



## BOARD OF TRUSTEES

## MEMORANDUM

DATE: June 4, 2007  
TO: Board of Trustees  
FROM: Governance Committee  
RE: Governance Study

Because of the relatively small size of Dartmouth's Board and the active involvement of all its members in setting the direction of the College, it is critical to the future and well-being of the College that its Trustees individually and as a group possess the range of skills and experience needed to steward an institution of Dartmouth's scope and complexity in an increasingly competitive environment.

The Board is responsible for overseeing the financial, administrative, and academic affairs of the College including long-range strategic planning, overseeing academic quality of all the degree programs, assuring the excellence of the faculty and the quality of the student experience, approving operating and capital budgets, managing the endowment, leading fundraising efforts, setting tuition and fees, and approving major policy changes. The Board has fiduciary responsibility for a highly regulated, \$5 billion enterprise.

Along with the selection of the President of the College, one of the most important responsibilities of the Board is the selection of the members of the Board. Consistent with that responsibility, the Board has on several occasions over the past 50 years undertaken studies of the size, composition, and method of selection of members of the Board. This was last done comprehensively in 1990. At the 2003 meeting, based on a brief study, the Board resolved to expand gradually from 16 to 22 members. Since that time, numerous questions have been raised about whether the size, makeup, and selection process best allow the College to seize the opportunities before it and to address the challenges it faces, both now and in the future.

Concerns have also been expressed about whether the processes for nominating Alumni Trustees might be improved and whether there are alternatives that would better serve the interests of the College. The Alumni Trustee nomination process has recently taken on the characteristics of a partisan political campaign, becoming increasingly contentious, divisive, and costly for the participants. Alumni have also raised questions about the fairness of the multiple-candidate, approval-voting, and plurality-winner features of the process. We believe these issues must be addressed, lest many highly qualified alumni be dissuaded from seeking nomination.

To enable Dartmouth to maintain a position of strength and preeminence, we believe it is incumbent upon the Board to consider these matters periodically to assure that the Board will have the necessary blend of talents, backgrounds, and interests to enhance its overall effectiveness.

For these reasons, we believe it is timely once again to evaluate in a comprehensive manner the size and composition of the Board and the method of Trustee selection in order to ensure that Dartmouth has the optimal governing body going forward. The Governance Committee intends to undertake such a study and will bring its report and recommendations to the Board at the Minary retreat in September. In the course of its work, the Committee will gather information on the best practices followed by educational institutions and other non-profit organizations and solicit the views of trustees, emeritus trustees, alumni leaders, and others. Mindful that the Dartmouth alumni body is one of the great assets of the College, as part of our work the committee intends to consider ways in which communication between the Board and the alumni body can be expanded and improved and to explore opportunities for effective and consistent collaboration between the Board and alumni leadership.

The Committee is soliciting input for its evaluation, from alumni, students, faculty, staff, parents, and others, through this web form.