

# RECORD OF THE COUNCIL NOVEMBER 19–20, 2011

The Council of the Association met November 19–20, 2011, at the AAUP's office in Washington, DC. First Vice President Wendy Roworth presided. Members of the Council (with the exception of President Cary Nelson, Second Vice President Estelle Gellman, and Kim Emery) participated. Also participating were Kerry Grant, parliamentarian; Robert O'Neil, general counsel; Martin Snyder, senior associate general secretary; and other members of the staff.

Vice President Roworth called the meeting to order and introduced the parliamentarian, all new Council members, and new staff members in attendance. The Council approved the agenda, as amended, on the recommendation of its Executive Committee. It then approved the minutes of the June 10 and 12, 2011, Council meeting.

## **State of the Association: Budget, Restructuring, and the Centennial**

Martin Snyder provided an overview of the Association as it approaches its centennial year (2015). He called upon the Council to establish the organization's long-term goals and priorities with an emphasis on improving and maintaining good financial health. He suggested that the Council establish operating committees to facilitate the business of the Council and the Association.

## **Resolution on AAUP Priorities**

Henry Reichman presented a draft "Resolution on AAUP Priorities 9/2/2011," discussed by the Executive Committee at its August retreat. It provided two main priorities for the Association: (1) increased membership in both advocacy and organizing sectors and (2) more and better membership services. The Council discussed the proposed resolution, emphasizing its desire to ensure protection of the Association's core principles of academic freedom, tenure, and shared governance. It also discussed the goal of increasing the Association's annual revenues to \$10 million by the end of 2015, the AAUP's centennial year. The Council adopted the resolution as amended during the discussion. (The resolution was further amended during agenda item XVII [General Good and Welfare]. Jeremy Nienow and Rana Jaleel proposed that the resolution include a

specific reference to graduate students. After discussion, the amendment was adopted.)

## **Report of the Secretary-Treasurer**

Secretary-Treasurer Howard Bunsis presented the revised 2011 budget and the proposed 2012 budget for the Council's consideration. On November 20, the Council approved the revised 2011 budget and the 2012 budget.

## **Revenue Issues and Proposed Policies**

Martin Snyder and several staff colleagues presented information to the Council concerning revenue and proposed policies intended to improve billing and collection. They reported that the Association now bills on a quarterly system, with bills sent on the first day of the quarter and due on the last day.

The Council discussed and adopted three policies related to billing, collection, and budgeting. First, it reaffirmed the policy requiring collective bargaining chapters with agency-fee arrangements to report and submit dues for their fee payers. Second, it adopted a policy on how to treat the potential dues revenue of nonpaying chapters for budgeting purposes. Third, it adopted a motion clarifying what is to be considered "bad debt" that the general secretary may approve to be written off annually and requiring the general secretary to report the disposition of all bad debts at the June Council meeting.

## **Chapters and Conferences**

Acting Senior Counsel Kathi Westcott presented a memorandum outlining some of the possibilities for dealing with chapters whose dues are significantly in arrears. The Council approved the creation of a four-member Council committee that will focus on the Association's relationship with chapters and conferences. The work of this committee will include addressing compliance issues related to the AAUP's chapters, with the goal of presenting proposed policies to the Council for consideration at its June 2012 meeting. The Council recommended that the president appoint Council members Susan Moeller and Christopher Moylan to this committee.

### **Council Budget and Planning Committee**

Martin Snyder led a discussion of an Executive Committee recommendation that the Council establish a budget and planning committee, and the Council acted to create such a committee. The committee will be responsible for assisting in the preparation of the Association's annual budget and will monitor the finances of the Association throughout the year. The Council recommended appointing Robert Boikess and Rudy Fichtenbaum to this committee.

### **Restructuring Update and Implementation Plan**

Kathi Westcott gave an update on the status of the Association's request for a ruling from the Internal Revenue Service regarding restructuring and on the prospect of a favorable ruling in the coming months. She then presented a restructuring implementation plan drafted by staff members identifying the necessary major steps for the organization's division into three new entities (AAUP Professional Association, AAUP Collective Bargaining Congress, and AAUP Foundation) by January 2013. She stated that a number of the Association's governing bodies, including the Council, will need to vote in June 2012 on whether to proceed with restructuring.

