, eight are or have been engaged in banking and financial operations, and sixteen are or have been

executives of large business corporations. (The above figures involve duplications, eight members being classified in more than one category.) The predominance of bankers and business men, here as well as generally among governing boards of universities, has long been a subject of adverse criticism by many professional educators. In refutation it is sufficient to point to the magnificent contribution which bankers and business men have made to the cause of higher education throughout the history of this country. It is also pertinent to quote from the recently published report of the Special Trustees Committee of Columbia University:

Frequently, when businessmen-trustees are criticized the assumption is made that a business man is inevitably innocent and unappreciative of all that goes on in the worlds of literature, music or painting; social and political science; or any aspects of the physical sciences higher than those he encounters in the production department of his business associates. Your committee suggests that those who believe the business man to be a monolith should, in the interest of unfettered inquiry, take an occasional second look.⁸

As to geographic distribution of Pennsylvania Trustees, twenty-four reside in Philadelphia and suburbs, three elsewhere in Pennsylvania, four in New York City, and the remaining nine in seven states ranging from Massachusetts to California.

For a Board of the present size it would seem that no major criticism on the score of diversification is merited. As opportunity arises, however, efforts should be directed to adding several leading citizens of this community who do not hold degrees from this University. This would not only give added recognition to the significant role which the University of Pennsylvania plays in the life and welfare of the city, but might go far toward improving its public relations throughout

the entire area. It would appear from experience elsewhere that the matter of "divided loyalties" need not be a handicap. The University of Chicago, for example, has drawn heavily from the strength of its own community. Two-thirds of its Trustees do not hold degrees from that University and three are apparently not college graduates. Moreover, even though a preponderance of nearby residents is necessary for the proper functioning of committees, it should be possible from time to time to find a few more non-Philadelphians who are in a position to render effective service. Consideration should be given to the addition of two or three women of distinction, perhaps from among Pennsylvania graduates, and a few scholars of broad judgment and recognized leadership in other institutions of higher learning.

It should be made clear that, as to the four areas mentioned above, I am by no means proposing any kind of quota system. I am saying that, in the search for new members, these areas should be fully explored and that further diversification along these lines would be wholly in keeping with Pennsylvania's position of educational leadership throughout the nation.

Size of Board The charge has been made, even by some of the Trustees, that a Board of forty elected plus two ex officio members is too large to function effectively. For purpose of comparison, the table on the following page shows size and related data on composition of Governing Boards of twelve other leading universities. Cornell has the largest Board, reflecting chiefly the ex officio inclusion of eight State officials and provision for representation of faculty and certain organized agricultural and labor groups. Chicago and Princeton have authorized Boards about the size of Pennsylvania's although neither has a full membership at present. State universities are generally governed by small Boards, a notable exception being the University of North Carolina which has

MEMBERSHIP OF GOVERNING BOARDS

	Total	Ex- Officio	Life	Term	Elected by Alumni	Faculty Representa- tion	Retirement
Pennsylvania	42	2	10	20 (10 yr.)	10 (10 yr.)	—	—
<i>Privately Supported</i>							
Chicago	40	—	—	40 (3 yr.)	—	—	Age 70 Honorary
Columbia	24	—	18	—	6 (6 yr.)	—	*
Cornell**	49	10	1	20 (5 yr.) 4 (1 yr.)	10 (5 yr.)	4 (5 yr.)	—
Harvard							
Corporation	7	2	5	—	—	—	—
Overseers	32	2	—	—	30 (6 yr.)	—	—
Johns Hopkins	34	1	29	—	4 (4 yr.)	—	Age 72 Honorary
Pittsburgh	32	2	—	30 (3 yr.)	—	—	—
Princeton	40	2	26	4 (4 yr.)	8 (4 yr.)	—	Age 70 Emeritus
Stanford	23	—	—	20 (10 yr.)	3 (5 yr.)	—	Age 70 Emeritus
Yale	19	3	10	—	6 (6 yr.)	—	Age 68 Emeritus
<i>State Supported</i>							
California	24	8	—	16 (16 yr.)	—	—	—
Michigan	10	2	—	8 (8 yr.)	—	—	—
Minnesota	12	—	—	12 (6 yr.)	—	—	—

* The Special Trustee Committee of Columbia University recommended in November, 1957 adoption of 70 year retirement for Life Trustees to be known as Trustees Emeriti.

** Cornell University is partially State-supported. Nine Trustees are State officials serving ex officio and five are appointed by the Governor of New York for five year terms.

102 Trustees. Harvard presents a unique situation in that it has two more or less coordinate Boards: the Corporation which is comprised of the President, Treasurer and five Fellows and is self-perpetuating with the approval of the Overseers; and the Board of Overseers which is comprised of the President, Treasurer and thirty Alumni elected by the graduates of Harvard for six-year terms. The Corporation is the more active of the two, meeting one full day every other week as compared with seven meetings per year for the Overseers, but most of its principal acts are subject to the "advice and consent" of the Overseers.

Size, of course, is relative and whether or not a given Board is too large depends on circumstances. The small Board, meeting once or twice a month, makes great demands on its members. It can discharge its responsibilities without dependence on standing committees but, on the other hand, it lacks the broad representativeness that may be highly desirable. The large Board, particularly if it includes members living at great distances from the campus, cannot contemplate frequent meetings and must delegate much of its authority and responsibility to its executive and other standing committees. As a result, the large Board in its infrequent meetings finds only limited opportunity to discuss important issues and may often do little more than receive and approve the recommendation of its committees. This gives rise to criticisms, and they have come from many Trustees, to the effect that in its regular meetings the Board is confronted with agenda of staggering proportions, consisting chiefly of issues on which committee decisions have already been made, and that it is forced to "rubber stamp" those decisions. The short answer is, of course, that we are faced with the choice of two alternatives: a small Board with frequent meetings and no standing committees, or a large Board with reliance on an effective

committee system. It should be added that, if the second alternative is chosen, the skillful selection and presentation at each Board meeting of one or two major issues that merit thoroughgoing discussion by the full Board can do much to satisfy the proper desire of Trustees for a sense of participation and contribution.

It seems clear that, in light of the history, complexities, and mission of Pennsylvania, a small Board cannot be considered desirable here. Good argument could be made for one of intermediate size, say about thirty. However, the existing Board of forty-two members presents the advantage of diversification which it now exhibits, together with opportunity for improvement on that score. It is recommended that no change be made in the size of the Board of Trustees of this University.

Alumni Representation Pennsylvania has long exercised leadership in giving formal recognition to the vital role which alumni can and must play in the life and welfare of a university and, as early as 1881, granted to the Central Committee of the Alumni the right to nominate one candidate for every third vacancy on the Board. With slight modifications this right of organized alumni continued until, in 1928, it evolved into its present status whereby ten members of the Board are elected by alumni on a staggered basis and under procedures prescribed by the General Alumni Society. Provision later was made for the President of that Society to serve as *ex officio* member of the Board during his term of office.

The results have been good, and the great service rendered by many of these alumni representatives is demonstrable. Whether or not, after the lapse of so many years, procedures for selection can be improved is a matter which should be considered by the Board of Trustees as well as the General Alumni Society which is primarily responsible. It is sufficient here to observe that the principle of participation by organized

alumni is sound and that there is no reason to advocate modification of the ratio of ten out of forty, or eleven out of forty-two when ex officio members are included. The matter of the ten-year term will be considered in a later section.

Faculty Representation

Boards are of no material use in any connection; their sole effectual function being to interfere with academic management in matters . . . that lie outside their competence. . . . All that is required is the abolition of the academic executive and the governing board.⁹

This polemic was delivered by the eminent social scientist, Thorstein Veblen, some fifty years ago. Current literature does not indicate that animosity so belligerent has persisted to the present day, but from time to time faculty members from various institutions publish articles or addresses voicing discontent over relations between faculty bodies and governing Boards. The burden of complaint of these writers is that Boards without professional competence frequently interfere in matters of educational policy, that Presidents do not effectively interpret faculty opinion to the Board and are not qualified to do so, and that Board decisions vitally affecting the welfare of faculty members are made without prior consultation. Illustrations often cited have to do with such matters as appointments, salaries, budgets, tenure and academic freedom. The remedy they propose generally is, not abolition of the Board, but faculty representation through delegation to the faculty of the right to elect at least a few of its own members to the Board. I appreciate some of the difficulties which have given rise to these complaints but I doubt that the course they propose will constitute a panacea or even a substantial remedy.

The present status of faculty representation is shown on

page 38 for the thirteen universities there listed. Cornell is the only one in this group and probably the only leading university in the United States that has such a provision. Even in this case, the four faculty representatives are elected not by the faculty, but by the Board on the basis of faculty nominations, three nominees being required for each vacancy. For some forty years Cornell faculty representatives have had all the rights and privileges of trusteeship except the right to vote, but two years ago the latter right was conferred on them by action of the State Legislature.

As to experience under this system, pertinent testimony is afforded by F. G. Marcham, Professor of English History, a member of the Cornell faculty for the past twenty-five years, and faculty representative on the Board of Trustees from 1946 to 1950. Professor Marcham believes that the faculty representative on the board "does not regard himself as qualified to act and speak for the faculty." While commending representation as a symbol of cooperation and an opportunity for the exchange of views between Trustees and representative members of the faculty, he states: "I do not think it is within the power of the faculty representative on the Board of Trustees to help significantly in the management of the University." His proposal for improved coordination is as follows:

The best recommendation I can make is that the university have as its highest and most influential agency a planning committee of about twelve persons, on which trustees, administration, and faculty are equally represented, and that this body have responsibility for developing at regular meetings the pattern of the university's growth.¹⁰

So far as I have been able to sample faculty opinion on the Pennsylvania campus, there is no unanimity of viewpoint as to faculty representation. Some professors urge it with great

emphasis, some are almost as clearly opposed, and many are undecided or at least unwilling to express a firm opinion. It would appear that the University Senate has taken no official stand on the subject.

If faculty representation were adopted, the question then arises whether a professor elected to the Board would serve as official representative of the faculty or as an independent individual. If he follows the latter course, as Professor Marcham seems to believe he would, it is difficult to see that except as a "symbol of cooperation"—for whatever that may mean—little more has been achieved than could be had by the election of an equally eminent educator from some other university or college. If, on the other hand, he serves as an official representative of the faculty, it follows that he must frequently consult his faculty colleagues in advance of important Board actions in order that as spokesman his arguments and vote will properly reflect faculty attitude. In a small college with a closely knit faculty of twenty-five or so, perhaps that could be accomplished. In a university of the size and complexity of Pennsylvania, it would be an excessively time-consuming operation if it could be accomplished at all. To be sure, there are occasions of vital significance, for example, the selection of a new President or a proposed radical change in educational policy, when it is highly important that the Board have the full benefit of faculty opinion. But in such exceptional instances more time is normally available and devices for adequate consultation—far more adequate than minority representation on the Board—can and should be promptly established.

