The Report of the Joint Task Force on Governance  
Rutgers, The State University of New Jersey  
December 2, 2013

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I. Introduction

On July 1, 2013 the New Jersey Medical and Health Sciences Education Restructuring Act (The Restructuring Act) went into effect, integrating within Rutgers all units of University of Medicine and Dentistry of New Jersey except University Hospital and the School of Osteopathic Medicine. This act resulted in an institution of higher education with more than 65,000 students, over 24,000 faculty and staff, 33 degree-granting schools and colleges, and an annual budget of more than $3 billion.

The integration provides exciting opportunities for Rutgers, our students, faculty and the state of New Jersey. As the new university strives for greater distinction in the arts and sciences, biological and environmental sciences, engineering, medical education, research and clinical care, it is incumbent upon the governing boards to better align university governance structure with the newly expanded university. Thus, Board of Governors Chair, Gerald C. Harvey and Board of Trustees Chair, Dorothy W. Cantor, appointed the Joint Task Force on Governance (the Task Force) to review the current governance structure and make recommendations for improving the efficiency and effectiveness of the boards. M. William Howard, Jr. and Sandy J. Stewart were respectively selected as the chair and the vice chair of the Task Force. The charge of the Task Force is outlined next.
II. The Task Force Charge

The Task Force (see Appendix A) is charged to identify areas of possible improvement in the governance of the university. This undertaking should include consideration of:

1. best practices of governing boards;
2. evaluation of Rutgers University’s boards’ current practices and effectiveness;
3. recommendations for improving the effectiveness of the boards, and;
   implementation plans for those recommendations.

This work shall seek substantive input from stakeholders and draw on available resources for governing board assessment from the organizations and associations of which the university is a member.
III. Governing Boards of the University

Rutgers’ unique history as a colonial college, a land-grant institution, and a state university, helped shape its current governance structure. Three of the 10 colonial colleges, including Harvard University, University of Pennsylvania and Rutgers University still maintain a two-board governance structure. The responsibilities and authorities of the Rutgers’ boards are discussed and differentiated below.

The Board of Trustees

Historically, the Board of Trustees (BOT) was the governing body of the university from the time of its founding as Queen's College in 1766 until the university was reorganized under The Rutgers Act of 1956 (the Rutgers Act). The Rutgers Act created a Board of Governors (BOG) as the governing body of the university. It also provided for the continuation of the Board of Trustees in an advisory capacity, with certain fiduciary responsibilities over assets of the university in existence before 1956.

Under the Rutgers Act, the BOT is authorized to have up to 28 Charter members. Three of the 28 Charter members must be women. The BOT presently has 28 Charter members including three students and 11 women. The Rutgers Act requires 12-20 Alumni Trustees; the BOT presently has 20 Alumni Trustees. The Rutgers Act requires 11 public trustees, five to be appointed by the Governor with the advice and consent of the Senate and six who are Governor-appointed members of the BOG. Under the Rutgers Act and the bylaws of each respective board, BOT members sit on various BOG committees. Also under the Rutgers Act, the state of New Jersey cannot amend, alter in any substantial respect or repeal “the provisions for the essential self-government of the university” without the consent of the Board of Trustees.

The Board of Trustees is currently comprised of 59 voting members and 31 non-voting members. Voting members include 28 Charter, 20 Alumni, and 11 Public Trustees (see Appendix B). Non-voting members include the President of the university, (an ex officio member), two faculty members and two students, elected by the University Senate, and 26 Emeriti. The Board of Trustees’ authority and responsibilities include:

- Acting in an overall advisory capacity to the Board of Governors and the university administration.
- Control of university property and funds that were part of Rutgers as of August 31, 1956.
- Appointment of five (now seven, as authorized under the Restructuring Act) Trustees to the Board of Governors.
- Membership on Board of Governors’ committees.
- Also not included under the Rutgers Act, but as a result of the Restructuring Act, is the election of two BOT members to the Camden Board of Directors by the Trustees.
- Consenting to new debt issued by the university.

