

April 17, 1969

To: Mrs. Charles, Mr. Gardner, Other Members  
of The University Advisory Committee

From: Roulette W. Smith

Subject: University Governance

Mrs. Charles and Gentlemen:

The recent action by the Board of Trustees to establish a committee headed by John Gardner to examine and make recommendations concerning the structure, composition, and function of the Board is to be welcomed. Too, the President and other members of the University Advisory Committee (UAC) are to be commended for their assigning the matter of university governance to a high priority on the agenda of their next meeting. It is because of this sense of urgency that I present the following (rather concise) views on the matter.

It is hoped that they will not be labeled (in the two obvious senses of the word) "minority" views.

Too, I must request that no "unimpeachable" informant release my comments to any other person to whom this letter is not addressed. I feel that I am the best authority to interpret and quote my own views.

Sincerely,

Roulette Smith

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April 17, 1969

## STANFORD UNIVERSITY GOVERNANCE:

### Introduction:

The current SRI confrontation along with several other somewhat similar confrontations have raised serious questions concerning the advisability and practicability of the present structure and composition of the Stanford University Board of Trustees. During my eight years at Stanford there have been problems concerning:

- a) liquor policies (on and off campus);
- b) in loco parentis policy;
- c) minority student and other admissions;
- d) policies concerning recruiters invited to the campus;
- e) police jurisdiction;
- f) definitions and domains of responsibility of a student-faculty judiciary;
- g) university governance (perennially)
- h) trustee conflict of interests;
- i) graduate student income and housing;
- j) SRI -- its policies, relationship and potential
- k) teaching versus research professorships.

All of these subjects have aroused major concerns by the students. (This is not to suggest that each of these matters has required any specific actions by the Board. Rather, these problems have been and are of a sufficiently serious nature that more, and certainly an informed, analysis would be in order). The problem has been, though, to my way of seeing it, that these and other concerns could not be resolved without a confrontation of sorts. The confrontations serve as tests of the efficacies of the alternative solutions. Hence, the more massive the confrontation, the more likely the demanded responses are acceded to. Why should it be this way?

The point of my discussion will be to argue that the same progress can be arrived at without what I term the "confrontation." In fact, it is my premise that more progress would be made under the proposed system. It should be clear, though, particularly to those who are of "conservative" leanings, that progress is not necessarily synonymous with change. To the contrary, it may result in a more enlightened and informed academic community.

In order to expedite this exposition I shall briefly list some of the more obvious, and perhaps less controversial, proposals. I shall then try to provide, very briefly, the motivation for these ideas.

#### The Proposals:

1. The Board should consist of not less than 40 individuals concerned about the governance of the university.
2. At least 10 of the trustees should have specific university affiliated constituencies. These ten shall represent, at least:
  - a) The student body (2 members);
  - b) The faculty (2 members);
  - c) The alumni (2 members);
  - d) The staff (2 members);
  - e) Non-staff university community which consists of lessees of university property but not having university affiliation (2 members).

These "constituency trustees" shall have four-year terms with no possibility for renewal within these categories. The term for each constituency would overlap by two years.

3. Each university affiliate such as ~~as~~ and including SRI shall have four trustee-directors with 10 year, non-renewable, terms. (Obviously, I am not in favor of the severance of SRI from the university.)

4. At least 26 trustees-at-large. These should be chosen to reflect a broad range of:
- a) social position and responsibility;
  - b) wealth;
  - c) geographical distribution;
  - d) occupation;
  - e) service to the university;
  - f) sex;
  - g) age;
  - h) professional political experience.

There should be specific guidelines to assure that the concept of broadness be maintained. I recommend that these guidelines include:

- \* A) 3 trustees--at least one of whom is a minority group member
- B) 3 trustees--one with income above \$100,000, one with income between \$15,000 and \$50,000, one with income below \$15,000.
- C) 6 trustees--one from each of following geographical areas: north, south, east, west, northern midwest, southern midwest.
- D) 6 trustees--one from each of the following fields: medicine, business, ministry, education (teacher), engineering, judiciary (lawyer).
- E) 1 trustee--
- F) At least two females
- G) None with age above 65. One trustee from each of the following age brackets: 21-35; 36-50; 51-65.
- H) 1 trustee from each of the following categories: national partisan politics or government (but not necessarily from a specific political party), national or international non-partisan politics.