A more basic difficulty arises, however, when it is proposed to include any faculty member on the Board of his own university. The Board selects a President as its chief administrative agent, delegates to him certain authority, and holds him

personally accountable for results. Moreover, as to every matter lying outside his authority and requiring Board action, it expects him first, to make sure that all pertinent investigations and studies are made in advance and second, to present to the Board a specific recommendation supported by appropriate evidence and argument. Again, if the Board approves his recommendation, it holds him responsible for results. On any matter of concern to the faculty he will, of course, consult with his colleagues as part of his preparation and fully consider such advice as they may offer. In making his recommendation to the Board, he should faithfully report the position of the faculty to the extent it is determinable, particularly in the event that their position is in any degree at variance with his own. Unless the Board decides to defer action and ask for further consideration, the time for debate between President and members of the faculty is past and, in any event, a Board meeting is not the proper forum. That a faculty representative should be present to argue with the President, or even as a "watch-dog" to report the President's performance back to the faculty, is clearly contrary to all principles of good organization.

I have already suggested addition to this Board of a few more scholars from other institutions of higher learning. However, I recommend that no member of the faculties of this University be added to its Board of Trustees, whether by faculty or by Board selection. It is of interest to note that the special committee of the Trustees of Columbia University studied this same matter and reached the following conclusion:

The Charter of Columbia University specifies that members of its Faculty shall not be Trustees, and this Committee does not recommend any change in the Charter bearing on the point.⁸

Considerations as to Age and Length of Service It is a widely accepted principle as to membership of governing boards, both in business and in non-profit institutions, that reasonable diversity of age and length of service is essential to sound progress. Wisdom and broad knowledge of men and affairs, ordinarily associated with the maturity of the middle and upper age brackets, and imagination and the spirit of adventure, more likely to characterize the younger ages, are ingredients to be sought in proper proportions. The difficulty is, of course, that there is no formula. These and other desirable characteristics are all relative and cannot be measured in absolute terms, individuals are not easily classifiable, and calendar age is clearly no dependable criterion. Yet measures of age and length of service, if broadly applied, will undoubtedly afford some help.

For the University of Pennsylvania, the average age of the forty elected Trustees is now 63 years, 5 months. More informative is the following distribution by age-groups, calculated as of age at nearest birthday:

<i>Present Age</i>	<i>Number</i>
Under 55	8
55 to 59	7
60 to 64	8
65 to 69	6
70 to 74	5
75 and over	6
	<hr/> 40

Note: Twenty-three are now under 65 years of age.

The average age of these members when first elected to the Board was 52 years, 7 months, and the distribution by age-groups was as follows:

<i>Age When First Elected</i>	<i>Number</i>
Under 45	5
45 to 49	9
50 to 54	9
55 to 59	10
60 and over	7
	<hr/> 40

Note: Twenty-three were under 55 years of age when elected.

Present members of the Board have served an average of approximately 11 years, and the calendar years in which they were first elected may be grouped as follows:

<i>Year of First Election</i>	<i>Number</i>
1951-1958	22
1941-1950	10
1931-1940	4
1930 and earlier	4
	<hr/> 40

Note: Twenty-two have been elected in the past eight years.

In face of criticisms to the effect that "The Board is too old," "Members tend to fill vacancies with men of their own age," and "What we need is more turn-over," the above statistics have significance as indicating that:

- 1) More than one-half of the members are now under 65,
- 2) More than one-half were under 55 when first elected, and
- 3) More than one-half have been elected in the past eight years. It is important, of course, not to misinterpret these statistics. For example, data are not available to indicate the true "expectancy" of tenure. The average service of about 11 years,

indicated above for present members, will be very much extended by the time these individuals die or retire from the Board.

While it is not possible to cite comparable age and service information for Boards of other universities, there is reason to believe that an average age of about 63½ years is on the high side. Some writers argue that it should be between 50 and 60, perhaps in the upper fifties. Incidentally, it has been recently stated that for members of the United States Senate the average age of the forty-seven Republicans is 59.8 years and of the forty-nine Democrats 57 years, or an over-all average of 58.4.

Retirement for Age In a widely-quoted address on the role of Trustees in higher education, Ordway Tead, a Trustee as well as eminent editor and lecturer in the field of administration, has stated:

A word should be said about the age of trustees, even though it may not come appropriately from one as full of years as I happen to be! Nevertheless, the fact is that the average age of trustees is probably higher than is ideally desirable. The end in view, I realize, is not controlled by mere physical age; but somehow the injection of a more youthful point of view, of an outlook somewhat nearer in age to that of students, would certainly not be amiss in trustee discussions. . . .

At the other end of the scale is the question of the desirability of life tenure on a board and of rotation in office after one term of service. The values of long familiarity have to be set over against those of freshness of view and of new enthusiasm; and my own estimate is that, on balance, there is usually greater benefit in having limitations upon tenure of office than in long years of uninterrupted board service—although we can all think of individuals who are conspicuous exceptions to this statement.¹¹

It is obvious that a gradual lowering of the average age of the Board can be accomplished by one of two methods or, preferably, by a judicious combination of the two: adopting tenure limitations on membership, and filling a larger proportion of vacancies with candidates at the younger ages. Referring to the universities listed on page 38, it will be noted that five of them have statutory provision for the retirement of Trustees at stated ages, ranging from 68 to 72. Of those having a substantial number of life Trustees (Pennsylvania, Columbia, Johns Hopkins, Princeton and Yale), only Pennsylvania and Columbia have no such formal provision. However, the Trustees of Columbia University now have before them, in the previously cited report of its Special Trustees Committee, the following recommendation:

The Committee recommends that a retirement age of seventy be fixed for Trustees, except that this should not be applicable to present Trustees who have already attained the age of seventy. It further recommends that a retired Life Trustee should become a Trustee Emeritus, with all the rights and privileges of a Life Trustee except the right to vote.⁸

Members of the Pennsylvania Board who have passed what might have been arbitrarily established as an age for retirement have rendered and are continuing to render illustrious service. Despite that fact, I am convinced that in the long run the Board would be strengthened by such a rule. It would provide more openings for younger men, say men in their forties and early fifties, whom otherwise Pennsylvania may lose to other institutions.

It would offer another potential benefit that may not have been recognized. The practice of retirement from business and many professional fields at or around age 65 is becoming

increasingly more prevalent. Many men so retiring are in vigorous good health and, relieved of the heavy burdens they have long been carrying, are ready and anxious to find new outlets for their energy. Men in this group are in a position to give the University the benefit of valuable experience and mature judgment, and undoubtedly a larger share of their time than would have been possible at any earlier age. A reasonable tenure rule would permit the University to avail itself of a few such men as Board members without, at the same time, incurring even an implied obligation to retain them over an indefinite period.

Assuming that a fixed retirement rule is to be adopted, the next problem is to determine the specific age. Again we encounter the impossibility of measuring the capacity of any individual in terms of his calendar age, and the solution must be an arbitrarily selected age limit that seems to promise the greatest over-all benefit to the University. The Statutes of the Corporation provide mandatory retirement for all members of the faculties of the School of Medicine and the Graduate School of Medicine at age 65, and for members of all other faculties and for all administrative officers at age 70; but they also empower the Executive Board to retain any of these individuals in active service for such additional period as it may decide. As to Trustees, we have already noted that five of the universities listed on page 38 have retirement ages ranging from 68 to 72, and that 70 has recently been recommended for Columbia University. None of these institutions provides for the retention of a Trustee in active service beyond the specified age.

There is much to be said for fixing retirement at age 75, although many members of the Pennsylvania Board have indicated that they consider that too high. Considering the probable availability of candidates who if elected in their mid-

sixties might render effective service for several years, it is my conclusion that the 72-year rule long in effect at Johns Hopkins University is preferable to age 70. Accordingly, I recommend the present adoption of age 72 for the retirement of Trustees of the University of Pennsylvania.

It is recognized, of course, that such a rule should not and cannot be made applicable to present life members, nor to present term and alumni members if the term for which they were elected would carry them past age 72. I recommend the adoption of a Statute in a form somewhat as follows: Every member elected to the Board as Life Trustee, Term Trustee or Alumni Trustee on or after June 30, 1958, if he continues in active service up to June 30th following his seventy-second birthday or to the June 30th on which his seventy-second birthday falls, shall retire from active service on that date and shall then, provided he has served at least ten years as a Board member, become an Honorary Trustee for life. No exception should be made to this retirement rule. Provision should be made, however, at the discretion of the Board, to confer the title of Honorary Trustee for life on any member who requests retirement at an earlier age, say between 65 and 72, if the period of his service has been sufficiently long.

An Honorary Trustee should not be counted as one of the statutory number of Trustees and would not have the right to vote at Board meetings. Otherwise he should be accorded all the rights and privileges of a Trustee and his name, under the caption "Honorary Trustee," should appear on every published list of Trustees of the University. He should be regularly invited to be present and express his opinion at all meetings of the Board of Trustees and should receive copies of all official minutes. As is the practice in universities already having such a provision, every effort should be made to utilize his experience and wisdom. In fact, there will be many in-

stances in which an Honorary Trustee should be appointed as advisory member of a Committee or Advisory Board to which he can render special service. The fact that he cannot vote at meetings of the Board will ordinarily be of little consequence since most actions are by unanimous agreement or substantially so. While his retirement will have made place for a younger man, his counsel in areas of recognized competence will carry as great weight as before. It will be observed that I have recommended the title "Honorary Trustee" rather than the more commonly used "Trustee Emeritus." This is because it seems to me more consonant with the merited dignity and honor of the position. Chicago, Johns Hopkins and a number of other universities have Honorary Trustees.

Length of Term The other aspect of tenure has to do, of course, with the period for which Term and Alumni Trustees are elected. It has already been noted that the Statutes of this University provide for twenty Term Trustees elected for a period not to exceed ten years and eligible to re-election, and ten Alumni Trustees for a period not to exceed ten years but ineligible to re-election in the year of expiration. Except as members are specifically elected to fill out unexpired terms, the practice apparently has been to elect for a full ten years. Alumni Trustees have not been re-elected by Alumni, but occasionally one has been elected by the Board to Term or Life membership. Term members, unless later selected for Life membership, have almost invariably been re-elected on expiration, thus in effect giving tenure to this group like that of the Life group.

The table on page 38 indicates that for the twelve universities other than Pennsylvania the period of service for Alumni Trustees varies from four to a maximum of six years, and for Term Trustees from three to six years in general with two principal exceptions: Stanford and California. Stanford has no

Life Trustees and the ten-year term can probably be justified as insuring a measure of long experience that might otherwise be lacking. California has no Life Trustees and its Term Trustees are appointed on a staggered basis by the Governor of the State, the sixteen-year term presumably being designed to minimize the danger of political control by the party which happens to be in power at the State capitol.

Pennsylvania faces a great challenge in the years lying immediately ahead. Would this Board be strengthened and its fruitfulness enhanced if place could be found, even for a few years, for more of its outstanding alumni and for more leading citizens who are alumni of other colleges and universities or perhaps not even holders of college degrees? Comparison with the practices of other universities can be no more than suggestive. In fact, the answer is not susceptible of demonstration except, of course, as any proposed formula is tried out over a long period of time. It is my conclusion, supported by the judgment of many individuals with whom I have discussed the matter, that the answer is in the affirmative and that some further limitation as to length of term and eligibility to re-election is very much to be desired.