BOT Committees:

- Trustees Executive Committee
- Nominating Committee
- Ad-Hoc Committee on Diversity
Trustees’ Membership on BOG Committees:

- Committee on Academic and Student Affairs
- Committee on Alumni and University Relations
- Committee on Audit
- Committee on Finance and Facilities
- Committee on Intercollegiate Athletics
- Committee on Health Affairs

Members of the BOG and BOT also constitute a Joint Committee on Investments.

The Board of Governors

The Board of Governors is composed of 15 voting members and four non-voting members.\(^1\) Non-voting members include the President of the university (an ex officio member), two faculty members and one student elected by the University Senate. Of the 15 voting members, eight are appointed by the Governor (seven with the advice and confirmation by the New Jersey State Senate and one upon recommendation of the Senate President and the Assembly Speaker) and seven are elected by and from the BOT (see Appendix B). The Rutgers Act stipulates that the BOG “shall have general supervision over and be vested with the conduct of the university.” The BOG’s authority and responsibilities include, but are not limited to:

- Determining the policies for the organization, administration and development of the university.
- Disbursing all funds appropriated to the university by the legislature, as well as funds received from tuition, fees, auxiliary services and other sources.
- Purchasing all land, buildings, equipment, materials and supplies.
- Selecting the university President, with the advice and consent of the Board of Trustees.
- Authorizing new debt issued by the university.

BOG Committees:

- Committee on Academic and Student Affairs
- Committee on Alumni and University Relations
- Committee on Audit
- Committee on Finance and Facilities
- Governors Executive Committee
- Committee on Intercollegiate Athletics
- Committee on Health Affairs

Members of the BOG and BOT also constitute a Joint Committee on Investments.

\(^1\) Prior to July 1, 2013, the effective date of the Restructuring Act, the BOG had 11 voting members.
IV. The Review Process

The Task Force held its inaugural meeting on August 12, 2013 with the Board of Governors Chair, Gerald C. Harvey, and Board of Trustees Chair, Dorothy W. Cantor, both of whom reviewed the charge and answered questions and emphasized the criticality of the Task Force to Rutgers’ future. Over the next four months, the Task Force, under the leaderships of the Chair, M. William Howard, Jr. and the Vice chair, Sandy J. Stewart, performed a comprehensive review and needs assessment in order to identify areas for potential improvements in the current governance structure. The major findings and associated recommendations are outlined in the subsequent sections of this report.

The work of the Task Force included:

- Reviewing external resources related to governance, such as articles and metrics from the Association of Governing Boards to benchmark Rutgers governance against that of other doctoral and research universities and higher education standards. Notwithstanding the relative uniqueness of the governance structure at Rutgers, discussed earlier, the AGB data provided useful insights.
- Reviewing current internal governance practices.
- Reviewing requirements of the Rutgers Act vis-à-vis present structures and composition of the governing boards.
- Gathering information through interviews with:
  - the chairs of both the BOT and the BOG and certain members of various BOG committees
  - the President and members of senior management
  - certain members of the state legislature
- Deliberating and delineating the strengths and weaknesses of each board and board committee structure and assessing the appropriateness of these current board structures under the Restructuring Act.
- Creating recommendations to build on strengths and addressing weaknesses within governance to better guide the university subsequent to the Restructuring Act.
V.   Findings

The Board of Governors:

- A review of the membership of the Board of Governors’ committees suggests that the size of the committees may inhibit open discussion and deliberation of important governance matters.

- Committees that meet on Board of Governors meeting dates are frequently not given enough time to adequately discuss the meeting material.

- The charge of the Committee on Finance and Facilities is very ambitious in relation to the available amount of meeting time.

- The Committee on Alumni and University Relations (charged with ensuring that the university maintains a strong partnership between the University and its alumni as well as a productive relationship with state, federal and local governments) seems to focus on information sharing, rather than presenting agenda items related to governance for discussion and board approval.

