Report of the WPI Bylaws & Governance Working Group
(Endorsed by the Faculty on May 2, 2019)
(Endorsed by the Board of Trustees on May 10, 2019)

Introduction

The WPI Bylaws & Governance Working Group (BGWG) was formally established in December 2018 to provide a mechanism for faculty, administration, and trustees to consult on WPI's pending bylaws (approved by the board on November 2, 2018), and to make recommendations to enable more effective collaboration and increase trust between faculty, administration and trustees in the future.

This report contains the consensus recommendations of the BGWG, reached after significant discussion and deliberation. The intent is for this document, including recommendations for amending the pending bylaws, as well as additional recommendations, to be presented to the faculty for their endorsement ahead of Board action that will take place at the May, 2019 Board meeting, consistent with the agreement documented in the final (12/7/18) Working Group Charter.

The discussions of the BGWG revealed that while occasionally the views of trustees, administrators, and faculty members about what best serves WPI may differ, all approach their work with respect for one another. In addition, while the impact of actions may not always be as anticipated, actions taken emerge from positive intent to make WPI a better University in service to our students and to the communities in which we work.

In order to share our perspectives and understand our differences, we need to increase opportunities for communication between faculty, administration and trustees. Such occasions are critical to building the relationships, trust, and bridges that are essential as we all collectively work to share stewardship of WPI, and to establish a stronger foundation for effective collaboration.   All faculty members, administrators, and trustees should embrace these opportunities regardless of whether the interactions are formal or informal, and whether they occur in large or small groups.

When misunderstandings and frustrations have occurred, oftentimes they have been caused by a lack of clarity and agreement on what would constitute appropriate consultation, collaboration, timelines, and decision-making processes on an issue. Working together to provide clear agreements on consultation and collaboration mechanisms for important decisions should take place early, so that progress can be made in the context of mutual understanding of process and within agreed upon timelines. Doing so should allow all constituencies to focus on their core responsibilities on behalf of the institution, and should enable each to contribute their time and expertise most effectively on behalf of WPI.

Recommended Updates to the Pending Bylaws

One of the main activities of the BGWG was to consult with faculty members on matters in the pending WPI bylaws that impact the academic enterprise. Each area of concern was discussed among the BGWG, and consensus recommendations for modifying the bylaws are included below. Proposed changes to the pending bylaws that respond to the BGWG recommendations are provided separately as a redlined document. The BGWG endorses these changes.

Specific faculty concerns raised in the BGWG Charter about the pending bylaws and their disposition are summarized in the table below.

CONCERN RAISED IN BGWG CHARTER	RECOMMENDED ACTION
Authority to override the Faculty Handbook	Remove
Academic freedom placed in the Bylaws and within the framework of "society's norms"	Remove
Board's interpretation "controls" any ambiguities in the Bylaws	Remove
President and Provost written in as ex officio members of all Faculty committees	Remove
Provost "creates, reviews, and approves academic policies."	Remove
Global School established without faculty approval	Global School will be added to the academic structure after faculty endorsement and Board approval.
Inclusion in the bylaws of academic matters: • *Provost and Deans;* • *Faculty;* • *Academic Freedom*	• Minor rewrites in sections on Provost and Deans; • Substantially rewrite section on the faculty; • Remove section on academic freedom

During the BGWG, additional concerns about the bylaws were also discussed. These include language about the role of the President and the principles of effective collaboration. Both of these discussions resulted in additional recommended updates to the pending bylaws.

ADDITIONAL CONCERN RAISED	RECOMMENDED ACTION
The statement in the pending bylaws on Effective Collaboration is unfocused. While the first half of the statement describes the principles, the second half goes beyond and specifies roles and responsibilities of different constituencies.	Remove the language dealing with roles and responsibilities and rewrite slightly
The language in the description of President's roles and responsibilities is unnecessarily specific	Minor rewrite and addition of AAUP language

Additional Recommendations for Action

As a result of the BGWG discussions, additional recommendations for improving the shared stewardship of WPI via collaboration between faculty, administration and trustees have emerged. In some cases, these additional recommendations came directly from a discussion of

the pending bylaws, and in others they address issues of high concern to one or more of the constituent groups that, left unaddressed, stand in the way of effective collaboration. Addressing these issues is considered as important as modifying the pending bylaws. In most cases the BGWG is not suggesting a specific solution to the issue, but rather the mechanism and timeline for a solution to be found after the work of the BGWG has concluded.