Three years, in my opinion, is too short a term in which to expect a new member to acquire orientation and fully demonstrate the quality of his prospective service, and ten years is much longer than necessary. I recommend that the full term of service for Term and for Alumni Trustees be set at six years, that Term Trustees be eligible for election to a second full term but not to more except after the lapse of one year, that Alumni Trustees be ineligible for re-election as Alumni Trustees, and that election of the successor to any Term Trustee who dies or resigns before completing his term be only for the unexpired portion of that term. As to Alumni Trustee vacancies, due to the expense of conducting an elec-

tion, I recommend that election be for a full term of six years in every instance. It should be understood that service of a Term Trustee for four or less years to fill out the unexpired term of a predecessor will not be counted under the tenure rule, and that service of an Alumni Trustee who is later elected Term Trustee will not be counted as affecting his tenure in the latter group.

The position of Life Trustees of the University of Pennsylvania is one of honor and distinction. Election to it should constitute a mark of recognition for long and truly significant service to the University. I recommend that candidates be selected only from among those who have served as Trustees for at least ten years. The latter would include a Term Trustee at or near the close of his second term or even earlier if he had previously served as Alumni Trustee. But length of service, even if combined with faithful attendance, should not be deemed a sufficient criterion. Election to Life trusteeship should be reserved as an award for University service of distinguished merit and should be so recognized by all friends of the University.

Undue haste in election of a Trustee merely because a vacancy has arisen is unwise and unwarranted; in fact it would probably be advantageous to have a few openings available at all times. The provision of the Statutes that elected members "shall consist of ten Life Trustees, twenty Term Trustees, and ten Alumni Trustees" has apparently been interpreted as requiring that every vacancy be filled at once. If so, it should be revised to read "not more than, etc." This would not conflict with the Charter Revision of 1927, since the latter is silent as to classes of Trustees and merely provides that elected members shall be "not less than twenty-four nor more than forty."

Rotation of appointments to the Executive Board and other

Trustee Committees will be advocated in later sections of this report, but a similar principle should apply to the office of the Chairman of the Board of Trustees. While he is elected annually, the continuance of an able leader in this office for several years has been customary and is obviously essential to sound operation. He is not likely to be first chosen, of course, until after substantial service on the Board. When so chosen, his responsibilities become exceedingly heavy and time consuming, far more so than for any other member. He should not be asked to carry such a burden indefinitely. It would seem that the matter of his continuance should be carefully reviewed when he approaches the close of his fifth year as Chairman.

The terms of present Term and Alumni Trustees are now scheduled to expire as of various odd months and days during the year, depending on the precise date of taking office. These termination dates should be coordinated by formally extending the term of each member to the June 30th next following his present expiration date. Expiration dates for present members would then show the following distribution:

<i>As of June 30th</i>	<i>Number of Expirations</i>	
	<i>Term</i>	<i>Alumni</i>
1959	4	1
1960	2	0
1961	2	1
1962	6	1
1963	0	1
1964	2	1
1965	1	1
1966	0	1
1967	1	1
1968	1	1
Total	<hr/> 19	<hr/> 9

It will be noted that there are now two vacancies due to recent deaths, and that expiration dates for Term Trustees are unevenly distributed. During the next several years of transition some Term Trustees should be elected for less than six years under a formula designed gradually to level out as nearly as may be the number of expirations each year. Total service of present Term members up to these expiration dates, if in excess of six years, should be counted as only a single term, thus making them eligible for re-election subject, of course, to the specified retirement rule.

It would be clearly advantageous if students, faculty, alumni and friends at large of the University were more familiar with the identity of Trustees and made aware of individual expiration dates. I recommend that Pennsylvania adopt the fairly common practice of classifying all Term and Alumni members by year of expiration wherever the list of Trustees is published. I believe, in general, that the personnel of the Board should have far wider publicity than it now receives and, in particular, that the full list including Honorary, Life, Term, Alumni, and ex-officio Trustees should appear, in that sequence, on a single page in the annual Bulletin of every school of the University.

Discovery and Selection of New Members The foregoing proposals and recommendations are all designed to add strength to the Board of Trustees and improve its representativeness. In and of themselves, of course, they will not accomplish that objective. What they will do is to provide a somewhat increased rate of turnover and thereby accentuate the always present problem of discovering and selecting the strongest possible candidates for replacement.

What are the characteristics of an able Trustee? We have already mentioned deep devotion to the cause of higher

education and the need for diversification as to educational background, vocational experience and geographical location. That he must be a man of deep personal integrity goes without saying, but he must also give evidence of intellectual acumen, independence in judgment, a willingness to consider points of view other than his own, courage to face pressures, and qualities of enthusiastic and inspiring leadership that will command the respect and admiration of others. He must have great faith in the future of this University, an awareness of its problems, and a sense of dedication that makes him ready and willing to assume the burdens of trusteeship, not the least of which is active participation in securing the financial support which this institution must have if it is to maintain its position of leadership in higher education. He must make himself available for meetings and consultation and be willing to give special attention to one or more of the basic functions of the Board. Furthermore, to quote again from the report of the Special Trustees Committee of Columbia University, "He must actively recognize that conventionality and conformity, no matter how they ease social interactions, are not the prime qualities through which a university grows, prospers and advances."⁸

The search for potential candidates—men and women of appropriate experience and proven leadership—is a continuing responsibility of the first order. It is a major responsibility of Trustees themselves since, except for the Alumni group, the Board must have the final voice in selection. But it should also be recognized as a serious responsibility of the President and other members of the administration, faculty members, alumni and all other friends of the University. They in turn, must be assured by the Trustees that their proposals will be warmly received and given full consideration. The strength

of the Board, this or any other, depends in the last analysis on the character and vision and resourcefulness of its members. The strength that the present Board of Trustees has in these categories can be maintained and augmented only as adequate emphasis is given to the discovery of new members.

IV

Meetings of the Board of Trustees

Frequency and Duration The Statutes of the Corporation provide that "stated meetings of the Trustees shall be held at least three times a year," and apparently three meetings have ordinarily been deemed sufficient. In contrast, the Boards of Chicago, Columbia and Yale each have eight regular meetings per year. While the Harvard Corporation of seven men meets every other week during the college year, the Harvard Overseers meet only seven times per year. Cornell, Pittsburgh and Princeton have four meetings, while Johns Hopkins has only three. It was stated above, in discussing size of the Board, that "we are faced with the choice of two alternatives: a small Board with frequent meetings and no standing committees, or a large Board with reliance on an effective committee system." It was recommended that the Board be continued at its present size of forty-two members. While the committee system in Pennsylvania is clearly susceptible of improvement, there is no evidence to indicate that, barring special circumstances, one or two additional stated meetings of the Board would prove fruitful. Accordingly it is recommended that no change be made in the Statutes with respect to frequency of meetings.

As to duration of meetings, it seems to be generally agreed that the present practice of a two-day meeting in conjunction with the several committees is a great improvement over the half-day session which was formerly the custom. One out-of-town Trustee writes: "When that change was made I began

to feel that I had some part in the decisions that were made at the committee level," and he even proposes occasional three-day meetings in order to hold sessions with the Associate Trustees. This suggestion has merit and will be considered later in this report. In any event, it seems clear that meetings of not less than two days duration should be continued.

Subject Matter It has already been noted that many Trustees have commented adversely on the subject-matter content of regular Board meetings and, in particular, on the large portion of time given over to more or less perfunctory approval of committee recommendations. To a considerable extent this is an unavoidable consequence of the committee system, without which monthly meetings of the Board would doubtless be necessary. In the case of the Committee on Investment and Insurance, the Board has wisely delegated authority to act on matters involving the purchase and sale of securities. In all other areas the committees are advisory only. Whether or not it would be practicable to delegate certain limited authorities to other committees, thereby somewhat relieving the Board itself, is a matter deserving of careful exploration, and it may be that the committees will wish to make proposals on that score. Even so, action by the Board on innumerable items of a routine character is unavoidable and hence it is important that these be presented in as concise a form as possible.

I have already pointed out that searching questions act as a powerful deterrent to ill-considered recommendations and, for example, in a paragraph dealing with Board approval of the budget, made the following observation:

It goes without saying that the latter cannot undertake a detailed and independent review. But it can and should satisfy itself that the budgetary operation has been conducted in

an orderly and sufficiently detailed fashion, seek evidence of sound operational economy, scrutinize trends in the major categories, make sure that adequate attention has been given to the critical problem of salaries, check for proper balancing of programs as between operational and capital expenditures and as among the various schools and other activities, and in general ask discerning and penetrating questions.

In other areas where great reliance must be placed on individual judgment, whether of faculty or administration, for example in such matters as appointments and promotions or the offering of a new degree, it may be that Trustees can do no more than make certain that due process has been followed by the administration in arriving at its recommendations.

Primarily, of course, adequate examination of a recommendation is a function of a particular committee since the latter offers facilities for less formal, and if need be, more prolonged discussion. It is to be presumed that, before a matter comes to the Board for action, every aspect of it has been scrutinized by those Trustees to whom the Board has delegated responsibility. While this presumption should aid in limiting Board discussion to really significant issues, it should never be regarded as foreclosing pertinent questions and discussion by other Trustees.

A letter from one of the Trustees, a man of broad business experience, contains the following statement:

My own observation is that the trustee meetings of the University of Pennsylvania are unnecessarily long and tedious. No information is supplied to the trustees until they arrive at the meetings so that they are unqualified to give opinions on many matters and too much time must be spent in explaining the various proposals. If a set of *pro forma* minutes could be sent each trustee a week in advance so that he

would have adequate time to read them, I feel a great deal of explanation could be eliminated and the trustees could ask such pertinent questions as they thought necessary in order to vote intelligently.

The problem of sending out "*pro forma* minutes" or even detailed agenda a week or so in advance is always a difficult one, although some university Boards require it. For example, the by-laws of the Board of Regents of the University of Michigan provide that all communications to the Board shall be filed with the President at least eight days in advance of a meeting, that a docket shall be made up by the President and mailed to each Regent five days in advance, and that belated communications shall be considered only in the discretion of the Board. I am told that exceptions are rarely granted.

Under present practices such advance documentation would be impossible here. Most matters to come up are scheduled for first consideration at committee meetings occurring within the day and one-half preceding the Board meeting, although there are exceptions since the Finance Committee, the Investment and Insurance Committee and the Student Affairs Committee usually meet more frequently. To be sure, Trustees customarily receive with the "call for meeting" a schedule and condensed agenda for the several committee meetings. But the latter consist merely of lists of items planned for committee consideration. Which of these will result in a recommendation for immediate action by the Board and what the nature of that recommendation will be cannot necessarily be determined in advance, nor are the committees restricted to items on these lists. As a result, Board members are often asked to vote on issues as to which they have no adequate notice, unless they happen to have attended committee meetings where these items were discussed.

The obvious solution, of course, would be to call all com-

mittee meetings at least two weeks in advance of the Board meeting. But this would mean abandoning the two-day sessions which seem to have been favorably received by Trustees, particularly those living at considerable distance from the campus, and might well make many of the latter unavailable for committee assignments. Doubtless what is indicated is a carefully designed compromise whereby most committee business will continue to be conducted as at present but, whenever an especially important issue requiring prompt Board action arises, a special meeting of the appropriate committee will be called well in advance. The desire of Trustees for advance documentation as a basis for intelligent decision is well founded. Both on the part of administrative officials and on the part of committee chairmen themselves, maximum effort should be exerted to see that it is provided.

The same Trustee letter continues:

I think the Trustees would be better qualified and could make a better contribution if more time could be spent discussing the long-term plans of the University rather than spending much time considering the more current details.

