

To: David Stump, Chair, Board of Trustees, Avis Stewart, Interim President, Earlham College
From: Stefan Einarson, Stephen Gasteyer, Ian Jipp, Catherine Kemp, Loren Lybarger,
Chuck Yates

Re: Your Communications to the College Community, July 2018

Date: August 3, 2018

Dear David and Avis,

We have received your letter addressed to concerns in the community about the departure of Alan Price, the financial situation of the college, and the health of shared governance on campus, and your newsletter concerning the college's financial situation.

While it is clear that neither is intended as a response to the alumni petition expressing concerns about the same matters, we nonetheless here reassert those concerns as they are exacerbated, rather than ameliorated, by these communications. We continue to have grave concerns about (1) the untimely termination of President Alan Price and the process that produced that action; (2) the college's financial situation and solutions proposed in the 2015 Strategic Plan; and (3) the breakdown of shared governance at Earlham. We are especially worried that the college has undermined the kind of confidence in the institution and its operation that any prospective president would need to have in order to consider taking such a position.

We emphasize that while the views expressed in this letter and in the statement that accompanies it are inspired by the concerns expressed in the alumni petition on Change.org, now with more than 1400 signatures, and in the Concerned Earlham Community Facebook group, with more than 3600 members, these views belong solely to the individual signatories of this cover letter.

We note that the alumni petition demanding Alan's reinstatement does not ask for private or confidential details of his departure from the college, and we do not request them here. We fully expect that the Board, having declined to share those details with members of the current faculty, is also holding them confidential in relation to other members of the broader college community. However, given the financial crisis the Board has publicly declared for the college in conjunction with the news of Alan's departure, the larger institutional issues that precipitated this event should not be mysterious for faculty, students, or alumni. You have assured us that "the reasons contributing to Alan's resignation did not call into question his love for and loyalty to Earlham, or his moral character." We fully expect that the Board did not, after hiring Alan in a national search with open eyes and full knowledge of his credentials, qualifications, and experience, permit the vagaries of a learning curve during the first year to torpedo this relationship. We fully expect that when the Board hired Alan it took into consideration the existing administrative team and its strengths and weaknesses as they might, or might not, be a support to a new president during his first year. We fully expect that when the Board weighed the enormous costs of plunging the college into this kind of distress it did not permit ordinary minor issues incident to a new administration to cloud the question. Indeed, we have to assume, instead, that substantive disagreements about the way forward for the college lie behind Alan's premature departure—and call for a summary of those issues as they divided him from the Board to be shared with the

college community, because we are sure that those same issues currently divide nearly every constituency concerned with Earlham right now.

Those of us who love the Earlham we remember, who have come upon an unexpectedly profound grief at the prospect of its loss, who do not recognize the college in any aspect in the 2015 Strategic Plan, or in the way Alan was dismissed, or in the values conveyed by the words and the actions of some of the Board's supporters in the alumni community as well as those of administrators past and present—we believe that we owe it to the college we remember, and to each other, and to ourselves, to try and help the college recover itself. That is what motivates us to write to you today.

We expect that you and your fellow trustees, with whom we ask you to share the statement below along with this cover letter, will take our concerns seriously, in the spirit with which they are intended, and respond accordingly. The college, like every other venerable institution with a long history, is formed as much by its missteps as by its successes. We are very much hoping that a renewal of broader community investment and involvement in the college and its direction, by alumni, current and former faculty, current students, trustees, and administrative staff, will transform this unfortunate situation into an opportunity for us all to remember what Earlham is, and to get back to its traditional mission and ethos in a sustainable form for this time.

Sincerely,

Stefan Einarson, '82-'85, Union College '87
Stephen Gasteyer, '87
Ian Jipp, '87
Catherine Kemp, '87
Loren Lybarger, '86
Chuck Yates, Emeritus Professor of History

Cc: Tania Deng, Secretary, Board of Trustees; Lynn Thomas, Assistant to the President, Meg Streepy-Smith, Clerk of the Faculty, Tom Hamm, Recording Clerk.

