

## Internal Memorandum

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To: Board Leadership  
From: Elliot Mamet  
Cc: Caitlin Apigian  
Date: October 14, 2014  
Re: Ideas for Board Transparency

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It has come to my attention that a new student group, the Progressive Student Alliance, has submitted a proposal concerning Board transparency. That group advocates before the Board; as student trustee, my duty is as a fiduciary, to consider the long-term interests of the college. I therefore respectfully submit the following reflection on strengthening Board transparency.

In its Statement on Board Responsibility for Institutional Governance, the Association of Governing Boards of Universities and Colleges suggests “The governing board should manifest a commitment to accountability and transparency and should exemplify the behavior it expects of other participants in the governance process.”<sup>1</sup> Indeed, transparency is a hallmark of good governance: it builds confidence among college stakeholders, it holds decisions makers to account, and it signifies institutional strength.

In recent years, the Colorado College Board of Trustees has taken a number of steps to enhance transparency. An elected student trustee and young alumnus trustee serve on the Board. Local trustees have participated in informal dinners with students. Detailed plenary session minutes are posted online. Additionally, the Board took particular care to be accessible to students interested in endowment sustainability.

These Board efforts are laudable and have served to strengthen a robust approach to transparency. Calls to further increase transparency should be carefully considered in light of the sensitive nature of some Board discussions. Nevertheless, the Board should leverage opportunities to increase transparency where appropriate. As such, I respectfully submit a few ideas for improving Board transparency:

1. As I understand it, Board minutes are currently approved by the full Board at the next business meeting, e.g., minutes from the June retreat are approved by the full Board at the November business. This long delay understandably leaves the campus community without detailed and timely information of Board proceedings. The delay is perhaps avoidable if the Board approved minutes more promptly over email. American University, for example, has published a summary of Board proceedings within two weeks of a business meeting.<sup>2</sup>

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<sup>1</sup> “Statement on Board Responsibility for Institutional Governance,” *The Association of Governing Boards of Universities and Colleges*, Published 26 March 2010, Accessed 14 October 2014: <<http://agb.org/news/2010-03/statement-board-responsibility-institutional-governance>>.

<sup>2</sup> “Summary of September Board Retreat and Meeting,” *American University*, Published 24 September 2014, Accessed 14 October 2014: <<http://www.american.edu/trustees/upload/092414.pdf>>.

2. The Board, to my knowledge, does not currently publish a list of committees or SPTs, nor a roster of which trustees serve on each committee and SPT. Oberlin College releases a roster of trustees by committee membership as well as publishes a charter for each committee,<sup>3</sup> and Macalester releases short information on its Board committees.<sup>4</sup> Perhaps this information might be valuable to include on the Board website for interested constituents.
3. Moreover, on the internal PROWL site for trustees, no records exist of minutes for committees that have convened after November 2013. If all Board committees and SPTs keep regular minutes, which I assume they do, then those minutes should be easily accessible on PROWL for trustees to access. Additionally, perhaps the Board could post a version of those minutes online.
4. At the September Governance Committee meeting in Denver, we approved a statement of expectations for trustees. Bowdoin College publishes a similar document online; perhaps we might do the same.<sup>5</sup>
5. Finally, I am aware that the Progressive Student Alliance has submitted a proposal requesting open Board meetings. By way of precedent, at Colgate University, the Board of Trustees holds an annual open session, “held during each fall meeting to provide members of the university community with an opportunity to share perspectives on issues or opportunities for Colgate.”<sup>6</sup> Other universities, like Cornell, do in fact open up part of their Board meetings to the public.<sup>7</sup> No matter the approach, providing more formal Board engagement with campus constituents would increase the diversity of viewpoints before the Board and lead to more sound and informed long-term decisions.

Thanks very much in advance for your consider of these ideas.

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<sup>3</sup> “Committees and Charters,” *Oberlin College*, Accessed 14 October 2014: <http://new.oberlin.edu/office/general-counsel-and-secretary/trustees/committees.dot>.

<sup>4</sup> “Board of Trustees: Committees,” *Macalester College*, Accessed 14 October 2014: <https://www.macalester.edu/trustees/committees/>.

<sup>5</sup> “Statement of Trustee Roles & Responsibilities,” *Bowdoin College*, Accessed 14 October 2014: <http://www.bowdoin.edu/president/governance/roles-responsibilities.shtml>.

<sup>6</sup> “Message from the Chair,” *Colgate University*, Published October 2014, Accessed 14 October 2014, <http://www.colgate.edu/about/people-of-colgate/board-of-trustees/message-from-the-chair>.

<sup>7</sup> “Board of Trustees,” *Cornell University*, Accessed 14 October 2014: <https://trustees.cornell.edu>.