- Appointees to the Board of Governors may not always possess the skill sets needed on the governing board.

- Length of service and/or leadership status on the BOT is the primary basis for appointment to the Board of Governors. This practice could lead to appointments to the Board of Governors that overlook other Trustees who may possess skill sets better aligned with the BOG’s needs at that time.

- The work of the committees is not always guided by the charge of the committee.

The Board of Trustees:

The Board of Trustees plays an important role for the university, including the following:

- Contributes financially to the university. The current BOT members, in the aggregate, have personally contributed more than $52 million to the university. Indirect contributions (including those from organizations/companies with which current trustees are associated) raise the total to more than $117 million.

- In relation to the Rutgers Act, preserves Rutgers’ autonomy and ensures institutional integrity.

- The BOT includes students, faculty, alumni, BOG representatives and gubernatorial appointees. Their participation provides a connection between the BOT and those stakeholder groups.

- Provides a knowledgeable and engaged source of members to the Board of Governors. BOT appointees to the BOG have a full and extensive understanding of the university, its challenges and opportunities, its strengths and the areas in need of improvement.

Although the BOT plays a key role within the university, there are some issues with respect to its composition and function that are noted below:

- The size of the Board of Trustees may be too large to implement best practices in governance.
• The number of Trustees plus the number of emeriti in attendance at meetings makes it difficult to have a thorough and thoughtful discussion about agenda items.

• According to the most recent AGB survey (2010 Policies, Practices, and Composition of Governing Boards of Public Colleges, Universities, and Systems); most public governing boards had no emeriti members. However, the average number of emeriti of those institutions that did have emeriti was six. Approximately 66% did not offer emeritus status to any members at the conclusion of their term. The practice varied by institution with some schools offering emeritus status to all members as an honorary title.

• The size of the membership makes it difficult for the university President to build relationships with its members and seek their advice.

• A board of this size makes it difficult to maintain confidentiality.

General:

• There is currently no mechanism in place to monitor the effectiveness and appropriateness of governance on an ongoing basis.

• Committee charges should be reviewed annually by every committee.

• Professional development for new and existing board members should include a legislative/bylaws/committee charges review.

• There should be more active engagement with state legislators.

• There is a need for greater understanding of how the BOG and BOT will interface with the Campus Advisory Boards, the Camden Board of Directors, and the Joint Rowan-Rutgers Camden Board of Governors.

• In the recent past, Rutgers has received national attention in the context of a number of reputational risk-related incidents. There is a need for clarity about how reputational risks impact the fiduciary role of the boards.

• Board members will require a better understanding of their role in the new enterprise risk management program.

• The number of university administrators attending many of the standing committee meetings appears to be too large. This may inhibit the free exchange of ideas and constructive discussion by board members.
VI. Recommendations

The Board of Governors:

- Whenever possible, administrative attendees at BOG committee meetings should be limited to only those subject matter experts that are needed for the discussion of items on the meeting agenda.

- The Board of Governors meeting day schedule (the board meeting and several committee meetings) should be adjusted so that there is ample time for each committee to meet and discuss the agenda items without ending at a predetermined time.

- The Finance and Facilities Committee should be split into two committees; a finance committee and a facilities committee. This will allow for a more detailed analysis and thorough discussion of financial affairs (for the finance committee), as well as a more in depth review and understanding of such things as the significant capital and construction projects, including the university’s Physical Master Plan for all campuses (for the facilities committee).

- Remove the Committee on Alumni and University Relations as a standing committee of the BOG. Alumni Relations information can be communicated via email to the boards or at a special presentation to the full boards. Government relations and matters concerning public affairs can best be reported directly to the full boards and do not require policy recommendations from the Committee on Alumni and University Relations. If board involvement and engagement on an issue is needed beyond regular reporting, the issue should be referred to the appropriate committee.

