




# MOREHOUSE COLLEGE

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TO: Chairman Robert C. Davidson, Jr.  
FROM: President John Silvanus Wilson, Jr.   
RE: Morehouse, AGB and the Road Ahead  
DATE: September 29, 2014

I am forwarding this memo to you as a second attempt by me to work with you on a very important matter concerning the future of Morehouse College. I am referring to our relationship with the Association of Governing Boards of Universities and Colleges, the definitive governance agency that you, as Chairman, invited to assist the Morehouse College Board of Trustees in critically examining its governance structures, policies and practices.

From the outset, I welcomed and embraced the AGB review and recognized it as compellingly appropriate and useful. To me, their efforts were thematically similar to our campus-wide efforts to achieve turnaround management and organizational renewal based upon carefully chosen lines of strategic advancement and continuous improvement. Again, I humbly remind you that, on behalf of Morehouse College, you sought AGB's scrutiny and counsel last spring. Months later, we remain at a point where we must collectively discuss their findings. I am convinced that we are indeed duty-bound to do so and should not in any way suppress or minimize the professional advice AGB has offered in candor and with the best interests of the College at heart. Of course, I anticipated that we would follow through in a timely manner. However, this has not occurred.

You and I received the AGB's observations and recommendations from Rick Legon and Alvin Schexnider in an email dated September 8, 2014 ("the memo"). In their memo, Legon and Schexnider ("AGB") make it clear that back in May 2014 they wanted to meet and share with us a report on their recommendations for Morehouse College. However, they were not granted such a meeting. Instead of meeting with them to hear their advice, as I wanted to do, you chose to terminate the relationship with AGB. What you and I received on September 8, 2014, is a version of what they would have discussed with you and me face-to-face back in May 2014.

As you will also recall, I requested a conversation with you about this AGB memo on the day it arrived. Even with the delay, I nonetheless continue to believe that the best thing you and I can do for Morehouse College is to work

together on this critically important AGB matter. How can we (and the Board in general) do anything less?

Bob, with this memo, I want to share with you a few compelling reasons why I believe it is actually quite harmful to Morehouse College for you and I not to come together and treat this matter with the seriousness and the sense of urgency that it deserves. I write to you not only as president, but as a fellow trustee. And especially as a trustee, I have some critically important obligations associated with what AGB has flagged, assessed, and recommended in their memo. Moreover, I see this as an extremely important matter that deserves the prompt and thoughtful attention of *the entire board*. I also believe that for the following incontrovertible reasons, it is at our peril that we ignore or marginalize what AGB has highlighted in their memo.

First, I believe that when AGB tells us that our “fundamental governance weaknesses need immediate attention,” and, “there really aren’t many options to hitting a proverbial governance refresh button at Morehouse,” it ought to be taken with the same weightiness as if the American Medical Association warns a doctor, or the American Bar Association warns a lawyer. When AGB further submits, “resisting bold governance change at Morehouse can be construed as an abrogation of fiduciary responsibilities,” it suggests to me that we have an obligation to invite *all* trustees into a meaningful conversation. Both McKinsey and AGB have verified that governance at Morehouse College must change.

*I think you and I ought to stand together side-by-side and openly examine strategies for dealing with this significant judgment.*

Second, AGB clearly states that the board is operating under out of date bylaws vis-a-vis governance best practices. Bob, at some point we will be critiqued by SACS, which has key standards for board governance that we clearly do not meet. Since AGB thinks our bylaws require “a fairly significant redrafting effort,” I believe it truly damages Morehouse College to delay our consideration and ratification of these professional standards.

*I think you and I ought to stand together side-by-side and openly examine strategies for realizing world-class bylaws.*

Finally, the memo refers to my relationship with you as “a recipe for failure.” I have worked hard to conduct myself in my engagements with you and the board according to what is best for Morehouse College. I am disappointed that things have not improved but have apparently worsened. Yet and still, I am committed to do my part to openly discuss and rectify any frictions (real or assumed) that prevent us from effectively discharging our leadership duties and fiduciary responsibilities.

*I think you and I ought to stand together side-by-side, recognize our differences and do what is in the best interests of Morehouse College.*

Again Bob, please see this memo as yet another heartfelt appeal from me to you for the kind of partnership and collegial collaboration that Morehouse requires. Considering the AGB memo and the very serious implications for the fiduciary responsibility of *every trustee*, I have decided to share it with our General Counsel, Lacrechia Cade, seeking her advice. Specifically, I have asked her to advise both you and me about any next steps that may be feasible and advisable from her reliable, "Morehouse-first" point of view.

Ultimately, I humbly submit that this is not about you and me. It is not personal. It is about Morehouse College. As I see it, AGB has advised that there is much about our current governance structure, culture and practices that are antiquated, dysfunctional and inhibitory to our future institutional growth and development. By any objective standard, we can do better. Thus I am appealing to you yet again, to invite our Board into a frank discussion of what is best for Morehouse College as we surge ahead.

Finally, in a recent email to me regarding another board matter, you said, "In light of the serious nature of this matter, I am copying the members of the Executive Committee and attaching a copy of the letter from Ms. Ervin of September 9th. I would like the members of the Executive Committee to be fully aware of this serious matter."

Bob, while I have, out of respect for you in your role as chair, refrained from sharing the AGB memo with the executive committee and the entire board, it is not now clear to me whether you have shared it, or why you have not done so. If you have done so, it is not clear to me why you have not made me aware of that, just as you are telling me you have shared the Ervin letter. To me, this AGB matter is far more serious than the other matter, as it goes to the core of who and how we are as trustees.

Does it make sense *not* to share the AGB letter...together?

Please know that I remain fully committed to a new beginning with a refreshed approach to board structure and engagement. Since time is of the essence, I am suggesting that you and I speak in depth about these issues *no later than COB Thursday, October 2, 2014*. Again, I believe you and I should stand together and deal with this AGB matter openly and collaboratively. I will anxiously await your response.