RESPONSE TO STUMP AND STEWART

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I. Concerns about Alan Price's Tenure as President of the College

A. The Termination of Alan Price's Tenure as President

You have informed us that the decision to terminate Alan's tenure as president followed from discussions in two Executive Committee meetings, an in-person review of the relevant issues with Alan himself, a "mutual agreement" between the Executive Committee and Alan that it would be best if he would submit his resignation, Alan's submission of his resignation, a "consensus recommendation of the Executive Committee . . . presented to the full Board," a meeting of the full Board, and the acceptance by the full Board of the Executive Committee's recommendation in this matter. You have informed us, as we can see in the Board's bylaws c. October 2013 (linked on the Board's webpage), that the Executive Committee of the Board is composed of the Board's officers and chairs of the many standing committees also created in the bylaws (minus in this case, we suppose, the President). You have also informed us that the Executive Committee, under the bylaws, is empowered to act on behalf of the Board "under certain circumstances."

We recognize that the current bylaws of the Board of Trustees empower the Executive Committee to act on behalf of the college or the full Board in three kinds of circumstances, namely, when “*any official action taken by the Executive Committee on behalf of Earlham or the Board (a) is consistent with existing Board policies or prior delegations of authority to it, (b) is undertaken after notice to all trustees with no trustee objecting, or (c) is reasonably required in the judgment of the Board Chair and President to protect the best interests of Earlham from prejudice*” (Article IV, § 2). In addition, we note that the Executive Committee is empowered to act with a quorum of five (5) members (Article IV, § 15).

What your account of the process under which Alan’s tenure as president of the college was terminated does not tell us is the following:

1. We do not know how many members of the Executive Committee participated in the two meetings you mention, but under the requirements for a quorum it may be *as few as five*, or, if executed under IV.2(c), with the Board Chair alone (in this case not including the President) making a judgment about prejudice to the interests of the college, *as few as one*.
2. We do not know how many members of the Executive Committee participated in the “consensus recommendation” presented to the full Board, but it may be *as few as five*, or, if executed under IV.2(c), with the Board Chair alone (in this case not including the President) making a judgment about prejudice to the interests of the college, *as few as one*.
3. We do not know what question that “consensus recommendation” in fact presented to the full Board: was the full Board asked to *demand* Alan’s resignation? Or was it asked to *accept* his already-proffered resignation? Your letter seems to suggest the latter: you say that “the Board accepted the Executive Committee’s recommendation” and in the next sentence refer to “[t]he Board’s decision to accept Alan’s resignation.” This suggests that the full Board did not get to consider the question of the termination of Alan’s tenure as president, indeed may not have been aware that there was any question, before he submitted his resignation, and that the decision was instead presented to them by the Executive Committee, however constituted, as a *fait accompli*.

These questions persist because we cannot rule out the possibility that the decision to terminate Alan’s presidency was taken by *as few as five* members of the Executive Committee or, in the case of an action under IV.2(c), with the Board Chair¹ alone, *as few as one*, and only later communicated to the full Board. For any action under IV.2(a), a quorum of five trustees would be sufficient. Under IV.2(c) the “two Executive Committee meetings” that you refer to in your letter can, as a matter of law, under the Board’s current bylaws, have consisted *solely of the Board Chair* who “review[ed] the situation in detail with Alan, including each specific issue raised in the Executive Committee discussions.” The Executive Committee, in the person of the Board Chair, acting under IV.2(c), may have pursued the “mutual agreement . . . that the best course to follow was for [Alan] to submit his resignation,” where that resignation was subsequently presented to the full Board.

¹ Since the decision was taken in June, we assume that the Board Chair at the time was Deborah Hull.