- Develop a list of committee chair responsibilities to ensure that the charge to the committee is followed and annually reviewed.

The Board of Trustees:

- Decrease the voting membership of the Board of Trustees. A board with 36-43 members would be more efficient (see Appendix C). This range allows for four or five BOT members to sit on each of the BOG committees and it also allows for four BOT members on the two joint committees. A reduction in the size of the BOT can be achieved through attrition over a 4 to 5 year period starting with the upcoming year.\(^2\) Although this can be done without changing the Rutgers Act, it would require approval by the BOT and an amendment to the BOT bylaws.

- The BOT Executive Committee is encouraged to review and make recommendations on the role and number of Emeriti.

- In regard to the Policy Statement on Confidentiality of Proceedings of Governors’ and Trustees’ Committee Meetings, extend the requirement for the confidentiality agreement to include all those who would have access to confidential information (e.g., administrative assistants for members and administrators and university administrators).

\(^2\) Achieving this attrition over a 4-5 year period will allow the BOT to appoint a few new board members each year. This provides the opportunity for the board to replace needed skill sets as trustees rotate off the BOT.
• The Task Force noted the many significant changes the BOT has made in improving the nominating process over the years (i.e. the change in the election of alumni trustees, identifying the required skill sets and diversity needed on the board and the process for candidate interviews). However, the election process of the Trustee Governors should be thoroughly reviewed with a focus on the skill sets needed by the BOG.

General:

• To match BOG committee representation, it is recommended that the BOT membership on all committees (except for the joint committees) be reduced in size to four or five members of the BOT (plus the ex officio member). Most Board of Governors committees include four Board of Governors members and up to 11 Board of Trustees members. These 15 member committees (or 17 members if the ex officio members are in attendance) are too large and this size does not encourage the free exchange of ideas or promote the type of discourse that is necessary for effective governance.

• Establish a new Joint Committee on Governance that will shape and enhance the performance of the boards by securing board members with talent specific to the needs of the boards, orienting new board members, organizing the working processes of the boards, planning for leadership succession, and assessing individual and board performance (see Appendix D).

• Ensure that all board committees have a committee charge. The appropriate executive committee (of each board) should request feedback from board members to ensure their understanding of the committee charge.

• Review the committee charges at the spring meeting of each committee. At this time, the committee members can compare the work of the committee to date with the stated responsibilities in the committee charge. Revisions should be recommended to the appropriate executive committee at that time.

• Continue the current new board member orientation, but add a second orientation component at the December or spring BOT meeting that includes, but is not limited to, the following: The Rutgers Act, the history of the governing boards, the scope of board governance, board bylaws and a legislative update.

• Consult with the Governor regarding his/her appointments to the governing boards with the needs of the university in mind.

• Establish a mechanism whereby the university administration periodically reaches out to the legislative leadership to understand their thoughts and concerns regarding the governing boards and works to address any perceptions/misconceptions.

• Examine and clarify the roles and authority of the Board of Trustees and the Board of Governors in relation to the Camden Board of Directors and the Rutgers-Rowan Board of Governors.

• The university administration should communicate reputational risk-related matters to the BOG Executive Committee and the BOT Chair on a timely basis.

• Provide Board members an orientation to the new Enterprise Risk Management program. Guidance should be provided to them regarding their role and responsibility in this area.
VII. Appendices:

A. Task Force Membership

GOVERNORS

M. William Howard, Jr. (Chair)
Gordon A. MacInnes
Kenneth M. Schmidt

TRUSTEES

Marisa A. Dietrich
Iris Martinez-Campbell
Sandy J. Stewart (Vice chair)
Heather C. Taylor
B. Present Composition of the Boards and Committees of the Boards

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<tr>
<th></th>
<th>Board of Trustees</th>
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<td>o Charter</td>
<td>28</td>
<td>-</td>
</tr>
<tr>
<td>o Alumni</td>
<td>20</td>
<td>-</td>
</tr>
<tr>
<td>o Public</td>
<td>11</td>
<td>8</td>
</tr>
<tr>
<td>o Trustee Governor</td>
<td>-</td>
<td>7</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>59</strong></td>
<td><strong>15</strong></td>
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**Committees of the Boards**