This gives emphasis to what has already been said about the long-range responsibilities of Trustees in such areas, for example, as basic educational policy, and also the importance of selecting and presenting one or two major issues for full discussion at each Board meeting, whether or not immediate action is desired. As examples of such issues it is sufficient merely to cite the many and far-reaching recommendations which are now about to evolve from The Educational Survey. Presentation of any issue of concern to Trustees may be made by the President or other member of the administrative staff, by one of the standing committees of the Board, or by a joint Trustee-Faculty committee where the issue to be considered

so indicates. In any event, if the University is to make maximum utilization of the talents and judgment of present Trustees and in the future attract others of high calibre, it is vitally essential that each experience a genuine sense of participation that goes far beyond perfunctory action on formal recommendations.

Attendance Record For present elected members of the Board, attendance records by classes for the eighteen stated meetings held during the past six years (i.e., from October 27, 1952 to and including May 27, 1958), together with those for the latest meeting shown separately, are as follows:

<i>Trustees</i>	<i>Six Years</i>	<i>Latest Meeting</i>
Life	76.7%	90.0%
Term	66.8%	73.7%
Alumni	59.5%	77.8%
Average	68.2%	78.9%

Note: Attendance at meeting of May 27, 1958 was substantially better than six-year average.

Exclusive of members who have served less than one year, the attendance record by classes and by percentage groups over the six-year period is as follows:

(Percentage)

Trustees	100	90-99	80-89	70-79	60-69	50-59	Under 50
Life	1	2	2	2	0	2	1
Term	0	2	1	6	4	4	2
Alumni	2	0	1	2	0	2	3
Total	3	4	4	10	4	8	6

Note: Three members have a perfect record; six members have attended less than one-half of the meetings.

As to geographical location, the six-year record shows an average attendance of 60% for those living outside a one-hundred mile radius of Philadelphia, as compared with 70% for the others.

The above records are significant and further improvement is still to be desired. They must not be interpreted, however, as carrying the implication that the most valuable Trustees will necessarily have the best attendance records. John C. Baker in his study of corporation directors says: "One popular misconception about directors was that they performed their most important function by attending board meetings."¹² Some trustees have criticized the irregular attendance of others at Board and Committee meetings, and the suggestion has been made that the Board of Trustees invoke its statute provision for treating absence of a member from three consecutive meetings of the Board without satisfactory written explanation as constituting his resignation. In my opinion, only exceptional circumstances would warrant such action. On the other hand, there is nothing more destructive to effectiveness of administration than a "variable quorum." It can and frequently does result in a *de novo* discussion of a single problem at two or even several successive meetings, and even then members will sometimes complain about actions taken in their absence. No individual should accept election to the Board unless he is in a position to contemplate reasonably regular attendance. If he later finds himself frequently absent because of pressures elsewhere or for any other reason, he should examine his own conscience as to whether he is warranted in retaining his position.

Non-member Attendance A somewhat related criticism, and this has been stressed by several members of the Board, has to do with non-member attendance at Board and Committee meetings. That various administrative officers whose

attendance is not required are nevertheless anxious to be present as observers is both understandable and commendable. But I submit that, when in a regular meeting of the Board their number constitutes 40% of the total attendance, the practice has gone too far. It is essential that the President, the Provost, the Vice President—Assistant to the President, the Secretary, the Financial Vice President and the General Counsel be present at all Board meetings, and the Chairman of the Board will wish to have them seated at or near the head of the table with himself. Other administrative officials, however, should be invited selectively on a basis that will bring to each meeting only those most intimately concerned with issues to be discussed and at the same time provide a reasonable system of rotation. Incidentally, it will add much to the dignity of Board meetings if these selectively invited officials will find seats in the rear or along the sides of the room in order that seats at the table may be reserved for the Trustees themselves. What has been said here about limitations on non-member attendance may seem of little consequence. I include it because it is part, if only a part, of the honor and dignity which should be accorded trusteeship in a great university. Academic institutions as well as business corporations have found that the general setting and conduct of formal Board meetings have much to do with attracting and holding the kind of people whom they seek to have as Trustees or directors.

A corporate practice of wide-spread acceptance is that of holding an occasional informal meeting in some rural setting far away from the distractions of a great city, for example, at a country club or a resort hotel in an off-peak season. The University might well undertake such a special meeting running, say, from noon of one day to late afternoon of the next. The agenda should be devoid of formal actions and devoted

to the exploration and leisurely discussion of two or three policy matters of long-range significance. Planning for the future of the University has, in my judgment, received far too little attention by the Board of Trustees. Much of it must be done by individual committees, and finding adequate time to deal with it in regular meetings of the Board is difficult. This special meeting would afford opportunity for participation by the full membership. Also included should be a stimulating after-dinner address by the President, or the Provost, or some distinguished member of the faculty. I believe this type of meeting offers great potential and that benefits of a first meeting would undoubtedly justify repetition every two or three years or perhaps every year.

V

The Executive Board

Function of Executive Board Much has been said about reliance of a Board of Trustees on its committees. Without question the most important of these is the Executive Committee, here known as the Executive Board. The Statutes of the Corporation (Article IV, paragraph 2) provide that:

Unless otherwise determined by the Trustees, the Executive Board shall have full power to take all action which the Corporation or the Trustees are authorized to take, including but not limited to the purchase and sale of bonds, stocks, mortgages, and real estate, and the supervision of finances, property, buildings and grounds; provided, however, that the Executive Board shall at no time be empowered to take or authorize any action which by these Statutes specifically requires the affirmative vote or consent of a specified proportion of the Trustees in office, or requires action at a designated meeting of the Trustees.

Hence its importance arises from the fact that, at least on an interim basis, the Board of Trustees has delegated to the Executive Board powers almost co-extensive with its own, notable exceptions being election or removal of the President and the Provost. This delegation, substantially identical with the practice followed by large Boards among both academic institutions and business corporations, is eminently proper. In fact, it is indispensable to flexibility and prompt action.

It follows that Trustees elected to the Executive Board must

have experience and the qualities of judgment that will command the full confidence of their fellow Trustees who are not members. Furthermore, they should be individuals so situated as normally to be able to attend the stated monthly meetings, as well as emergency meetings if occasion should arise. Copies of the minutes of every Executive Board meeting should be mailed promptly to each member of the Board of Trustees.

A word of caution about relationships between the Executive Board and the Board of Trustees may be in order. Vannevar Bush, in a privately printed address dealing primarily with Boards of Directors of business corporations, makes the following observation which is equally applicable to universities:

An executive committee seldom presents a difficult problem except in one respect. It substitutes for the board between meetings, and acts within delegated limits. Its relations with the president are those of the board itself. It is a great time saver, for there are many points on which a president needs action which are not of such moment as to require the time of the full board, and a preliminary shakedown of a tough important question in a small group is a great aid when subtle matters are on the way to the board. The only danger with an executive committee is that it will perform altogether too well. When it does, board meetings become perfunctory and members not on committees are bored. . . . A wise executive committee will avoid even the appearance of omniscience.

It seems clear that the Executive Board should serve a broader function than that of an *ad interim* Board of Trustees. Henry M. Wriston, former President of Brown University, says: "At Brown it is called the Advisory and Executive Committee, and the order of adjectives is accurate." Because it is smaller and meets more frequently than the full Board, the

Executive Board should afford the President a welcome opportunity to bring up for informal discussion problems which do not immediately require, or indeed may not even be appropriate for, official Trustee action. It should provide a forum where committee chairmen and also chairmen of the several Advisory Boards, whether or not the latter are members of the Executive Board, will feel free to seek counsel on important matters arising within their various jurisdictions. The advisory function is one that, in my judgment, could most profitably be cultivated.

Attendance Record at Meetings The Statutes provide for the annual election of "not more than twenty Trustees to the Executive Board," and specify that "The Executive Board shall meet not less than once each month, except July and August." During the six academic years, 1952-53 to and including 1957-58, a total of twenty-eight meetings were held, or an average of four and two-thirds per year. (Incidentally, as compared with eight meetings in 1955-56, only two were held in 1956-57, and four in the current year.) For the eighteen members on the roll at the end of the five-year period, the attendance record has averaged 64.8%. It will be noted that this is less favorable than the record of 68.2% previously cited for the Board of Trustees. Two members have a perfect record and one above 90%; and all three of them are men who served throughout the five-year period. Five members attended about three-fourths of the meetings to which they were entitled, and six less than three-fourths but at least one-half. Four attended less than one-half.

While warning was raised in the preceding chapter against overemphasis on attendance records so far as Board of Trustees meetings are concerned, the situation is quite different for the Executive Board. The primary purpose is to have an authoritative body available for frequent and, if

need be, emergency meetings. Members are elected annually and past performance as to regularity of attendance should clearly be one of the criteria bearing on re-election.

As to frequency of meetings it is scarcely conceivable that the volume of business properly to come before the Executive Board is so small as to justify no more than two to four meetings per year. Perhaps it is not usually necessary to hold one in the month in which a stated meeting of the full Board occurs, but exclusive of these and the two summer months mentioned in the Statutes there still remain seven months. It seems clear that six or seven regular meetings should be held each year and others called whenever warranted by special situations. A formal docket of items for action and items for discussion should be furnished members well in advance of the meetings.

Size of Executive Board Some Trustees with whom I have discussed the matter do not agree with me, but I am convinced that the Executive Board of twenty members, or about one-half of the full Board, is far too large for effective operation. The argument has been made that large membership makes it easier to secure a quorum, but by the same token it makes it easier for a busy member to satisfy his conscience in staying away if he feels that his presence is not really essential. Furthermore, I believe that a President—whether of a university or of a large business corporation—when in need of early consultation on an important problem is far more likely to take it up with a small and carefully selected executive committee than with his full Board or any large segment of it. It is scarcely necessary to point out that informal consultation at an early stage, long before anyone's mind has been made up and recommendations formulated, is often an essential art of administration.

Of the universities cited on page 38, the Governing

Boards of California, Chicago, Columbia, Harvard, Michigan and Stanford apparently have no executive committees but are themselves scheduled to meet eight or more times per year. Boards of other universities have executive committees with membership as follows:

<i>Numbers of Members</i>	
Minnesota	6
Cornell	7
Yale	7
Pittsburgh	9
Johns Hopkins	13
Princeton	16

I recommend that the Executive Board of Pennsylvania be reduced to a membership of ten Trustees including its own Chairman and Vice-Chairman and that, as at present, its Chairman be the Chairman of the Board of Trustees and its Vice-Chairman be designated from among its own members. It has apparently been the practice to include each committee Chairman as a member of the Executive Board and this practice should be continued. While there are eleven such committees, it happens now that each of two Trustees has two committee chairmanship assignments and consequently only nine Trustees are involved. It will later be recommended that the number of standing committees be reduced to nine. The Chairmen of these nine committees plus the Chairman of the Board should then constitute the Executive Board.