While this picture of what may have happened to bring about Alan’s departure from the college is almost incredible, especially for a college founded in the tradition of shared governance of the Society of Friends, it is nonetheless fully contemplated in the current bylaws of the Board of Trustees, and is thus entirely legal. The detail in your letter about the membership of the Executive Committee² in IV.2 obscures for your readers the forms of action that are possible, and legitimate, under the full language of that provision. The onus is on the Board of Trustees—the full Board—to reassure the community that the “mutual agreement” that led to Alan’s resignation was not in fact the result of the efforts of the Chair of the Board alone, or merely the five people constituting a quorum under IV.15. One remedy here would be to **provide redacted sets of minutes for the two Executive Committee meetings and the full Board meeting** that show members present, questions presented, and actions taken, without any of the supporting detail of a confidential nature, for review by the faculty, the Alumni Council, among others.

Again, you have assured us that “the reasons contributing to Alan's resignation did not call into question his love for and loyalty to Earlham, or his moral character.” It seems to us implausible, then, that his dismissal from the college was so urgent that a full airing of the question by the full Board, in person, *before* he was asked to submit his resignation was so burdensome? time-consuming? that it outweighed the arguably greater costs of saddling the college with the spectacle of a premature and mysterious termination of its new president. In light of its damaging effect on the community and the college’s reputation, such a decision, if carried out by the Board Chair alone under IV.2(c), seems very hard to justify as an effort to “protect the best interests of Earlham from prejudice.”

B. Alan Price’s Appointment as President of the College

In addition to concerns about the way the Board has handled Alan’s dismissal from campus, we are deeply troubled by the way he was hired in the first place. We understand that it emerged in a meeting of the faculty in August of 2017 that as president of the college Alan received a one-year renewable contract, and that he was not appointed to a tenure-line position in an appropriate academic department. The “vast majority” of college presidents at peer institutions (however construed) are hired to three or five year contracts (Finkelstein & Wilde, 2017, <https://www.insidehighered.com/advice/2017/05/18/presidential-contracts-are-becoming-more-complex-and-corporate-essay>), and regularly occupy a tenured position on the faculty as well. Earlham presidents before Alan were hired to initial multi-year contracts, the most recent only seven years ago. In the meeting the faculty expressed concern about the term of Alan’s appointment. Why was Alan treated differently? Departure from this norm required forethought and explicit arrangement otherwise. This means that when the Board hired Alan it expressly reserved to itself the option of dismissing him after only a year on the job without having to fire him from a multi-year contract. This in turn means that when the Board, after spending manifestly scarce resources to conduct a national search for a new president and after selecting someone who uprooted his family to move west to take the position—someone whom college constituencies had spent a year getting to know and learning to work with—all the while imagined that it might wish to dismiss him a year later, with the attendant upheaval for the college and for Alan himself. In other words, when the Board hired Alan, it contemplated well

² You say ten; we count twelve in total, if one includes all officers except the president and all chairs of standing committees listed in the bylaws, except Investment, as provided for in IV.2.

in advance that he, and the college community, might have to go through what they are going through right now, and it actually planned for it. This by itself argues, at minimum, for either a recklessness, or a negligence, or an indifference that seriously jeopardizes the institutional credibility and thus the viability of this Board.

II. Concerns about the College's Financial Situation

You have informed us that “[t]he Board over the past several years has been very focused on improving the College's competitive position through such measures as the introduction of EPIC experiential learning, authorizing new faculty lines in subject areas most appealing to prospective students, building new facilities and renovating older ones.” The newsletter adds to this that the college “has been increasingly relying on its endowment as a tool to get it through tough times, both to fund deficits and in the form of 'supplementary draws' to fund special initiatives designed to increase revenue.” In addition, we have discovered that the admissions yield for the incoming class is considerably lower than anticipated, falling from 325 to 275, which, with an increased discount rate (from 74% to 78%) accounting for perhaps \$2M of the shortfall, but we cannot discover what emerged between March and June of this year to warrant the additional \$8M in cuts to the college's 2019-20 operating budget called for in outgoing Board Chair Deborah Hull's letter sent to the campus community in June. What has happened that precipitated this recent crisis, if it is indeed a crisis?