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<tr>
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<td>4</td>
</tr>
<tr>
<td>o Alumni and University Relations</td>
<td>10</td>
<td>4</td>
</tr>
<tr>
<td>o Audit</td>
<td>9</td>
<td>4</td>
</tr>
<tr>
<td>o BOG Executive</td>
<td>0</td>
<td>5</td>
</tr>
<tr>
<td>o BOT Executive</td>
<td>8</td>
<td>0</td>
</tr>
<tr>
<td>o Finance &amp; Facilities</td>
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<td>4</td>
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<tr>
<td>o Intercollegiate Athletics</td>
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<td>4</td>
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<td>o Joint Investments</td>
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<td>4</td>
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<td>o Health Affairs</td>
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<tr>
<td>o Nominating</td>
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<td><strong>Total</strong></td>
<td>*<em>75</em></td>
<td>*<em>33</em></td>
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The committee chair is ex-officio on his/her Governing board committees.

*Some board members may have more than one committee assignment.*
C. Proposed Composition of the Boards and Committees of the Boards

The chart below identifies a proposed composition of the BOT assigning either four or five BOT members to most committees.

<table>
<thead>
<tr>
<th>Board of Trustees</th>
<th>Four Members</th>
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<th>Board of Governors</th>
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<td>Charter</td>
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<td>Alumni</td>
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<td>12</td>
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</tr>
<tr>
<td>Public</td>
<td>11</td>
<td>11</td>
<td>8</td>
</tr>
<tr>
<td>Trustee Governor</td>
<td>-</td>
<td>-</td>
<td>7</td>
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<tr>
<td><strong>Total</strong></td>
<td><strong>36</strong></td>
<td><strong>43</strong></td>
<td><strong>15</strong></td>
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<th>Board of Governors</th>
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<tr>
<td>Academic and Student Affairs</td>
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<td>5</td>
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<tr>
<td>Audit</td>
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<td>5</td>
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<tr>
<td>BOG Executive</td>
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<td>0</td>
</tr>
<tr>
<td>BOT Executive</td>
<td>4</td>
<td>5</td>
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<tr>
<td>Facilities</td>
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<td>5</td>
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<td>Finance</td>
<td>4</td>
<td>5</td>
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<tr>
<td>Intercollegiate Athletics</td>
<td>4</td>
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<td>Joint Committee on Governance</td>
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<td>Joint Committee on Investments</td>
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<td>Health Affairs</td>
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<tr>
<td>Nominating</td>
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<tr>
<td><strong>Total</strong></td>
<td><strong>36</strong>*</td>
<td><strong>48</strong>*</td>
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</table>

The committee chair is ex-officio on his/her Governing board committees.

* Each BOT member has one committee assignment with the exception of the members of the Trustee Executive Committee who may have two committee assignments.

** All BOG members have more than one committee assignment.
D. Draft Charge for the Proposed Joint Committee on Governance

RUTGERS, THE STATE UNIVERSITY OF NEW JERSEY
BOARD OF GOVERNORS AND BOARD OF TRUSTEES

DRAFT CHARGE TO THE JOINT COMMITTEE ON GOVERNANCE

PURPOSE

The Committee on Joint Governance shall have the following purposes: 1) enhance the performance of the boards by securing members with talent, skills and experience specific to the needs of the respective boards; 2) orient new board members; 3) organize the working processes of the boards; 4) plan for leadership succession; 5) assess individual and board performance; and 6) propose implementation of governance best practices.