These trustees shall hold 10-year non-renewable terms. An attempt should be made to stagger the dates of their appointments.

\*(capital letters correspond to small letters)

5. At least 2 students, 2 faculty members, and 2 staff members shall be invited to attend all committee meetings (with the exception of the executive committee) of the Board. These persons are not to be the "constituency-trustee" members. They are to be representatives of current and immediate campus concerns.
6. All university affiliates shall be bound by general university policies concerning:
  - a) research policy;
  - b) contract policy;
  - c) employee ethics.
7. Guidelines should be established concerning procedures in the event of conflicts of interests. While I'm not prepared to draw up a set of guidelines at this time, there are several important considerations:
  - a) conflicts of interests are expected (for an example, witness the counterinsurgency resolution of the last meeting, then consider The Wall Street Journal's comments in its "Abreast of the Market" column, Wednesday, April 9, 1969);
  - b) resignations are to be discouraged, abstentions are to be encouraged; this follows from the desire to maintain the delicate balance between all interest groups within the society.
  - c) The "at-large" trustees should be chosen that minimize conflicts in personal interests;
  - d) All expenses (travel, administrative and otherwise) should be assumed by the Board with a budget for such expenditures.

- e) No company, foundation or otherwise, shall have more than one of its board members or employees as a part of the Stanford Board of Trustees.
  - f) No board member should hold a trustee position at another university comparable to Stanford in quality (say the top 15 U. S. universities).
  - g) Board members must be expected to spend at least two days per month on the university campus.
8. All board meetings (and committee meetings) shall be held on the university campus.
  9. There shall be a judiciary committee of the Board consisting of at most 4 trustees but including 4 students, 4 faculty members, and 4 staff members to decide on all campus judicial matters; no decision can be appealed or rescinded by the full Board.
  10. There shall be uniform codes of honor concerning campus activities; students, faculty, and staff shall all be subjected to these codes (of ethics).
  11. The SRI affiliate shall permit tenured researchers with the highest title of research professor; the research professorships shall be distinct from the teaching professorships, although joint appointments are to be encouraged.
  12. There shall be a president of the research university (SRI) with responsibilities corresponding to the president of the teaching university.

13. Graduate students shall be permitted to conduct dissertation research at the research university (or other research facility).
14. The president of each university shall have final authority on promotions and appointments to professorships of tenure or otherwise.
15. The campus property shall become an incorporated municipality with the newly constituted board as its municipal council. The university shall remain a university within that municipality (although the complement of the university within the municipality shall be null and void).
16. The votes of the individual board members shall always be recorded and published in a volume to be duplicated in the university libraries. (The resolution that was voted on may not be a matter for public record.)

Commentary:

Clearly, what is sought is a non-democratic autonomous structure. This structure may be called a university. The university shall, despite its somewhat non-democratic nature, be consistent in its application of standards to all of its constituencies.

The board shall be a group representation of the social, national, and academic needs of the university. The intent is that, through broad representation and experience, concerned and informed judgments can be rendered about the governance of the university.

The SRI question is assumed to be resolved by having the university governance body exercise a greater control over SRI's affairs. (That body shall not have an independent board of directors.)

SRI would in fact become a "research university", or more aptly, a university for research. The research permitted should be both applied and basic. The standards for that research should be coordinated by and consistent with the research policy committee of the teaching university. (Certainly there should be SRI faculty members serving on that committee.)

Conflicts of interests are to be expected in view of the rather sensitive requirements for board members of a broad and representative spectrum. Voting abstentions, however, are to be encouraged and enforced, in order to minimize the real and continually present threats of confrontations because of these conflicts of interests. I'd advise that anyone abstaining from a vote because of a conflict of interest make it known that the reason for the abstention was a conflict of interest.

It is felt that the university, within a "closed" but incorporated municipality, admits fewer conflicts with groups (from within other political boundaries). Examples of these include police authority, judicial authority, fire authority, and more importantly, financial and administrative authority (in terms of easements and attachments by eminent domain).

Finally, the board should recognize that by precedent and in fact it has no special qualifications for deciding on the acceptability of the credentials of academic (tenured and otherwise) persons. This suggests that the board irrevocably delegate that authority to the President and the separate academic departments. This should be the case at the campus facility as well as all university affiliates (including SRI).