### **Election to Fill Vacancy on AAUP Foundation Board**

The Council member position on the AAUP Foundation's board was vacated by Ellen Schrecker, whose Council term had expired. The Council elected Irene Mulvey to fill the position.

### **Website Implementation Plan**

Martin Snyder gave a brief update on the development of websites for the new entities after restructuring. A vendor has been selected and preparation of a contract is in progress.

### **Membership Report and Database Implementation Update**

Katherine Isaac, director of the membership department, reported that as of October 31, 2011, Association membership totaled 47,914, a decline of 1.6 percent from 48,694 in 2010. Non-collective bargaining chapter membership constitutes 32 percent of total membership, and collective bargaining membership (excluding fee payers) constitutes 68 percent. She stated that 116 members have renewed in the new lifetime-membership category, resulting in \$111,000 of dues revenue.

Isaac provided an update on the implementation of an improved database, reporting that the membership department has converted all member, chapter, and institution records and is now recording new and renewed memberships, *Academe* subscriptions, payroll deduction, and roster changes through the new database. In addition, its mailing-list function is now being used to send electronic newsletters to members and nonmembers, and the first phase of a chapter portal is available, which allows chapter administrators to log in and download active chapter member rosters. Further, the new database now enables the membership department to move members automatically to the full-time category after their fourth year in the entrant category, which resulted in an additional \$50,000 in dues for the third and fourth quarters this year. Isaac reported that the new database vendor has resolved problems with payroll deduction and bank debit billing and has agreed to a new schedule to address outstanding issues, including integration with the office accounting software and functioning of the self-service and subscription modules.

### **Vote on Approval of Joint Organizing Agreement**

Staff member Michael Mauer presented to the Council a draft joint organizing agreement between the AAUP and the American Federation of Teachers (AFT). He highlighted specific provisions of the agreement and advised the Council that the Executive Committee has conditionally approved it, contingent upon the AFT's agreeing to two language changes related to the treatment of contingent faculty and future targets for organizing campaigns.

The Council provisionally approved the joint organizing agreement, pending AFT approval of the two changes recommended by the Executive Committee.

### **Election to Fill Vacancy in District VI**

The Council elected Linda Rouillard to fill the District VI Council seat vacated by Jennifer Larson, who resigned.

### **Election of the Election Appeals Committee**

The Council elected Lenore Beaky, Linda Carroll, and Candace Kant for the 2012 Election Appeals Committee. Sheila Teahan was elected to serve as an alternate.

### **Report on Department of Labor Investigation**

The Council held an executive session to discuss a pending Department of Labor investigation related to

the Association's 2011 Council and Assembly of State Conferences chair elections.

### **Extension of the Nominations Period**

Charles Baker, chair of the 2012 Nominating Committee, updated the Council on the nominations for the 2012 Council election. He reported that the Nominating Committee had not yet received the required minimum of two nominations for each seat and encouraged Council members to nominate members they believe to be qualified for service on the Council. The Council approved a motion to extend the deadline for nominations for the 2012 election to December 15, with the report of the Nominating Committee due to the Council on December 20.

### **Report on the Committee A Meeting and the Governance Conference**

Gregory Scholtz, director of the Department of Academic Freedom, Tenure, and Governance, reported on the November 4–5, 2011, meeting of Committee A on Academic Freedom and Tenure. The committee approved a newly revised executive summary of the report *Ensuring Academic Freedom in Politically Controversial Academic Personnel Decisions*, which will be published online. It called for a few revisions to a draft subcommittee report, *Accommodating Faculty Members Who Have Disabilities*. Once the revisions are made, the report will be published online and in the *Bulletin of the AAUP* and will be publicized widely. The committee has reactivated its subcommittee on institutional review boards, which will meet in January 2012 and report back to Committee A at its June 2012 meeting. Scholtz also reported that a draft report, *Recommended Principles and Best Practices to Guide Academic-Industry Relationships* (a joint undertaking of the AAUP and the Canadian Association of University Teachers), has been circulated to the Committee on Professional Ethics, the Committee on College and University Governance, and various individual experts for comments. He concluded his report by referring the Council to two reports published since June 2011, one an investigating committee report on the nonreappointment of Professor Ivor van Heerden at Louisiana State University, Baton Rouge, and the other a supplemental staff report on abortive efforts to effect censure removal at the Savannah College of Art and Design.