POWERS AND RESPONSIBILITIES

The Committee on Joint Governance shall have the following powers and responsibilities:

1. To develop and recommend to the boards a statement of governance setting responsibilities of the boards, fundamental principles of governance, and to ensure continuity of governance;

2. To periodically review the bylaws and policies of both boards and recommend needed amendments;

3. To recommend to the boards an effective committee structure and ensure that each standing committee develops a committee charge for approval by the respective boards;

4. To develop a self-evaluation process for each board and for individual board members to be conducted periodically at the committee’s discretion, but no less often than every three years;

5. To develop and implement a process for evaluating the effectiveness of board and committee meetings;

6. To review the orientation for new board members and recommend continuing education for board members;

7. To monitor, oversee, and review compliance with the Conflict of Interest Policy and Statement on Confidentiality for board members;

8. To develop and annually review the skill sets needed for membership on each board. To make recommendations to the nominating committees in this regard and, as appropriate, make recommendations to each sitting Governor of the state of New Jersey;

9. To anticipate and discuss future board leadership and to communicate this to the BOG Executive Committee and the BOT Nominating Committee.

10. To recommend to the boards processes, practices, or policies designed to ensure that the boards carry out their governance responsibilities effectively and efficiently;

11. To ensure administrative follow-up on recommendations made by special review committees appointed by the boards or the administration; and,

12. Any other matter assigned to the committee by the chairs of the boards.
Minority Report

Joint Task Force on Governance

Gordon MacInnes

The Setting:

In response to the Senate President introducing legislation to abolish the Board of Trustees, the chairs of the boards of trustees and governors appointed the Joint Task Force. The creation of the Task Force represented an opportunity-political threats notwithstanding-to analyze an important set of issues about the state and quality of governance of Rutgers with particular attention to the role of the Board of Trustees.

Assumptions:

- The dual board structure of Rutgers is unique to public research universities, which makes a determination of “best practices” improbable;
- There are powerful reasons for ensuring the continuation of the BOT including the following:
  1. It is a magnet for attracting members of the Rutgers community who are devoted to its legacy and its future;
  2. It is a source of ardor and recognition of those who contribute financially and in other ways to the university;
  3. While primarily advisory to the BOG and administration, BOT plays an important confirming role in protecting the assets of land and facilities transferred by The Act of 1956, approving changes to the governance of the university, and confirming the selection of the president;
  4. It selects 46.6 percent of the BOG’s members; and,
  5. It provides members to the BOG committees with perspective and expertise not otherwise available.

Consensus findings:

- The BOT is too large a body to permit its advisory functions to be carried out with efficiency and confidence;
- If starting afresh, no one meaning no one, would create an advisory-confirming body with 59 voting members and more than two dozen non-voting members, primarily emeriti trustees;
- Given its size and the inefficiency of confidentiality agreements, the university administration limits its information sharing about potential actions to avoid premature disclosure and unnecessary controversy;
- Discussion at BOT meetings is sometimes/frequently hindered by the domination by emeriti trustees who are not empowered to vote, which is one of the reasons that the six gubernatorially-appointed members of the BOG who are also members of the BOT rarely if ever attend; and,
- Rutgers promotes the idea of “one Rutgers” but is prone to make decisions that are New Brunswick-centric in such matters as the allocation of its debt capacity for facilities and its focus on athletics, Big Ten and AAU Research membership.
Primary reason for a minority report:

The opportunity to engage in fresh thinking about improving the governance structure of Rutgers was instead governed by an obsession with a single question: What recommendations will be approved by the incumbent members of the BOT. In short, the practical took precedence over the preferable.

Recommendations:

1. Re-constitute BOT to a manageable size of not more than 30 members, with preference for about 25. The classes of current representatives (alumni, charter, students) will be retained with one exception;
2. Eliminate membership on the BOT of the BOG members appointed by the governor based on the overwhelming evidence that they do not participate;
3. Freeze the emeriti class at its present size and impose a five or ten-year suspension before considering any other members;
4. Restrict participation of emeriti to one meeting annually, presumably the one preceding the holiday dinner;
5. Phase in these recommendations over a three-year period.