Ongoing Improved Communication and Collaboration Mechanisms
One significant outcome of the BGWG deliberations was in recognizing the need for an ongoing coordination mechanism to build on the foundational work of the BGWG. The resulting increase in communication, collaboration, and coordination between faculty, administration and trustees should enable vital building of trust, provide a forum to raise and address critical issues, and enable agreement on realistic approaches and timetables for action on those issues. Such a mechanism will allow both strategic and operational matters to be considered early and regularly, and will result in deeper understanding of issues from all the perspectives of all constituencies, and better decision-making.

To this end, the BGWG recommends the formation of a Joint Coordinating Council (JCC). The JCC would include the President (Chair), Provost, Secretary of the Faculty, Chair of the Faculty Committee on Governance (COG), and a full-time non-tenure track (NTT) faculty member and one member of the Board of Trustees. The NTT faculty member would be selected by their peers. The Trustee would be appointed by the Board Chair, with the understanding that they would not need to attend every meeting. The JCC would meet at least monthly during the academic year. The JCC would report to the faculty regularly through the Secretary of the Faculty and to the full Board of Trustees at least annually, either at a plenary session, in the Nominating & Governance Committee, or in the Meeting of the Corporation. Operational procedures for the JCC would be established in their early meetings, which would begin in the summer of 2019.

Ultimately, the JCC is intended to assist the President in fulfilling their key role as facilitator of collaboration and communication between the Board, administration, and faculty. This role is well captured in the following section from the American Association of University Professors *Statement on Government of Colleges and Universities:*

> *"It is the duty of the president to see to it that the standards and procedures in operational use within the college or university conform to the policy established by the governing board and to the standards of sound academic practice. It is also incumbent on the president to ensure that faculty views, including dissenting views, are presented to the board in those areas and on those issues where responsibilities are shared. Similarly, the faculty should be informed of the views of the board and the administration on like issues."*

In addition to establishing this new formal coordination mechanism, the BGWG recommends that the President take full advantage of existing structures within faculty governance to advance coordination and collaboration between faculty and administration. These include regular attendance at monthly faculty governance Committee Chairs meetings whenever possible to interact and exchange ideas on matters of campus-wide concern, and the codified invitation in

the Faculty Handbook to attend meetings of the Committee on Governance (or any other governance committee) conducting business of relevance to the President's direct interests or concerns.

Finally, the BGWG recommends that the President work to facilitate more numerous opportunities for interaction and increased understanding between faculty, administration, and board members. These could include but are not limited to: plenary sessions at Board of Trustees' meetings, informal small group or one-on-one interactions between faculty and board members on issues of interest, and opportunities to provide insights into the work of the Board of Trustees with the WPI community through more varied and frequent electronic communication.

Process for future updates to bylaws that impact the academic enterprise
The Board of Trustees realizes that making bylaws changes that could have an impact on the academic enterprise without consultation was a negative shock to the WPI faculty community. The Board does *not* anticipate frequent or significant additional changes in the bylaws that impact the academic enterprise once the version of the bylaws derived from the BGWG recommendations are passed by the Board of Trustees in May, 2019. However, whenever such changes are contemplated, the process by which future updates are made will include consultation with faculty and administration, initiated through the JCC and with enough time to allow considered input to be provided before the changes are finalized. In addition, when possible proposed changes will be posted for at least a four-week comment period ahead of Board ratification of the changes. The Board of Trustees will provide responses to any submitted comments.

Role of Deans in the Appointment/Evaluation of Department Heads
The Deans and the faculty have important roles to play in such critical academic processes as formulating recommendations for tenure and promotion, and in appointing and evaluating Department Heads. While the role of Deans in the tenure and promotion processes is included in the Faculty Handbook, the appropriate roles for Deans in the appointment and evaluation of Department Heads are not currently well defined. The Provost will bring to the JCC for discussion a proposal for the role of the Deans in this area, and a formal proposal for updating the faculty handbook to reflect this updated role will be brought before the voting faculty through the Committee on Appointments and Promotions and the Committee on Governance. This process will be completed during the 2019-20 academic year.