Staff member Jennifer Nichols reported on the current academic freedom investigation of the University of Louisiana System and the investigating committee's

recent visits to the campuses of the University of Louisiana at Lafayette, Northwestern State University, and Southeastern Louisiana University. The focus of the investigation is on program discontinuances within the UL System, resulting in layoffs of tenured faculty. The committee is specifically concerned about how the layoffs have been handled in relation to faculty due-process rights.

Staff member Robert Kreiser gave a report on the fall 2011 governance conference. He discussed a statement by a joint subcommittee of the Committee on College and University Governance and the Committee on Contingency and the Profession on the role of contingent faculty in campus governance, and also spoke about the governance committee's work on a draft statement on the meaning of "faculty representation" in faculty governance bodies.

Robert O'Neil reported on his presentation before the American Bar Association's Standards Review Committee, which has been reviewing its law school accreditation requirements. O'Neil's presentation focused on AAUP principles of academic freedom and tenure and their particular significance for clinical law faculty.

### **Development of Guidelines for Course Releases**

At its June 2011 meeting, the Council called for discussion at its November meeting to clarify how course releases should be handled. Craig Vasey led a general discussion of the Association's practice regarding course releases for the president and the faculty editor of *Academe*. The Council approved creation of a committee to develop a policy for the Council's consideration at its June 2012 meeting. The Council recommended that the president appoint Jane Buck, Craig Vasey, Jeffrey Halpern, and Jeremy Nienow to serve on the committee. It noted that any policy should prohibit institutions from potentially profiting from a course release by using a nontenured, contingent faculty member in replacement.

### **Dependent-Care Subsidy Committee**

The Council adopted a motion in 2009 approving the dependent-care reimbursement policy. This policy, set to expire at the end of June 2012, required the Council to establish a subcommittee at its November 2011 meeting to review the implementation of the policy and, in particular, to look at its cost to the Association as well as whether it had been helpful in recruiting new AAUP leaders.

The Council recommended that the president appoint Donna Potts, Cecilia Konchar Farr, and Candace Kant to this subcommittee.

### **Credit Card Policy**

Kathi Westcott presented a proposed credit card policy recommended by the Executive Committee. She stated that the Association does not currently have a policy regarding the use of AAUP-issued credit cards by staff members. The Council adopted a policy to meet the requirements of appropriate record keeping related to credit cards.

### **Report on Negotiations with Staff Union**

The Council in executive session heard a report from consultant Ernst Benjamin on the status of negotiations with the staff union.

### **Campaign for the Future of Higher Education**

Henry Reichman reported on the activities and progress of the Campaign for the Future of Higher Education. He stated that he represented the AAUP at the campaign's second national gathering in Boston in early November. He stressed the importance of AAUP involvement in the campaign.

In a related matter, he asked the Council to consider adopting a statement that he had drafted in support of free expression in the University of California system after the pepper-spraying of a protester at the University of California, Davis. The Council adopted the statement and asked that it be widely circulated to AAUP conferences and chapters.

### **Thomas Jefferson Center for Free Expression**

Jane Buck gave a brief report on the Thomas Jefferson Center for Free Expression's tribute gala for Robert O'Neil on the occasion of his retirement from that institution, which he founded. More than two hundred people attended the celebration, including current and former AAUP staff attorneys Kathi Westcott, Ann Franke, and David Rabban. The AAUP helped sponsor the event.