A. The College's Debt

Neither your letter nor the newsletter provides any detail about the college's debt or its costs. The faculty are aware of a looming balloon payment on some portion of the debt, although the Board is apparently unwilling to confirm this. We have discovered that the college is at minimum carrying one loan with a Huntington Bank in Columbus (OH), is paying \$46K annually to service all of its debt, and is paying \$2M on some kind of debt annually out of the unrestricted portion of the endowment (which, we assume, is part of the unacceptable draw-down of same). We reiterate our request for far more transparency—particularly given the urgency with which the board is driving the so-called Phase II cuts to academic programs, faculty positions, and faculty remuneration—regarding the history and status as well as the details of the college's debt. We have been given to understand that the college constructed new buildings without raising funds to pay for them, and may have financed one of those building projects in an unusually costly and possibly inappropriate way (Document included in faculty correspondence c. July 2018, henceforth “Faculty Document”). You say that “[t]he Board over the past several years has been very focused on improving the College's competitive position through such measures as the introduction of EPIC experiential learning, authorizing new faculty lines in subject areas most appealing to prospective students, building new facilities and renovating older ones.” The most significant of these ventures—new buildings and new faculty lines—appear to have been undertaken without the participation or approval of the faculty (Faculty Document). For this reason, we strongly condemn any plan of action that requires faculty, students, and academic programs to pay for administrative mistakes coming under the Board's oversight, either at its own initiative or that of previous administrations. Pursuing expensive alternatives to the college's traditional academic program—its one nationally known

strength—is *not* an appropriate prelude to declaring financial exigency. We fully expect that the Board will provide fully transparent detail to the college community on the nature and history of the current debt before making such a declaration.

B. The Endowment

The newsletter of July 24th attributes the urgency of the newly-declared \$8M cuts in part to an unsustainable pattern of drawing on the unrestricted portion of the endowment to meet deficits in annual operating budgets. We are told that while as of March 2018 the total endowment was valued at \$438M, the unrestricted portion was valued in June at only \$150M. In addition to concerns about undesirable and unwise debt accumulation, we are worried about the relative size of the unrestricted portion of the endowment. In particular, we are concerned that the college has made cultivation of donors interested in restricted giving a priority at the expense of maintaining, and growing unrestricted funds, especially where those gifts are permanently restricted. (If there are temporarily restricted funds that will enter the unrestricted portion of the endowment in the future, we ask that those amounts and the conditions and/or dates of their release be shared with college constituencies.) Large restricted gifts, like the largest of those pursued by the office of institutional advancement in the last few years, can have an out-sized influence on the college’s mission and self-determination in cultivation of its traditional strengths. We may see, for example, the termination of tenured faculty in traditional academic departments while fixed-term or contingent faculty hired under new initiatives whose salaries are paid out of a restricted gift keep their jobs. This effectively transforms college priorities on the basis of individual donor interest or judgment, wherever that may land. Fiscal austerity may indeed at times argue for cuts in staff and programs, or, as the newsletter puts it, for contemplating, albeit “painfully,” “[s]aying goodbye to members of our community who have served our students.” However, to pursue a pattern of fundraising that permits such determinations to be driven by the contingencies of which programs happened to take the fancy of particular donors and which did not is academically unsound, especially where such emphases fly in the face of the findings—data-driven!—of studies produced by consulting firms for the college (Faculty Document). That such preferences can be rationalized with selective sampling from studies and data that support their objectives does not by itself constitute an argument for those objectives, without consideration of the existing college mission, its traditional strengths, its historical context, and its unique potential to pursue and deploy these in this century. The relevant “reasonable measure of performance,” as you put it, for college’s fiscal health would be to see no call for cuts to tenure-line faculty or to their remuneration. The damage to Earlham’s reputation with prospective students and their parents as well as prospective faculty and the broader academic world, not to mention the damage to morale on campus, that has been caused by the Board’s simultaneous publication of Alan’s abrupt departure and of the board’s abrupt declaration of a financial emergency is nothing compared to the effect on all these constituencies of the news that the college is cutting tenure-line faculty.