Rotation in Membership It is clearly desirable that membership of the Executive Board should not remain forever static and that as many as possible of the forty elected Trustees sometime have the experience of serving on it. I have considered proposing some arbitrary limit to individual tenure,

say three or four years, but I am not satisfied that this would be wise at present. In the first place, it ordinarily takes some time for new Trustees to become acclimated and to win the full confidence of their older associates, while other Trustees may live too far away or feel themselves too busy to accept such an appointment. In the second place, recommendations already made as to tenure and limited re-election of Trustees will result in increased turnover in the full Board, and recommendations to be made in a later section are designed for increased turnover in committee chairmanships. Results in these two areas will, of course, have repercussions on the personnel of the Executive Board and will probably produce as much membership change as is desirable. Assuming the adoption of those recommendations I recommend that, until such time as experience indicates otherwise, no formal rule limiting tenure on the Executive Board be adopted.

Non-member Attendance In the matter of attendance at meetings of the Executive Board, it may occasionally be desirable to invite a non-member Trustee to participate in discussion of a matter in which he is especially concerned, although he would not have the right to vote. The same observation would apply to an Associate Trustee who is serving as Chairman of one of the academic Advisory Boards. As to attendance by members of the administrative staff, the principles set forth in the preceding chapter with respect to meetings of the Board of Trustees should apply except that, in view of the much smaller membership of the Executive Board, restrictions might well be somewhat more severe.

VI

Trustee Committees

Number of Assignments In addition to the Executive Board, there are now eleven standing committees whose members and Chairmen are Trustees appointed annually by the Chairman of the Board. These committees, together with present number of members and their attendance record over the past five academic years, are as follows:

<i>Committees</i>	<i>Members</i>	<i>Attendance</i>
Finance	9	49%
Development and Public Relations	13	51%
Educational Policy	12	45%
Investment and Insurance	6	65%
Medical and Hospital Affairs	10	62%
Operations and Plant	9	60%
Student Affairs	9	57%
Trustee Vacancies	3	—
Honorary Degrees	5	—
Alumni Trustees (two years)	11	50%
Legislative	4	—
	(Total) 91	(Average) 55%

If to the 91 committee assignments shown above are added 20 assignments to the Executive Board and 54 assignments to the Advisory and Associated Boards (to be discussed later), we have a total of 165 Trustee assignments, or an average of four per Trustee. The actual distribution among individuals is as follows:

<i>Number of Assignments</i>	<i>Number of Trustees</i>	<i>Percentage of Assignments</i>
7	6	25%
6	2	7%
5	7	21%
4	7	17%
3	13	24%
2	4	5%
1	1	1%
<hr/> Total	<hr/> 40	<hr/> 100%

Note: In this table, the President of the General Alumni Society is included, and the Chairman of the Board who is ex officio member of every committee is not counted.

It goes without saying, of course, that these figures are by no means a measure of the relative load carried by individual members. All assignments are not equally demanding and, in particular, some represent chairmanships of hard-working committees. At the same time it is perhaps not without significance that six Trustees each have seven assignments, aggregating one-fourth of the total, and that fifteen Trustees account for one-half of the total.

It should be made clear that the foregoing analysis is by no means intended as a criticism of the present schedule of assignments. In fact, this distribution is probably not dissimilar to that to be found in other large Boards; anything approaching an equal distribution among members is obviously impossible. But it may throw light on the complaint of some Trustees of this University about an overload of assignments. For example, one Trustee who is an industrialist of broad experience, but not the one quoted in an earlier chapter, writes:

I have a feeling that the committee procedures are not working, except in limited instances, as effectively as they might. I believe in part this stems from the fact that we, as Trustees, may be asked to serve on too many committees and as a result it is not possible for us to give the specific service which these assignments warrant.

This comment serves to point up three basic questions: (1) Does this Board have too many standing committees? (2) Is the membership of these committees larger than necessary or even desirable? and (3) How can these committees serve more effectively the functions for which they were designed?

Number of Committees As to number of standing committees, comparison with other universities is not very fruitful because of varying practices and nomenclature. Some show few standing committees and presumably supplement them with *ad hoc* committees. Others include among standing committees some whose functions are similar to those which are here handled by Advisory Boards or otherwise. After excluding the latter and also the executive committees where they exist, it would appear that for the ten universities the number of standing committees properly comparable with Pennsylvania's eleven is about as follows:

<i>Universities</i>	<i>Number of Stand- ing Committees</i>
California	6
Chicago	6
Columbia	7
Cornell	4
Johns Hopkins	6
Michigan	4
Pittsburgh	8
Princeton	7
Stanford	6
Yale	6

None of these has a standing Alumni Committee, its functions apparently having been assigned to a committee on Development and Public Relations (or similar title). None has a Legislative Committee, five have no standing Committee on Honorary Degrees, and four have none on Trustee Vacancies. Presumably these various functions are otherwise handled by the full Board or assigned to the executive committee.

Committee Structure The Statutes of the Corporation are silent as to the names and functions of the several Trustee Committees of Pennsylvania, and the most readily available source of information is Volume I of the Manual of Policies and Procedures which was first presented to the Trustees in preliminary form in June of 1956. In view of its vital importance to effective operation throughout the University, this document with any revisions deemed appropriate should be adopted at the earliest possible date as a handbook to guide the administration and faculty in the performance of their duties.

The present committee structure was developed largely on the basis of recommendations made by Cresap, McCormick and Paget, Management Engineers, who conducted a management survey in 1953-54 and submitted a report comprising eight volumes. Under date of February 10, 1954, Volume I indicated that there were then only two Trustee Committees, one on Investment and one on Development and recommended that this structure be expanded by establishing a committee for each of the following seven subjects:

Budget and Finance
Development and Public
Relations
Educational Policy

Investments
Medical Affairs
Plant and Operations
Student Affairs

This recommendation was followed literally by the Board and seven advisory committees were set up under these or slightly modified titles. I recommend that these seven committees be continued without material change in functions as presently assigned.

Four other advisory committees were established then or later: Trustee Vacancies, Honorary Degrees, Legislative, and Alumni Trustees. Search for and nomination of worthy candidates for trusteeship has long been recognized as a responsibility of primary significance to the welfare of the University. Twenty-two members of the present Board, as already noted, were first elected within the past eight years (i.e. an average of nearly three new members each year), and two vacancies now exist as a result of deaths in recent weeks. If the recommendations of this report as to shorter terms and limited tenure are adopted, the number of new candidates to be found each year will be even greater. For this reason and also in light of the somewhat broader diversification which I think desirable, it is my judgment that this job should be regarded as a major function of the Executive Board rather than being assigned to a small standing committee. Specific qualifications for candidates will vary from case to case depending upon the background of experience needed to strengthen the Board of Trustees in a particular area. In each case the Executive Board should determine those qualifications after careful study and should then appoint a small *ad hoc* committee of Trustees, not necessarily members of the Executive Board, who are most likely to know outstanding leaders in that field. The Executive Board should also, of course, seek the judgment of the President of the University in every instance and might well ask him to offer a slate of possible candidates selected by him out of suggestions procured from a variety of sources, including other members of

the administration, faculty members, alumni and other friends of the institution. While final determination must finally rest with the Board of Trustees, the job is of such critical importance as to justify well-organized and wide-spread participation. I recommend that the Committee on Trustee Vacancies be discontinued as a standing committee.

The Committee on Honorary Degrees has a well-defined and obviously important function. It apparently maintains effective lines of communication with the administration and faculty, and I recommend that it be continued in its present form. As to the Legislative Committee, in view of the somewhat more sporadic nature of its assignments, I recommend that it be discontinued as a standing committee and that its functions be handled by a sub-committee of the Executive Board, to be set up on an *ad hoc* basis whenever occasion requires. The case of the Alumni Trustees Committee, which is relatively new, is not so clear. Its eleven members share equally with other Trustees in responsibilities of the Board and its committees. Alumni interests are especially involved, of course, in the work of the Development and Public Relations Committee and these two committees have recently been holding joint sessions. However, the By-laws of the General Alumni Society provide that seven of the Alumni Trustees shall be elected by and be representative of six geographical regions, and each of them is assigned important responsibilities in relation to Alumni activities within his own region. For this reason I recommend that the Alumni Trustee Committee be continued on an experimental basis until its potential usefulness can be more fully explored. If the foregoing recommendations are accepted, the number of standing committees will be reduced from eleven to nine, and possibly later to eight.

As already noted all committees are advisory to the Board

except that, as is customary, authority has been delegated to the Investment and Insurance Committee to act on purchase and sale of securities. The Executive Board has recently and very wisely assigned to the Finance Committee, in conjunction with its existing responsibility relative to operational budgets and expenditures, responsibility for advising the Trustees with respect to capital budgeting and expenditures. While it is of primary importance that the Board of Trustees retain full control of budgetary and fiscal affairs of the University, it would seem that interim authority to act on capital expenditures within carefully specified limits should be delegated to this Committee. Accordingly, I recommend that the Board of Trustees grant to the Finance Committee authority to appropriate for capital expenditure on any one project or enterprise an amount not in excess of \$50,000 and on any number of projects or enterprises an aggregate amount not in excess of \$250,000; subject, however, to the proviso that all such actions shall be reported to the next following meeting of the Executive Board, whereupon the above-stated limits will be automatically restored. I also recommend that the Finance Committee be granted complete authority over accounting practices and procedures.

The areas of responsibility of the several committees are stated in some detail in the preliminary "Manual of Policy and Procedures." They are so well indicated by the titles, however, as to make restatement here unnecessary. I believe that the committee structure is generally sound and, other than the specific changes proposed above, I do not now recommend any modification in the statements as they appear in the Manual. However, as already suggested, the grant of certain limited authority to other committees is a matter deserving exploration. To the extent found practicable, it would help to alleviate the mass of detailed actions which now confront the

Board of Trustees and the Executive Board in their meetings.

Size of Committees For the ten universities listed above, by far the majority of the committees have only five members. A few have less, several have six, and others range upward with only two committees having as many as ten members. These figures tend to support what I believe has been a matter of general experience elsewhere; namely, that from the viewpoint of efficiency small committees are much to be preferred. Large committees, to be sure, make it easier to offer widespread participation to members of a large Board and were probably so designed. However, the table at the beginning of this chapter shows that present members, on the average, have attended only about one-half of the meetings held by four committees over the past five years and that the average overall attendance is only 55%. In view of that record the offer seems not to have attained its objective, and administration has undoubtedly been impeded by irregularity of attendance. Wide-spread participation, in my opinion, can much better be provided through limitation of tenure on the committees and rotation of appointments.

In the case of the Alumni Trustees Committee, for reasons discussed above, I believe that size of membership should continue without change for the present. The Committee on Honorary Degrees should be small and I recommend a membership of three including the Chairman. For all other committees it is my recommendation that membership be reduced to a maximum of six including the Chairman. This would represent an aggregate of some 56 appointments for the proposed nine committees as compared with 91 at present.

Rotation in Membership As to tenure, Columbia University provides that appointments shall be for three years in the case of one committee and five years for all others, and that no Trustee who has served a full term or twelve months or

more in filling out an unexpired term on a committee shall be eligible for reappointment to the same committee until after the lapse of one year. It may be argued that such limitation of eligibility involves a hazard in the case of a Trustee who has demonstrated unique abilities and effectiveness on a particular assignment. The answer is, of course, that the risk will be minimal if adequate attention is devoted to the composition and strength of the Board itself. I strongly advocate limitation of tenure on these committees to a period not in excess of five years, and there is good argument for one even shorter. But I am doubtful of the wisdom of appointing members for the full term, a practice which could readily result in retaining a member who, because of obligations elsewhere or declining interest, ceases to function effectively. This would constitute a serious handicap for a committee of six members or less.