### **General Secretary Search**

Wendy Roworth led a discussion about the Executive Committee's recommendation that the Council change the title of "general secretary" to "executive director" and approve the Executive Committee's draft position description. The Council accepted the recommendation.

### **Report of Assembly of State Conferences Chair**

Donna Potts, ASC chair, reported that the ASC has focused on campuses that do not or cannot have collective bargaining representation and that the CBC chair has been supportive of those efforts. The ASC made its state conference appointments in August in a manner that corresponds more closely to the AAUP's districts. Potts reported that the ASC started or revived several chapters in Idaho, Illinois, and Wisconsin; is continuing efforts to revive the Florida, Kentucky, and Wisconsin state conferences; is helping to organize new chapters in Florida and Missouri; and is working on advocacy chapter development in Michigan. The ASC held a workshop in Texas on October 29 that attracted more than eighty faculty members, including the officers of new Texas chapters at Austin College, Northwest Vista College, and San Antonio College, which were presented with chapter charters at the workshop. The ASC has requested information on faculty members in North and South Dakota in anticipation of future ASC work in those states. Looking forward, the ASC will be conducting advocacy workshops in New Orleans and at the University of Southern Mississippi in April 2012 and at Washington University, St. Louis, in fall 2012. ASC executive committee members will also visit the Mississippi state conference (in conjunction with the April workshop), Arizona State University, Austin College, Pennsylvania State University—Abington, and the Tennessee state conference.

Potts commended the AAUP staff for its efforts to provide services to members, which have resulted in opportunities to recruit new members and form new chapters. She thanked Council members who have participated in reaching out to other campuses and state conferences in recognition of the benefit to higher education as a whole.

### **Report of Collective Bargaining Congress Chair**

Howard Bunsis, CBC chair, reported that currently the CBC's campaign priorities are focused on New Mexico State University, the University of Oregon, and the University of Illinois at Urbana-Champaign. He stated that New Mexico State University is a solo campaign on which the AAUP has been working for close to two years and that he anticipates a card drop in spring 2012. The campaigns at the University of Oregon and UIUC are joint AAUP-AFT campaigns that seem to be well received by the faculty. He referred to potential

organizing opportunities at Wright State University, Western Washington University, the University of Illinois at Chicago, and Plymouth State University in New Hampshire. Some are potential solo AAUP campaigns, and some would be carried out jointly with the AFT.

The Council discussed clarifying who had authority to authorize card drops or oversee the daily conduct of campaigns during the interim period without a general secretary. It approved a motion requiring that the chair of the CBC be consulted before any major decisions are made related to collective bargaining organizing campaigns.

### **New Business**

Council members discussed appointing public members to the AAUP Foundation and suggested seeking out individuals who are already serving on boards of organizations whose missions or work resemble that of the AAUP. ■

# RECORD OF THE COUNCIL JUNE 15 AND 17, 2012

The Council of the Association met on June 15 and 17, 2012, in Washington, DC. First Vice President Wendy Roworth presided. Participating were members of the Council (with the exception of President Cary Nelson, Gerald Turkel, and Donald Wagner); Kerry Grant, parliamentarian; Robert O'Neil, general counsel; Martin Snyder, senior associate general secretary; and other members of the staff.

Vice President Roworth called the meeting to order on June 15 and introduced the parliamentarian and all new Council members from the 2011 rerun election and the 2012 election. The Council approved the agenda and the minutes of the November 19–20, 2011, meeting, as amended.

## Current Association Developments

Martin Snyder welcomed the Association's new president, Rudy Fichtenbaum, and thanked him for visiting the AAUP's national office to meet with staff. He stated that the Association is ready to move forward with its official restructuring. He announced the resignation of Kathi Westcott, senior staff counsel, and the conclusion of Cat Warren's term as *Academe* editor. He also announced that the search for the Association's new executive director would commence shortly. He called upon the Council to reflect on the statement of Association priorities it had approved and to think about the substance of a proposed constitutional amendment to provide for biennial rather than annual AAUP elections.