C. The 2015 Strategic Plan

Both the Hull letter of June and the newsletter tout the 2015 Strategic Plan as part of the college’s response to its financial difficulties. Hull credits the plan with leading to “the formulation and implementation of EPIC [and] the construction and renovation of a number of

campus buildings.” While the building campaign contributed significantly to the college’s debt (Faculty Document; screenshot of anonymous faculty statement shared in comment thread under post by the official Earlham College Alumni Facebook page), EPIC, which is funded by a large restricted gift, appears to have had an out-sized influence on the college’s self-determination and self-understanding. The strategic plan, with its six “pillars,” makes only passing mention, and that dismissively (as an “image” that needs “bolstering”) and even pejoratively (the curriculum appeals to generalists who lack motivation to declare a major program, it is “cluttered,” and it relies on “smoke and mirrors” language to cover disciplinary areas), of the value or the maintenance of Earlham’s long-standing claim to a stellar academic reputation: the rigor of its traditional liberal arts program, the extraordinary quality of its teaching faculty, and the highly unusual proportion of students who go on to graduate or professional schools and in particular who earn Ph.D.s. (“Earlham is ranked 29th (98th percentile) among 1,533 U.S. institutions of higher learning in the percentage of graduates who go on to receive Ph.D.s.” *Wikipedia*, “Earlham College”). Earlham alumni arriving in graduate programs, accustomed to having people say “where?” when they name their alma mater, invariably find that graduate faculty know Earlham’s name, and they know it because of the unusual strength and quality of their academic training, regardless of major program or discipline. In addition, the strategic plan dismisses out of hand, on the basis of what appears to be some difficulty with the perceptibility by some people of the value of an Earlham education, the traditional curricular and environmental strengths of the college that have for so long given it its reputation *among academics*. In all the talk of marketing Earlham to prospective students and their parents, there is no mention of Earlham’s *actual* academic reputation.

In its place, the strategic plan sets out what is in effect an entirely new institution, organized around what becomes the EPIC program, now the substance of “Pillar 1,” which is explicitly intended to be the new “heart” of the college. “Pillar 2” specifically calls for cutting traditional academic programs and the faculty that teach in them so that resources can be reallocated to programs developed under “Pillar 1.” That mandate flies in the face of the recommendation of the consulting firms Art and Science Group (November 2010) and AXIOM (April 2015) to make the college’s traditional academic strength the centerpiece of its marketing campaign (Faculty Document). The cuts called for in the suddenly-urgent additional \$8M reduction were in fact contemplated in the 2015 Strategic Plan as part of the much-desired and well-funded implementation, through restricted gift, of the EPIC program by the Board and by former President Dawson and his administration. One rationale under “Pillar #2” states that “[g]iven Earlham’s current financial circumstance, and the time required for many proposals to work their way into the market, it is imperative that a large portion of the resources for new and more productive initiatives (programs, faculty lines, etc.) come from the redeployment of those resources from less productive activities.” Under this head the following two initiatives are listed: “Build a consolidated 5-year picture of faculty line availability based on retirements, department reorganizations (Strategy #2 above), and program terminations (Strategy #1 above)” and “Work with appropriate faculty committees to develop and execute against a 5-year roadmap for reallocating those available faculty lines to areas of greatest opportunity and/or need for Earlham (see Pillar #3).”

In other words, the 2015 Strategic Plan is not properly understood as a response to the college’s current financial crisis, if crisis indeed it is, but instead as the driving force behind the cuts that are now being rationalized as necessary under the crisis. Whether Alan understood this when he

took the job as president of the college, we may never know. But if in the end he was unwilling to carry out that part of the plan, and that difference with the board lies behind his departure from the college, the question of whether Alan or the Board was right about this depends on where the college's constituencies under its traditional governance come down on the same question. If the 2015 Strategic Plan is a realization of a sense of the meeting (of faculty, administration, Board, alumni, and students), then any resistance to its implementation would likely have been wrong-headed. But if the Plan itself was imposed on those constituencies by a far smaller number of people—administrators past and present, Board committees, large donors, a handful of supportive members of the faculty—then resistance to it was, and is, appropriate.