I recommend that committee appointments be made by the Chairman of the Board for a single year after consultation with the President in each case, but that the Board adopt a rule whereby a member is ineligible for reappointment to a committee after five years of service on that committee until at least one year shall have elapsed. If and when committees are set up on the reduced membership basis and during the next few years of transition, reappointment of at least one member of each committee should be withheld each year in order gradually to level out as nearly as may be the number of new appointments to be made annually. The Chairman of the Board should continue to appoint from among committee members a Chairman who would himself be subject to the same tenure rule. The case of the Alumni Trustees Committee is again an exception and I recommend no present change in composition or tenure other than reduction of the term of trusteeship to six years.

Frequency of Meetings As already noted, meetings of most committees are now scheduled to be held in conjunction with the three stated meetings of the Board, a practice well designed to facilitate attendance by out-of-town members. It also affords individual Trustees a valuable opportunity to visit committees of which they are not members and thereby to gain some insight into important areas to which they are not specifically assigned. Some committees have more frequent meetings, of course, but two problems arise in connection with those held within the day and a half immediately preceding the meeting of the Board. First, two or more committees may be scheduled to meet simultaneously. This is unavoidable but the problem will be minimized if committees are reduced in size and there is less overlapping of membership. Second, recommendations made by the committees are in a matter of hours presented to the Board for action. In most instances such speed is probably without objection but, as pointed out in an earlier chapter, for every issue of special moment a meeting of the committee should be held at a sufficiently early date to permit (1) more mature deliberation on the part of the committee and (2) advance notice to the Board as to the nature of the recommendation and arguments to be presented at its next meeting. Some of the committees that now hold only three sessions per year should undoubtedly meet more frequently. That is a problem to which the administration and each committee Chairman should give serious study.

Subject Matter It has been my privilege to attend by invitation most of the committee meetings held during the current academic year. Membership attendance, while sometimes helpfully augmented by the presence of non-member Trustees, has usually not been good. Paralleling the record shown above for the preceding five years, one-half of the meetings had less than one-half of the members in attendance

and in only two instances were as many as two-thirds present. These meetings seemed generally well planned and well conducted. On matters meriting special consideration I usually found the presentation effective and discussion by members reasonably comprehensive, and I am told that there has been steady improvement in these respects in recent years. I believe that still further improvement can and should be made.

In the first chapter of this report, in a section dealing with the nature of trusteeship, I made the following statement:

Having secured professionally qualified faculty and administrative officials and bestowed on them the necessary powers, the Trustees then have the obligation of stimulating and encouraging their endeavors, continuously appraising the quality and adequacy of their performance, and relying on their professional judgment unless and until that reliance fails to produce constructive results in furtherance of the basic educational objectives of the institution.

Later in discussing the primary function of the Board I have undertaken to list by way of illustration, particularly in the areas of educational policy and budgetary control, some of the discerning questions which might well be raised by conscientious Trustees. While these and others like them may properly, and often beneficially, be raised in meetings of the full Board, the natural limitations of time will usually prevent any thorough-going exploration. Accordingly, responsibility for the latter must rest pretty much on the individual Trustee members of the several committees. The extent to which they raise discerning questions and challenge inadequate presentations will have great bearing on the effectiveness of the committee system and hence on the effectiveness of the Board itself. In this connection the observations of Harry L. Wells, Vice-President of Northwestern University, are worth quoting:

The most efficient relationship between the administration and trustees prevails when a task is made a joint venture of cooperation. The university officials represent the research team to study, organize, and effectuate the assignments delegated by the committees. Trustee committee meetings can be among the most valuable and interesting seminars in a university, and it is at this point that the administration is well done and the trusteeship well carried out.¹³

An example of subject matter for a series of such "valuable and interesting seminars" readily suggests itself. The Educational Survey, undoubtedly the most intensive and comprehensive self-examination ever undertaken by a great university, has been in progress some four years. The criticisms and far-reaching recommendations which will evolve are of primary concern, of course, to the faculty and administration. They are also of primary concern to the Trustees, not only because implementation will in many instances require Board action, but more especially because of the influence they are likely to have on the future conduct and welfare of the University. Trustees individually will wish to familiarize themselves with the reports at the earliest opportunity, and various aspects of these reports should be the subject of inquiry and discussion in each of the several Trustee Committees and Advisory Boards to which they relate.

Most subjects appearing on committee agenda originate with the administration and faculty and are presented, sometimes for information or exploratory discussion, but more frequently for action on specific recommendations. In these cases pertinent questions will readily suggest themselves. But I believe that Trustee responsibility goes beyond that point and that such matters as adequate review and appraisal of current performance and current planning, both of them in relation to long-term objectives, must often come about

through the initiative of committee members themselves. The chief burden of advance planning for committee meetings necessarily falls on the capable shoulders of the President and his administrative staff. Nevertheless, the committee Chairman himself must bear a large responsibility. If he is willing to devote to his job a measure of time and energy in any way paralleling that contributed over a larger area by the Chairman of the Board, he can do much to discover profitable areas of discussion whether or not they involve matters requiring immediate action by his committee. Furthermore, insofar as he is able to secure written formulation of a new proposal and circulate an appropriate document for study and comment by members well in advance of the meeting, he can do much to avoid the wasteful "thinking-out-loud" which so often occurs when a totally new subject is dropped out of the air.

The vitality and strength of the Board of Trustees and the sense of participation and contribution on the part of its members will depend in large degree on the conduct and content of its committee meetings.

VII

Academic Advisory Boards

In addition to the Trustee Committees already discussed, the present corporate organization provides for ten academic Advisory Boards, three other Advisory Boards and four Associated Boards. Their respective titles and membership composition are indicated on the following page. It will be noted that, after eliminating duplications, membership of these Boards is comprised of 33 Trustees, 75 men and women who because of membership on the academic Advisory Boards have been elected Associate Trustees, and 57 others including some administrative officials, making a total of 165 individuals.

The ten academic Advisory Boards, as the name indicates, are advisory bodies and have no administrative powers. The three other Advisory Boards actually constitute Boards of Managers for the University Hospital, the Graduate Hospital, and the University Museum. In these instances, major services are performed directly to the public and the Board of Trustees has properly delegated to these Boards certain administrative and managerial responsibilities. The four Associated Boards provide University representation on activities which have been set up jointly with outside organizations. I have made no specific examination of the latter two groups of Boards and hence my observations and recommendations will be limited to the ten academic Advisory Boards.

Function of Academic Advisory Boards The academic

MEMBERSHIP OF ADVISORY AND ASSOCIATED BOARDS

	Trustees	Associate Trustees	Others	Total
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Academic Advisory Boards

1. Business Education	8	7	—	15
2. Education for Social Work	3	7	—	10
3. Engineering Education	3	10	—	13
4. Fine Arts	3	7	—	10
5. Humanities and Social Sciences	2	9	—	11
6. Law	6	7	—	13
7. Libraries	6	5	—	11
8. Medical Education and Research	7	9	—	16
9. Physical and Biological Sciences	2	12	—	14
10. Teacher Education and Practice	4	5	—	9
Total	44	78	—	122

Other Advisory Boards

11. University Hospital	3	1	11	15
12. Graduate Hospital	1	1	15	17
13. University Museum	2	1	19	22
Total	6	3	45	54

Associated Boards

14. Fels Institute	2	—	6	8
15. Moore School	1	1	5	7
16. Morris Arboretum	1	—	6	7
17. Wistar Institute	—	1	8	9
Total	4	2	25	31

Grand Total	54	83	70	207
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Less duplications	21	8	13	42
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Individuals	33	75	57	165
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Advisory Boards had their origin in a system of Constituent Boards established by action of the Trustees in 1928. They were then designed and authorized to administer the affairs of the University in various specified academic areas, subject to the direction of the Executive Board and the Board of Trustees. In its 1954 management survey report, Cresap, McCormick and Paget severely criticized the constituent board system on the grounds that it represented such a confusion of policy making and administrative authority as to conflict with the policy-making role of the Board of Trustees, promote undesirable autonomy for the various schools, and "prevent the President from exercising the full authority necessary to be the chief educational administrative officer of the University." It is to be noted that the "Chart of Proposed Corporation Organization" recommended by this management firm made no provision for continuing the ten Constituent Boards then in existence or for setting up any others to take their place.

Apparently the Trustees were persuaded that the constituent system was unsound but felt the need for an advisory system. By formal action on February 12, 1954 the Trustees reconstituted these boards as advisory only and assigned to them the same academic areas as before. A few months later two "horizontal" boards—Graduate Education, and Liberal Arts—were replaced by two "vertical" boards—Humanities and Social Sciences, and Physical and Biological Sciences.

While the authorizing resolutions of the Trustees were stated in broad terms, the preliminary "Manual of Policies and Procedures" defines the function of the academic Advisory Boards as one of discussing problems and raising questions so that the President and administrative officers, and the Trustees if they so desire, may receive the benefit of their aid and counsel. Boards, according to the Manual, are asked to con-

cern themselves with the organization and quality of instruction and research and with their stimulation and support. The Manual further suggests that, by developing effective communication with the faculties, the Boards may contribute much in the way of encouragement, cooperation and assistance to the faculties, especially in their creative efforts to advance the educational objectives of the University.

Present Effectiveness The foregoing is an admirable portrayal of significant benefits which ought to be achieved through the academic Advisory Boards. That these benefits are not now being generally achieved seems well recognized. Attendance at meetings is no better than that shown for the Trustee Committees, and the record over the past five academic years is as follows:

<i>Advisory Boards</i>	<i>Members</i>	<i>Meetings</i>	<i>Attendance</i>
1. Business Education	15	7	45%
2. Education for Social Work	10	19	63%
3. Engineering Education	13	12	61%
4. Fine Arts	10	12	65%
5. Humanities and Social Sciences	11	11	55%
6. Law	13	24	49%
7. Libraries	11	18	46%
8. Medical Education and Research	16	7	56%
9. Physical and Biological Sciences	14	7	61%
10. Teacher Education and Practice	9	7	57%
Total	122	124 (Aver.)	55%

Note: For the five-year period two members have a perfect record, and three have attended no meetings.

Comments by several Trustees and Associate Trustees who are members of one or more of these Boards have been generally adverse, ranging from "instructional and mildly entertaining" to "useless and frustrating." These comments

were not intended, of course, to apply with equal force to all academic Boards and perhaps not at all to some of them. But they do suggest that the whole area needs critical study. While I have had the privilege of attending one or more meetings of most of the academic Advisory Boards during the current year and have examined the minutes of others, I am not qualified to make any authoritative appraisal of their relative performance. It would appear that the problem is more easily solved for the professional areas of law, medicine and architecture, but I am convinced that the whole system of Advisory Boards offers large opportunity for effective development.

It is vital to the welfare of a great University that a number of major segments of the public feel that they are represented in its councils. The seventy-five Associate Trustees who constitute the majority membership of the academic Advisory Boards are distinguished citizens, many of them with specialized competence in the areas which they have been asked to serve. They doubtless welcome the opportunity to gain familiarity with what is going on in their respective areas, but it is far more important that their aid and counsel be actively sought. They are entitled to the satisfaction of knowing that they are making tangible and worth-while contribution to the welfare of the University.