Long-Term Commitments to and Greater Inclusion of NTT Faculty Members
The BGWG supports the increased recent focus on the rights of and WPI's commitments to our NTT faculty members, who are essential and highly valued members of the WPI community. Specifically, the BGWG supports the ongoing work of the "NTT Task Force" launched by the Secretary of the Faculty early this academic year. Options for providing NTT faculty members with longer-term commitments from the University, and an examination of the rights and representation of the NTT faculty through faculty governance are both critical subjects that the Task Force is considering. A framework for any recommendations that emerge from the Task

Force work will be shared with the JCC early, so administration, faculty governance, and trustees can work towards alignment on this complex and important topic. This framework should be completed in the coming months, with actionable recommendations, including any updates to administrative processes and changes to the Faculty Handbook, being implemented during the 2019-20 academic year.

Mechanism for Ensuring Required Board Approval of Certain Sections of the Faculty Handbook
By existing practice, changes to the Faculty Constitution and University-wide policies appearing in the Faculty Handbook require approval by the Board of Trustees. Once approved by the faculty, changes that require Board approval will take effect after they are endorsed by the Board, which would typically occur at its next meeting. The Secretary of the Faculty will coordinate with the Provost and the Secretary of the Corporation to ensure that the needed updates are brought to the Board through the appropriate board committee (normally Nominating & Governance or Academic Planning).

Addition of More Academic Expertise to the Board of Trustees
The Board of Trustees has a responsibility to bring together the diverse expertise required to oversee the University. Although some academic expertise and experience already exists on the Board, and faculty appointees to board committees provide critical perspectives, the addition of more trustees with deep academic experience would be beneficial. The Board will commit to adding at least two such members over the next two years.

Revisit Approach for Faculty Appointees on Board Committees
To address the unintended impact of recent changes made by the Board to the process by which faculty members are selected to serve on board committees and to their roles and terms of appointment on those committees, the Board Chair, the President, and the Secretary of the Faculty will work together on modifications to the approach. Updates will be brought before the Trustee's Executive Committee for approval by the beginning of the 2019-20 academic year, in time to select the next set of faculty appointees using the revised approach.

Revisit Approach to Ensure Worthwhile Faculty Review of Administrators
The JCC will discuss changes to the current approach to faculty review of administrators to ensure that the process of obtaining feedback from faculty members on administrator performance provides valuable, actionable input. The Secretary of the Faculty will develop a proposal to update the process based on the JCC discussions and COG input, and the voting faculty will consider any changes needed to the Faculty Handbook through appropriate motions endorsed by COG by February, 2020.

Support for Time and Training of Faculty Governance Leaders
Effective governance requires investment in the leaders who take on critical responsibilities in our system of shared governance. The Secretary of the Faculty (with input from faculty members who are or have been active in faculty governance) and the Provost will examine benchmark data from peer institutions and make a recommendation to the President about compensation or other support for key governance leaders, and will create a plan for the professional

development of faculty governance leaders. The President commits to reviewing this plan when it is complete, and to providing a reasonable new investment in support of WPI faculty governance leaders.

Regular Assessment of the State of Governance at WPI
Regular assessment of the state of governance at WPI is aligned with good practice and contributes to the health of this critical part of our work. Both the Board of Trustees and faculty governance commit to evaluating the health of their governance processes and activities through surveys or other means that assess effectiveness and identify opportunities for improvement. The President, in consultation with the JCC, will investigate methods for regularly assessing the health of shared governance. The President will ensure that such an assessment is performed at least every three years, and that the overall results and any follow-on actions are shared with the entire campus community. The plan for regularly assessing shared governance at WPI will be completed by December, 2019.

Concluding Statement

The BGWG members are unified in their support for the aspirations of more effective sharing of effort, stewardship, and governance in support of WPI. Significant progress will be made by implementing the recommendations in this report.

WPI has great opportunities ahead. By embracing the potential of more significant collaboration in support of institutional goals, WPI can grow our reach and impact as a distinctive, project-based, STEM university focused on purpose-driven education and research.

Respectfully submitted by the Bylaws & Governance Working Group

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