## Restructuring

In executive session, Acting Associate Counsel Nancy Long provided updated information on the restructuring and requested the Council to approve a resolution on the matter. The resolution acknowledges and approves the implementation plan calling for the Association to separate into three interconnected entities effective January 1, 2013, a plan also approved by the AAUP's Collective Bargaining Congress.

## Election of AAUP Foundation Board Member

Out of executive session, the Council discussed the candidacy of one of its members for the governing board of the AAUP Foundation. The Council deferred acting on

the matter until the new 2012 Council is seated. It agreed that the new Council can vote on the candidacy by e-mail and will do so before the August 2012 meeting of its executive committee.

## Report of Committee A on Academic Freedom and Tenure

Chair David Rabban presented the Committee A report to the Council. He referred to Committee A statements recommending to the 2012 annual meeting that it place Louisiana State University, Baton Rouge; Northwestern State University (Louisiana); and Southeastern Louisiana University on the AAUP's list of censured administrations. The Council concurred in the three recommendations.

Rabban reported that Committee A's Subcommittee on Program Discontinuance and Severe Financial Distress is making additional revisions to its draft report and its proposed amendments of Regulation 4 ("Termination of Appointments by the Institution") of the AAUP's *Recommended Institutional Regulations on Academic Freedom and Tenure*. Committee A anticipates having these revised versions for action at its fall 2012 meeting.

Committee A approved a new report from its Subcommittee on Institutional Review Boards, *Regulation of Research on Human Subjects: Academic Freedom and the Institutional Review Board*, with minor revisions, for online publication with an invitation for comment and for eventual adoption as an official AAUP policy document.

Committee A member Risa Lieberwitz and other AAUP law professors, including former chair Robert Gorman, will draft an amicus brief by July 6 responding to the National Labor Relations Board's request for briefs in the case of *Point Park University Employer, and Newspaper Guild of Pittsburgh/Communications Workers of American, Petitioner*, on the issue "whether the University faculty members sought to be represented by the Petitioner are statutory employees or rather excluded managerial employees, consistent with the Supreme Court's decision in *NLRB v. Yeshiva University*."

Wendy Roworth noted that a draft version of a major AAUP report on corporate funding of academic research,

*Recommended Principles and Practices to Guide Academy-Industry Relationships*, has been published online for comment. The report was authored by journalist Jennifer Washburn and Cary Nelson.

### Report of the Committee on Membership

Chair Ernst Benjamin discussed the report that the committee would present to the 2012 annual meeting. Benjamin reported that the Council's executive committee approved a motion to continue for an additional year the arrangement adopted by the 2010 annual meeting for payment of state conference and chapter integrated dues. At Benjamin's request, the Council itself approved the motion as well.

The Committee on Membership also recommended creation of a task force to prepare recommendations on state conference and chapter funding for the 2013 annual meeting, the task force to consist of the committee (which includes ex officio the chairs of the Assembly of State Conferences and of the Collective Bargaining Congress) and a representative from the Council Committee on Chapter/Conference Relations.

### Organizing and Services Plan Update

Angela Hewett, director of the Department of Organizing and Services, presented a comprehensive organizing plan, which is available for review upon request. She also presented a proposed pilot project involving the AAUP and the Nevada Faculty Alliance. The proposal was approved by the Council and is available upon request.

### Governance Conference

Council member Lenore Beaky encouraged the other members of the Council to attend and to urge others to attend the 2012 AAUP Governance Conference, to be held October 26–28 in Washington, DC.

### Election of Three Council Members to the 2012 Nominating Committee

The Council elected Julian Madison, District IX; Jeanette Jeneault, District VIII; and Charles Baker, District X.<sup>1</sup> In addition, the Council approved the following: for the 2013 election, those seeking to be nominated must obtain the signatures of six active members of the Association; one of these signatures may be that of the person seeking the nomination. All nominating

petitions must be received in the AAUP national office by Friday, December 14. The Nominating Committee shall submit its final report to the Council by December 21. As soon as is practicable, the rules governing the election process shall be published in *Academe* or an alternative AAUP publication.

### Election Committee Report

The Council approved Deanna Wood as the third member of the 2012–13 Election Committee. A tabulation of the 2012 election results was provided.