- *Responsibility for Improvement* Several members state that the decline of the academic Boards began four years ago when their status was converted from constituent to advisory, and argue that most if not all of the administrative powers then removed should be restored. I do not concur in that proposal. I believe, for the reasons outlined above, that the previous action was not only desirable but essential to the welfare of the University as a whole and that to reverse it now would be to take a serious step backward. Granted that

recent experience leaves much to be desired, I believe that given the will and necessary drive on the part of Board Chairmen and of administrative staff these Boards can become sources of great strength.

Formally appointed to each Advisory Board is a Vice President, Vice Provost, Dean or other administrative official who is charged with maintaining liaison between the Board and the particular school or schools to which the work of the Board relates. In theory, agenda for meetings are the responsibility of the respective Chairmen. As a matter of practice, however, Chairmen seem generally to have abdicated leadership so far as advance preparation is concerned and to have delegated the whole job to the liaison officer. The Boards can never be fully effective, in my opinion, except as they are chaired by leaders who have imagination, enthusiasm and the willingness to work between sessions. Care and discernment in the selection of Chairmen is of vital importance.

Nevertheless, I believe that the key to the present problem must be recognized as lying primarily in the hands of the Deans and other liaison officers themselves. They are intimately in contact with other administrative officials and with the faculty members of the schools with which they are associated. They are closely in touch, not only with current programs and achievements, but also with those long-range problems and matters of policy with which members of the Board should be concerned. If Advisory Board meetings are viewed by them as constituting no more than media for the propagation of good news about current accomplishments, the Boards will never attain the effectiveness for which they were designed. If, on the other hand, the Deans and other liaison officers subscribe wholeheartedly to the functions of the Advisory Boards as portrayed in the Manual and if they earnestly seek cooperation from the faculties and counsel

from Board members on important issues, I believe they have it in their power to make these Boards highly effective.

For the good of the University, if it develops after determined effort that there are one or more areas for which such an accomplishment seems unlikely, the related Advisory Boards should be recognized as a liability and promptly dissolved.

Communication with Faculties One appropriate function of Advisory Boards to which insufficient attention has been given and which offers great potential benefit is the one to which the Manual refers as "effective communication with the faculties." To be sure, this is theoretically a responsibility of liaison personnel but I am convinced that relations between members of the faculties and members of the related Advisory Boards should go far beyond this point. The Dean or other liaison officer with the concurrence of the Board chairman should invite one or more senior faculty members, selected in relation to the agenda for the particular meeting, to attend and take an active part in Board discussions. To provide for faculty attendance and at the same time avoid overloading a meeting with non-members, attendance by administrative officials other than the liaison officer should ordinarily be restricted to a single senior member who would be selected on an appropriate basis of rotation. In turn, each Board or a delegation from it should be invited from time to time to visit classrooms and laboratories while they are functioning, and these visits should be conducted on a program sufficiently comprehensive to give Board members reasonable familiarity with operations in the area to which they are assigned. In addition there should be occasional dinners or other social functions to which entire faculties, or at least all senior members, are invited. Informal and friendly contacts would contribute greatly to understanding and a genuine sense of

participation on the part both of faculty members and of Trustees, and thereby to the welfare of the institution as a whole.

Visiting Function Harvard University has a system of Visiting Committees, forty-four in number, which are charged with functions analogous in many respects to those contemplated for the Advisory Boards here. An official statement from Harvard contains the following:

Visiting Committees on the Board of Overseers form a sort of two-way street between the various professional schools or departments of instruction on the one hand and the Board itself on the other. Through these Committees the Board keeps in touch with and is informed about the current activities of all important branches of the University. To these Committees, also, the faculties of the several Schools and Departments turn for constructive criticism or for help in securing their objectives. The relationships thus established have become an integral part of Harvard's educational system.

Each Visiting Committee is organized with an Overseer as chairman and from five to twenty members, not necessarily Harvard graduates and not usually directly connected with the University. Distinguished faculty members of other Universities are often included. Members are appointed for one year and are subject to reappointment but not for more than six consecutive years. The Committees visit classrooms and laboratories, hold discussion meetings and occasional dinner meetings with faculty members, and are expected to hold at least one executive session each year. Each chairman must report to the Board of Overseers on the work of his school or department once a year orally and by formal written report every three years. These formal reports after acceptance by the Board are made available to all administration and fac-

ulty members directly concerned and, by specific vote of the Board, may become documents for public circulation. I have examined a few of the latter and am greatly impressed by their scholarly breadth of insight and obvious effectiveness in presenting the qualities and the needs of the schools to which they relate.

To cite a single example, the 1957 report of the Committee to Visit the Department of Government, after discussing vital statistics, included statements such as:

In effect, an undermanned department is dealing with a field of knowledge of great width and depth which is developing rapidly at the contemporary level. . . . This challenge has been brilliantly met by the present Department. . . . These suggestions (chiefly for change in emphasis) are offered with some diffidence because, if one thing is clear to your Visiting Committee, it is that our faculty in the Department of Government is a distinguished one, alert and keenly aware of the problems of government in the modern world. The Committee was particularly impressed with the keen interest of senior members of the Department in the teaching of Government. Without exception, there was a zest in the contact between pupil and teacher. . . . The members of the Department on permanent tenure know their students, both graduate and undergraduate, and are happy in that relationship.

This particular report concluded with recommendations for two additional assistant professorships and six additional scholarships.

Yale University established some ten years ago a University Council to advise the President and Fellows on the various schools and departments of the University. It is comprised of twenty-five Yale graduates who are appointed by the Corporation for terms of five years, subject to reappointment only

after an interval of one year. Under the Council are sixteen visiting committees whose Chairman in each case is a member of the Council but whose other members, usually not more than four and not necessarily Yale graduates, are selected for their eminence in a particular field. Each committee is directed to inform itself of the excellencies and deficiencies of the area to which it is assigned, consider how its operations may be improved, and submit a formal report of comment and recommendation to the Council. When approved by the Council this report is submitted to the President and Fellows who constitute the governing board of the University.

Professor Lloyd G. Reynolds, Chairman of the Yale Economics Department, recently commented as follows:

The faculty member cherishes a deep conviction that no one knows or cares about what he is doing. . . . One of the great virtues of the University Council is that it provides someone to talk to, someone who is not in the direct chain of command but who has a knowledgeable and sympathetic interest in some phase of the University's work. . . . The committees of the Council, of course, do more than provide free psychiatric service for tired deans and department chairmen. They provide an outside audit of the strengths, weaknesses, and needs of the departments under their charge.

Princeton University and the University of Chicago each have a somewhat similar system of Visiting Committees, as do a number of Liberal Arts Colleges. It is not intended to suggest that the form of organization in any other institution be imitated here. On the contrary, Pennsylvania's system of academic Advisory Boards is structurally well designed and with appropriate modifications will lend itself well to such specific adoption of the visiting function as may be desirable in each instance. This might mean, for example, that an Ad-

visory Board would have a special visiting committee for each of two or more major disciplines falling within its general area, this committee to be composed in part of recognized experts from outside the University.

By no means, however, do I recommend its immediate and wholesale adoption. To be a source of great strength and not of friction, the operations of a visiting committee must have the sympathetic and wholehearted support, not only of Trustees and administration, but also of the faculty directly concerned. Moreover, if an Advisory Board is to undertake such a responsibility, either itself or through a committee of its members, some change in composition of the Board will doubtless be desirable in most cases.

The subject certainly merits thorough-going and intensive exploration. A desirable first step might be to select a particular school or department and appoint, on an *ad hoc* basis and with limited tenure, a joint Trustee-Faculty committee with which the Dean or other administrative official assigned to that area would be associated. This committee would be charged with examining visiting procedures and experience in like areas of other institutions, determining whether introduction of the visiting function into its own area would be advantageous and, if so, recommending the form it should take. If the committee's report to the President and the Board of Trustees is favorable and is approved by them, a pattern will have been laid not only for proceeding in that particular area but also for consideration of its applicability elsewhere.

Communication with Board of Trustees The examples cited from other universities also call attention to a mechanism not employed here, namely the provision for periodic reporting to the governing Board. I recommend that the Chairman of each academic Advisory Board be charged with re-

sponsibility for preparing a formal report at or near the close of each academic year, the writing of which should not be assigned to the liaison officer. Upon approval of this report by his Advisory Board, the Chairman should forward it to the President for formal transmittal to the Executive Board and the Board of Trustees. The report should be carefully studied by the Trustees with special attention to its recommendations. In many instances such a report might well be approved by the Board of Trustees for printing and release to the public.

It often happens that an important matter arising with an academic Advisory Board should be brought to the immediate attention of one or another of the Trustee Committees. Every Advisory Board Chairman, whether a Trustee or an Associate Trustee, should understand that he will be welcomed at the next meeting of that Trustee Committee to which such a matter is related and given full opportunity to present it together with whatever recommendation his Advisory Board wishes to make. In fact, an informal check might well be made with every Advisory Board Chairman or liaison officer whenever agenda for Trustee Committee meetings are in the course of preparation.

Mention was made earlier of the suggestion by a Trustee that the two-day meetings of the Board of Trustees be occasionally expanded into a three-day meeting in order to hold joint sessions with the Associate Trustees. The additional day might conceivably be devoted, not only to joint sessions with various academic Advisory Boards, but also to a dinner given by the Trustees in honor of the Associate Trustees and addressed by the President, the Provost or some eminent member of the faculty. Such a program of business and social contacts, which could be tried out on an experimental basis, would certainly hold promise of going far to dispel the sense of isolation expressed by many Associate Trustees.

Size and Composition of Membership In dealing with Trustee Committees I have recommended a reduction in size, partly because of poor attendance but more particularly with a view to lightening the load of certain overburdened Trustees. For the academic Advisory Boards I propose the same treatment so far as Trustees are concerned. It is doubtless helpful to have one or two specifically interested Trustees serve on each Advisory Board but quite unnecessary to have a half dozen or more. Furthermore, it is not essential and possibly not even desirable that a Trustee serve as Chairman, and it is to be noted that at present two Advisory Boards have Associate Trustees as Chairmen. I recommend that not more than two Trustees, preferably only one, be appointed to each Advisory Board. Incidentally, if this and earlier recommendations on Executive Board and Trustee Committee membership are accepted, the present total of 165 Trustee assignments would be reduced to approximately 80; in other words, from a present average of four to one of about two per Trustee.

In the case of Associate Trustees, the situation as to number of assignments is quite different. These seventy-five men and women constitute an asset of vast potentiality but they belong to no one over-all organization. They hold their titles only so long as they continue to serve on one or more of the Advisory Boards and in most instances this is their only official connection. To reduce arbitrarily the number now serving would be unwise in my opinion, although some redistribution among Boards may be desirable. The largest number of Associate Trustees on any one Board is now twelve. I believe that about eight Associate Trustees plus one or two Trustees should be regarded as a maximum for any of these Boards.

As to the composition of Advisory Boards, I believe that the Dean or other administrative head of each area should be

given more of a voice in the nomination of new members than has apparently been the case, at least in some areas, and that he should devote primary attention to this responsibility. The Chairman of an Advisory Board, while not necessarily having professional competence in the field to which he is assigned, should find it so congenial to his interests that he is willing to devote a large measure of time and effort to its development. All members should, of course, be men and women having special interest in the field and among them should be some of recognized professional competence, especially if the visiting function discussed above is to be formally undertaken. It is impossible to overemphasize the vital importance of proper selection of members. It is a matter which should engage the attention, not only of the liaison officer, but of the administration and of individual Trustees as well as the Chairman of the Board of Trustees himself.