III. Concerns about Traditional Governance at the College

You have informed us that “[t]he governance process of the Board is robust with every trustee acting conscientiously in helping to guide the College's strategies to deal with its current challenges,” and that “[t]he process being used [to select a new president] is quite consistent with the precepts of shared governance and involves leadership by administrative officers and faculty, as well as by the Board and Avis Stewart '74, who is serving as interim president.” The newsletter states that the ad hoc committee charged with making the current (and growing) cuts “is in close discussions with” and will “connect” its work with the standing faculty committees (FAC and CPC). The newsletter also promises, in a commitment we applaud on its face, that “[a]ny specific proposals for laying down academic programs or eliminating faculty positions will be created through the College's existing governance process, led by the appropriate faculty committees (FAC and CPC), as required by the Faculty Handbook.”

A. Breakdown of Traditional Governance

1. General Breakdown

We have found, however, that shared governance at the college has all but completely evaporated in the last several years. The faculty has been subject to a succession of unilateral demands to revamp the curriculum, a situation so chaotic that one recent graduating class, the Class of 2016, had four distinct sets of general education requirements, one for each year (Faculty Document). The drain on faculty time and attention, and the incoherence that such demands impose on both the curriculum and the college's self-determination, are signs that the previous administration, under the Board's oversight, was profligate with the college's resources in more ways than one. The disdain with which the 2015 Strategic Plan views the curriculum makes no allowance for the effects of such egregious mismanagement over so many years. Similar accounts of recklessness, indifference, and negligent management in an increasingly top-down administration under the former president and the current Board paint a picture of what can only be described as entire breakdowns in the areas of Student Life, Admissions, and the physical plant. Several years of this kind of administration, overseen by this Board and especially its long-serving members, topped now by Alan's abrupt departure and the call for additional cuts have also sent morale on campus and off into the ground.

2. The Case of the 2015 Strategic Plan

Resort to the 2015 Strategic Plan is no solution, as we have already suggested. If the plan had been developed and approved by the faculty, it would have some claim to be a statement by the college, under its traditional model of shared governance, in pursuit of its mission. The newsletter, however, is careful to note that the strategic plan was approved by the Board without mentioning the faculty, and we have found that in fact the plan, in a succession of forms, was discussed but *never approved by the faculty* (Faculty Meeting agenda and minutes, April and May 2015; Academic Division Reports 2015-2016 including in Board Books (public record); Faculty Document). The Board, perhaps at the behest of a subset of trustees, along with a handful of members of the Dawson administration (Memo to faculty, Sena Landey, April 2016; Memo to faculty, Greg Mahler, May 2015; Memo to faculty, David Dawson, September 2015), instead unilaterally imposed the 2015 Strategic Plan on the college. The faculty protested at the time a subsequent claim that the plan had in fact been approved by the faculty, and compared it to the unilateral Board action, around the same time, in creating 13 fixed-term staff lines as part of the plan to cut existing tenure-line faculty, without consulting the faculty as a whole (Academic Division Reports; Faculty Correspondence, April 2016).

B. The Emergence of Top-Down Governance

This pattern of top-down, unilateral action, in which a decision is made and then “shared” as news with the faculty, or other deliberative constituency, which may or may not have had a chance to consider it, is so common on campus in recent years that the students apparently have a name for it: “reverse-consensus.” It has not escaped us that the emerging picture of internal Board deliberations appear to follow this model closely, with a subset of trustees appearing to decide on the action and then presenting it to the full Board as an item to sign off on, rather than as a question. Those of us in the alumni community who remember the long hall meetings to establish quiet hours at the beginning of the year, and the community meetings over controversial issues, as well as the patience and dedication of the faculty in governing themselves by consensus in faculty meeting, can well appreciate how much Earlham’s traditional governance has deteriorated on campus when both faculty and students are thus intensely aware of its absence. Chuck Yates, Emeritus Professor of History who retired from the college in 2014, shared with us this synopsis of the decline:

[W]hat became most clear, most quickly, and what I think bothered me most, was that in the eyes of senior administrators, the era of faculty governance and faculty control of the curriculum was over as of the time [a group of administrators under President Dawson] was fully formed, and from thenceforth EC would be a place of top down governance, where faculty and student voices would be listened to, certainly, but not necessarily heard or taken seriously unless they happened to conform to senior executive thinking. There was a clear and pervasive tone of “we know what’s best; go on about your business and let us go on about ours.” From that point, my sense was that the faculty divided sharply between those eager or willing to accept the new order, if not to participate in it and perhaps benefit from it, and those for whom the new order was anywhere from wrong-headed and possibly risky to downright anathema and abomination. Nothing bothered me quite so much as the arrogant condescension and contempt which those on top showed to those below them, and about which they made no secret. EC morphed from a learning community into a sort of industrial workplace where management made all decisions and took all actions and labor did as told, promptly when told, but was not at liberty to organize in either its own interests, or those of its constituents, the students, or those of the institution, its history, and its traditions.

Those of us participating in the conversation among alumni, students, and parents in the Concerned Earlham Community group can attest that the current community is just as sharply divided, at least in discussion. We also have ample evidence of the disdain and contempt—instead of simple disagreement—for those of us distressed at Alan’s departure, grieved over the loss of traditional governance, critical of both the process behind and the substance of the 2015 Strategic Plan, and above all distrustful of the current Board, in the words and actions of some of the Board’s supporters in the group. As we write, it is rumored that the Board, having communicated with alumni through your letter and the newsletter, is “done talking” and that people officially affiliated with the college view the CEC Facebook group as an outlier in the broader community response to Alan’s termination. This recent experience has confirmed in us as nothing else the sense that the loss of shared governance and indeed of the entire ethos of the college as an historical foundation of the Society of Friends is nearly complete.

C. Recovering Traditional Governance

Recovery would require significant change to several elements of current college organization. We call on sympathetic trustees, members of the faculty, alumni, and current students, where appropriate, to try, at least, to start the process to make some of these changes.

1. Bylaws of the Board of Trustees

First, the current bylaws of the Board create a continuous arrogation of power from the full Board to the Executive Committee, which can, as we have already noted, act with a quorum of five, or, in certain circumstances, with the Board Chair and the President alone. The concern here lies with the language of Article IV, section 2, under which the Executive Committee is empowered to act on behalf of the full Board, which we reprise here.

- a. Sub-section (a) says that an action would need only be “*consistent with existing Board policies or prior delegations of authority to it.*” If we suppose that “prior delegation” means at the very least any one case in which the Executive Committee consulted the full Board and the full Board signed off on the Executive Committee’s action on its behalf (under IV.2(b) if between meetings with all consulted and no trustee objecting, otherwise in a meeting), trustees signing off on such a thing would be thinking about the particular circumstances of that case, and the “delegation of authority” would be intended for that case. But IV.2(a) says that mere consistency “with prior delegations of authority” is sufficient to empower the Executive Committee to hold that power in general in perpetuity, pre-empting the between-meeting constraint of IV.2(b) for every kind of action any full Board has ever delegated *once* to the Committee. The language of IV.2(a) actively and continuously shifts power from the full Board, which meets only a few times a year, to the Executive Committee indefinitely into the future.
- b. Sub-section (b) says that the Executive Committee can take an action on behalf of the full Board if it presents that action beforehand to every trustee and no trustee objects. This provision would, if followed, ensure some review *in advance* by the full Board of any Executive Committee action taking place between meetings.

- c. Under sub-section (c) the Executive Committee can act where such an action “*is reasonably required in the judgment of the Board Chair and President to protect the best interests of Earlham from prejudice,*” a very broad franchise, which in the case of decisions concerning the tenure of the President, can be made by the Board Chair alone. Except in true emergencies, a grant of power like this is entirely inappropriate in the context of shared governance, and the language of such a provision should restrict its use to such emergencies. In addition, without language providing for its inapplicability in cases involving the tenure of the President, this sub-section gives the person of the Board Chair unqualified power to make decisions carrying the full legal authority of the full Board concerning the tenure of the college’s President.