### Report of the Secretary-Treasurer

Secretary-Treasurer Howard Bunsis reported on the AAUP's 2011 financial performance and presented a draft of the 2011 audit report. Bunsis reported that the AAUP received a "clean" opinion from the external auditor, with two recommendations: first, that the accounting and membership departments coordinate collection efforts for accounts receivable and, second, that the accounting and membership departments meet on a quarterly basis to review and access outstanding accounts receivable. The Council then approved a motion to accept the draft of the 2011 report.

Pursuant to the bad-debt policy, relating to unpaid back dues, approved at the previous Council meeting, Martin Snyder reported on the bad debts that will be written off for 2011.

### Charge to the Committee on the Organization of the Association regarding AAUP Elections

The Council approved the following resolution regarding elections and the AAUP Constitution:

The Council hereby charges the Committee on the Organization of the Association with reviewing proposed constitutional amendments which were developed with the assistance of outside labor counsel. The Council requests that the committee analyze the various permutations relating to the proposed constitutional changes and offer opinion and judgment on the manner in which to amend the constitution to enable the Association to move away from an annual election cycle. The Council asks the committee to consult with the Nominating Committee and the Election Committee, as necessary, for their input based on experiences from the most recent election process, and the Council further requests that the Committee on the Organization of the Association prepare and present thoroughly developed

1. Julian Madison has since withdrawn from the Nominating Committee.

constitutional amendment proposals to the November 2012 Council meeting with the stated goal of recommending to the June 2013 annual meeting final amendments to the Association's constitution.

Kerry Grant, chair of the Committee on the Organization of the Association, asked Council members to indicate whether they preferred a one-year, two-year, or three-year election cycle, and the members indicated two years. He asked about the preference for two-year or four-year terms of Council membership, and they indicated four years.

The Council also approved the following resolution regarding the status and term on the Council of immediate past-chairs of the Assembly of State Conferences and the Collective Bargaining Congress: "The Association's Council hereby interprets Article IV, paragraph 1, of the AAUP Constitution to mean that in those instances where re-election of a sitting ASC and/or CBC chair(s) results in the term of service of the immediate past-chair(s) lasting for more than five total years, the immediate past-chair(s) may remain on the Council as a nonvoting member. The nonvoting term of service shall not exceed one additional year, or six total years of service, because of term limits of the sitting chairs of the ASC (ASC Constitution Section 1 and Section 4) and the CBC (CBC Bylaws Article IV, paragraph B)."

#### **Recommendation of Executive Committee regarding Appointment of Executive Director**

The Council's executive committee recommended that the executive director job description be posted on appropriate websites as soon as possible. Martin Snyder will review the applications and present viable candidates to the executive committee at its August 2012 meeting.

#### **Report of the Dependent Care Committee**

The Council approved continuing its dependent care policy for three more years.

#### **Review of Council Committees**

A committee on AAUP presidential and *Academe* faculty editor compensation presented its report and a recommendation, amended to state that the Council authorizes a sum of up to \$15,000 annually to be made available to assist the president, if necessary, to obtain a reduced workload at his or her institution in order to carry out the responsibilities of the AAUP office. These funds are to be available, after negotiation between the individual or the Association and his or her institution, and provided

to the institution or institutions in question for the purchase of course relief or time relief, based on per-course cost or percentage of salary as situational to the president's term of employment; in the event that such negotiation with the president's institution is not feasible, this matter will be brought before the Council. In addition, there will be a \$7,500 annual stipend for the *Academe* faculty editor. The amended motion was approved by the Council.

#### **Affirmative Action Report**

The report was presented to the Council.

#### **Suggestions for the 2013 Annual Meeting**

Some Council members suggested that the Campaign for the Future of Higher Education be a theme for the 2013 annual meeting; also suggested as a theme was the relationship between the AAUP and the media.

#### **Recognition of Outgoing Council Members**

First Vice President Wendy Rowoth recognized and expressed thanks to those Council officers and members whose terms were expiring. ■