Much that was said in an earlier chapter about the fund-raising responsibilities of Trustees is equally applicable to the Associate Trustee members of the Advisory Boards. Every department and school has its financial needs, many of them acute. It is a primary responsibility of an Advisory Board to recognize and appraise these needs, to bring them to the attention of the President and the Board of Trustees, and to exercise leadership in their solution. Associate Trustees in a position to influence individuals or groups of large means naturally have a major role to play. But every Associate Trustee should feel the obligation to do everything in his power to advance the educational program of the University with special emphasis on the field with which he is associated.

Rotation of Membership As in the case of the Board of Trustees itself and its committees, I am convinced that reasonable diversity of age and length of service within the Ad-

visory Boards is essential to sound progress and that this may best be assured through limitation of tenure. Some with whom I have discussed the matter have proposed a limit of three years service, but I believe that at least under present conditions a somewhat longer period is preferable. It will be recalled that members of comparable committees at Yale have a tenure limitation of five years and those at Harvard six years, in each without eligibility to reappointment in the following year. For the University of Pennsylvania I recommend that appointments to the Advisory Boards be made by the Chairman of the Board for a single year as heretofore, that reappointment be withheld whenever a member fails to show interest in his assignment, and that the Board of Trustees adopt a rule whereby a member is ineligible for reappointment to any Advisory Board after five years of service on that Board until at least one year shall have elapsed. To avoid wholesale replacement five years hence and to level out as nearly as possible the number of new appointments each year, several reappointments should be withheld each year during the transition period. As to the Chairman of an Advisory Board, in view of the leadership activity which I deem a prime essential, I recommend a rule making him ineligible to appointment to this office for more than three successive years.

Despite the generally disappointing experience of recent years, I am not recommending that the system of Advisory Boards be abandoned. I am convinced that it offers great potential. With vision and vigorous leadership on the part of the administration and the whole-hearted cooperation on the part of faculty and of Board members themselves, the latter can be offered participation that they will find fully rewarding and the Advisory Boards can be developed into

effective and powerful instrumentalities in the service of the University. Indeed, it is not too much to say that herein lies the key, not only to vastly improved relations among Trustees, Administration and Faculty, but to a strengthening and revitalization of the entire system of University government.

VIII

Conclusion—The Challenge of Trusteeship

“To be healthy, a university must be in a state of ferment,”¹⁴ according to Wilmarth S. Lewis, distinguished Fellow of Yale University. In a similar vein Charles E. Odegaard, Dean of the College of Literature, Science and the Arts at the University of Michigan, declared recently in an unpublished address:

By its very nature a university is a habitation of restive men and women. It is this restiveness, this discontent, which drives them to seek in the universe new kingdoms of the mind and heart to lay before their fellow men. This kind of discontent is divine, constructive in the values it nourishes and cultivates.

There is evidence that a healthy “state of ferment” is emerging in the University of Pennsylvania. By good fortune every area of the institution—Faculty, Administration and Trustees—contains “restive men and women.” The constructive design of their discontent is manifested, for example, by the sincerity with which representatives of all three groups are participating in the program of self-examination and evaluation now being conducted throughout the University.

To the divine discontent long characteristic of institutions of higher learning has now been added, with the advent of the Soviet satellites, an almost hysterical public concern about

our entire educational system ranging from the elementary grades all the way up through the graduate and professional schools. This concern is directed toward two basic problems: the philosophy of education and its financial support. Must we, in the interest of national defense, concentrate on physical sciences and technology at the expense of humanities and the liberal arts? What would such a program mean in the way of irreparable damage to the long-range objectives of a democratic society? To what extent through better teaching and more efficient procedures can we achieve greater excellence in both areas? Will it be possible to accelerate the progress of mentally superior students without adverse effects either on themselves or on their less gifted fellows? Where and how will adequately trained teachers be found to care for the vastly increased school and college population that lies immediately ahead? How will it be possible to finance such a program in terms of salaries, buildings and equipment? To what extent should we seek a larger measure of State support and wholesale participation by the Federal Government in the financing of our entire educational system, both public and private?

These are only a few of the questions now being widely debated in newspapers and magazines, on public platforms and in the halls of Congress. To the extent that these questions deal with education at elementary and secondary school levels, institutions of higher learning have the grave responsibility of leadership as well as a substantial element of control through determination of college entrance requirements. But these same questions also have direct applicability to colleges and universities.

Where will an aroused public, or at least its more responsible elements, look for guidance and leadership among the universities? Competition in excellence, as contrasted with

mere competition in size, has contributed magnificently to the advancement of scholarship in the past and augurs well for the future of our democracy. Approximately one-half of the universities of America are State-supported and the rise of a dozen or so of them to great stature and educational prowess has been a happy phenomenon of the present century. Without detracting from the qualities of their own leaders, it is perhaps fair to say that this remarkable achievement is in no small measure attributable to the pace set for them by some of the older and privately financed universities. It follows that the currently acute public concern, coupled with characteristic restlessness and competition among institutions, offers an immediate and noble challenge to the University of Pennsylvania. I am confident that Pennsylvania will meet this challenge to leadership in the spirit of its own traditions.

The immediate issue is to determine what changes in program and operation are best calculated to achieve that end. The present study is aimed at improvement of the structure of government of the University of Pennsylvania. It is my conclusion that no university, even in its own eyes, has a governing structure so perfect as to be insusceptible of improvement and that, if such an ideal structure were to exist in any one university, it could not be successfully transplanted elsewhere. Each institution has its own history and traditions, its own philosophy and objectives. These must be given due weight in deciding whether devices that have worked well in other places are suitable for its adoption. Even if they appear suitable, the timing of major changes is often a critical consideration. Recommendations made in the foregoing chapters are designed for more or less immediate adoption by the University of Pennsylvania without material disruption. In my judgment they will add greatly to the strength

and effectiveness of the present governing structure. The problems which will face this University fifteen or twenty years hence will, of course, be vastly different from those of today. Given vitality and inspired leadership, further structural changes will come about through a process of natural evolution together with any stimulus which may be afforded from time to time by future surveys such as this.

I do not propose to restate explicitly the several recommendations of the report, thus removing them from context. But it may be helpful to summarize them in general terms. For the Board of Trustees as a whole, without immediate change in personnel or reduction in size, the recommendations look toward the gradual infusion of new blood and a lowering of average age through such devices as retirement for age, further limitation in tenure for Term and Alumni Trustees, and selection of new members from a younger age bracket. Furthermore, they provide for gradual improvement in composition through the inclusion of more non-alumni, more women, and more educational leaders of eminence, and for improvement in regular meetings of the Board and its committees through more comprehensive dockets provided in advance, more frequent presentation of basic policy issues, and limitations on non-member attendance.

For the Executive Board, recommendations provide for a material reduction in size, rotation in membership, the resumption of more frequent meetings, and increased emphasis on its advisory function. In the case of Trustee Committees, it is recommended that two be eliminated, that others be reduced in size, that rotation in membership be insured through strict limitation of tenure, and that subject matter for their meetings be materially improved through more attention to appraisal of current performance in relation to long-term objectives.

The academic Advisory Boards present a special problem since, despite the high calibre of their membership, they have generally failed to produce the benefits which were anticipated. Various recommendations designed to increase effectiveness are made, including improved leadership on the part of chairmen and liaison officers, regular and special reports to the President and the Board of Trustees, more intimate contact with members of the respective faculties, and possible adoption of the "visiting" function which has proven so successful elsewhere. Specific recommendations call for appointment of fewer Trustee members and tenure limitation for Associate Trustees. In the aggregate, the number of Trustee assignments to the Executive Board, standing Committees, and Advisory Boards would be reduced from 165 to about 80, or from a present average of four to about two per Trustee.

Of more fundamental importance, however, and applicable to all of the foregoing areas, are considerations which have to do with the basic philosophy of university government. Vesting of ultimate responsibility for government of educational institutions in the hands of laymen, from elementary and secondary public schools on through graduate and professional schools whether public or private, has been an historic and practically unique characteristic of our American system of democratic education. Under this system hundreds of thousands of private citizens without thought of personal gain have devoted enthusiasm and energy to the cause of education and the advancement of knowledge. The University of Pennsylvania has such a system in its Board of Trustees. Its history of more than two centuries clearly reflects the devotion and courage and distinguished leadership of certain of its Trustees, and on the present Board are many individuals to whom the University owes an everlasting debt of gratitude.

Nevertheless, I am convinced that this Board of Trustees can be revitalized and become a still more valuable resource in the life of the University. The challenge to the University as a whole is, in considerable measure, a direct challenge to its Trustees.

Changes in statutes and in procedures which lie largely or entirely in the hands of the Board of Trustees will do much, I believe, to further its effectiveness. But there are other needs, more difficult to define but perhaps of even greater significance. They have to do with such intangibles as relationships between the Board and each of its two partners—the Administration and the Faculty. Here, as I see it, the problem is chiefly one of communication.

If Trustees are to achieve a genuine sense of participation and constructive contribution, they must gain more understanding of what is going on currently and play a larger role in long-range planning and the shaping of objectives of the University. In part, this is a function of their own initiative. In larger measure it depends upon the enthusiasm with which the Administration takes Trustees into its confidence and shares with them its own philosophy and ideals along with those of its faculty associates.

As to relations between Board and Faculty, it is obvious that a spirit of mutual trust and confidence must go hand-in-hand with a wholesome respect of each group for the prerogatives of the other. I have undertaken to delineate functions in very broad terms but have purposely avoided any attempt to set down hard and fast rules of procedure. An ancient aphorism clearly applies here: "A sound tradition is better than any law." Improved understanding, which is clearly needed, requires improved two-way communication. Normal channels through the President can be made to function more adequately, and they may well be supple-

mented by such arrangements as larger participation of faculty members in the work of the several Advisory Boards and judicious use of Trustee-Faculty committees. With improved understanding and good-will on both sides, the bond between these two great partners can be materially strengthened to the benefit of the whole educational enterprise.

It remains to stress once more, even at the expense of repetition, the vital significance of the search for and recruitment of new Trustees to fill vacancies. The concluding paragraphs of Chapter III outline some of the basic characteristics which in my judgment should distinguish potential candidates and set forth an admonition that search for them should be recognized as a continuing responsibility, not only of the Board, but of all other members of the University family as well. Any worthy candidate is likely to be an individual of affairs who already bears large responsibilities. He will be greatly honored by an invitation to serve. But, together with some comprehension of what the job demands, he must be made keenly aware of the potentialities of this institution. He must be excited about the challenge to educational leadership now facing the University of Pennsylvania. He must be anxious to devote his wisdom and resources toward making certain that it meets that challenge.

To preserve the traditions that are worthy of preservation and at the same time with vision and courage to make the changes which problems of our present-day democracy require—these constitute the task of the Board of Trustees no less than of its educational and administrative associates. Surely there are few opportunities for public service more intriguing than that of helping to shape the future of an institution that is destined to train and inspire the youth of coming generations. Trusteeship in the University of Pennsylvania is a great and noble privilege.

Appendix A

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Appendix B

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