Combined with the continuous arrogation of power by the previous administration under David Dawson, the Board’s current bylaws produce a college run not by the faculty, some of whom also serve as provost, academic dean, etc., but instead by a handful people, at times perhaps only one person, who may have neither academic credential or familiarity, or sympathy, with shared governance. This is why we call for significant overhaul of the Board's bylaws as well as of the Faculty Handbook and any other policy document shifting power of decision and action away from the faculty to the administration and the Board and its Executive Committee. **At minimum in the near-term we call for an immediate suspension of sub-sections (a) and (c) of Article IV, section 2.**

2. Making Decisions to Cut Faculty Lines and Academic Programs

Second, in applauding the newsletter’s apparent commitment to undertake cuts to faculty positions under the process called for in the Faculty Handbook, we would note two concerns:

- a. As we have already observed, the necessity for such cuts is not well-established, and has not escaped the appearance of being simply an item on the (selectively rationalized) wish list of a strategic plan imposed on the college by a handful of powerful administrative and Board officers, trustees, and donors.
- b. In dumping the entire responsibility for addressing the ostensibly urgent budget shortfall on the faculty, the Board and the administration are tacitly refusing to take responsibility for the college’s financial situation, which, given the collapse of shared governance in the last several years, lies squarely at their door.

IV. Conclusion and Call to the College Community

All of this is not to say that many people affiliated with the college do not support the Board in its actions this year and for the past several years. We make no claim here to represent the entirety of any constituency, though we believe that there is a large body of alumni as well as many current and emeritus members of the faculty and current students who share our concerns. We know that there are alumni who support the direction the Board is trying to take the college. Many others are simply hoping that the Board knows what it is doing, that the college as they knew it is in good hands, and that the signs to the contrary are not as grave as some of us have

insisted they are. We have heard that “[o]ne long-time faculty member has said that he feels as though Earlham is ‘about to cause the biggest self-inflicted wound in its history,’” and that members of the current faculty “still feel that the [Board of Trustees] does NOT know the damage they are doing.” We wondered about that ourselves, especially when we discovered that in the wake of Alan’s departure the Board has taken up a course of reading that includes a text with the title *How to Run a College* (Mitchell & King, Baltimore, 2018), that apparently charts a course for conventional college leadership to get from traditional residential colleges to something more easily marketable and, in their view, financially sustainable. We would recommend balancing this item in the Board’s bibliography with a Pendle Hill pamphlet entitled *Quaker Money* written by banker and financier S. Francis Nicholson, Class of 1921, who issues this warning in 1990:

There is a deep concern within Friends meetings and within school committees that the unique aspects of a Quaker education be recognized and maintained. They want attention not only to academic standards but to attitudes of teachers and students that reflect the worthwhile living values inherent in Friends’ testimonies. Simplicity of life style is one of these values. Schools should try to restrain the rise in expenses and tuition costs that tend to concentrate enrollment in high- income families. School committees are tempted to make constant comparisons with other independent schools. Comparisons are not wrong, but I am fearful of their having too much overt or subtle influence on decisions that may shape the course of Friends’ education (*Quaker Money*, Pendle Hill Pamphlet 290, Wallingford, 1990).

Obviously friends of the college will disagree about how best to respond to these challenges. But an effort that *begins* by walking away from a whole host of values associated with the Society of Friends—simplicity itself (often at a discount in the 2015 Strategic Plan), shared governance, careful and responsible stewardship of institutional and community resources among them—and clears its own path by cutting away traditional academic programs, tenure-line faculty, and much of the historically accumulated sub-culture that thrives, however burdensomely and unattractively, on campus—such an effort, even though it is already underway, needs a hard look from all of us in the Earlham community before we let it go without comment, or question, or criticism.

We call on members of the Board of Trustees, the Alumni Council, current and emeritus faculty, alumni, and current students to look again, to look for the first time, at the 2015 Strategic Plan (available in summary here: <http://earlham.edu/strategic-plan/>) and to reconsider its imposition on the college.