

## Why We Have No Confidence in Our Board Chairman: An Open Letter from Concerned Faculty at Morehouse College

On Tuesday, March 21, 2017, the Morehouse College faculty passed a vote of no confidence in Robert C. Davidson, the current Chairman of the Morehouse College Board of Trustees. This action reflects escalating faculty concerns about governance practices and the governance culture at Morehouse. The faculty is concerned primarily with the Board's lack of transparency and accountability and its unwillingness to work collaboratively with faculty and students. We believe that the erratic behavior of the Board under the leadership of Chairman Davidson is threatening to imperil the long-term viability of the institution as well as the College's ability to carry out its extraordinary mission and to serve her exceptional students. Our vote of no confidence in the Board Chairman, we wish to emphasize, is animated by a profound commitment to and reverence for Morehouse College.

Following the January meeting of the Morehouse College Board of Trustees, Chairman Davidson announced the Board's decision not to renew the contract of Morehouse President John S. Wilson. Immediately following that announcement, the Morehouse faculty issued a statement requesting that Chairman Davidson meet with the faculty to discuss and explain the Board's decision. That request was reiterated in writing in early March. Both formal requests, as well as several informal requests, have gone unanswered. To date, Chairman Davidson has not met with the faculty and he has not given the faculty any explanation for why an administrative change is necessary at this critical moment in the history Morehouse College, i.e., during a year in which we apply for reaffirmation of accreditation and at a time when administrative stability is needed to attract investment in the institution.

Since the January meeting of the Board, the faculty has been made aware of several documents, including two independent assessments of the Board and the public filings connected to a legal complaint against Chairman Davidson brought forth by three student representatives to the Board of Trustees. These documents reveal a disconcerting pattern of behavior on the part of Chairman Davidson that, we believe, raises very serious questions about the events leading up to the January 2017 meeting as well as the legitimacy of that meeting, including the decision not to renew President Wilson's contract.

In May 2014, AGB Consultants, a member service of the Association of Governing Boards of Universities and Colleges, conducted an independent assessment of the Board. That assessment highlighted several areas of concern, including Chairman Davidson's personal relationship with President Wilson. The AGB report explicitly called for Chairman Davidson to yield to a successor who was willing to provide more support for Wilson:

Changing presidential leadership at this point is exactly the wrong recipe for Morehouse, therefore, we encourage the chair to work with the Trustee and Governance Committee on an expedited board leadership succession process. We don't make this recommendation lightly; both leaders are truly passionate about the college's future, however if the relationship is not one that can be repaired

then we reluctantly conclude that the Trustee and Governance Committee might appropriately explore alternative options (and, if so, the chair, who currently serves as the chair of that committee should recuse himself from that process).

Another independent assessment of the Board, filed in September, 2015, following 20 months of observation, went even further in concluding that Chairman Davidson was unwilling to work productively with Wilson and his administrative team and that Board leaders, most notably the Chairman, had repeatedly demonstrated a “stubborn intransigence when pushed to evaluate their own contributions to the dysfunction.”

The AGB report also raised concerns about the composition of the Board, stating that “the overweighting of alumni Trustees at Morehouse College strikes us as an issue worthy of reconsideration, especially when coupled with the duration of their service,” and that “the full board is clearly sensitive to an insider group of board leaders who are seemingly making the key decisions... This isn’t unique to Morehouse College, but it should be addressed in order to change the culture of overall board member engagement and trust going forward.” The 2015 assessment likewise expressed concern about an “in-group,” a “clique culture,” and an “old guard” that appears “to be most resistant to President Wilson’s leadership, most resistant to change, and least clear about best practice and responsibilities for Governance and Administration.” In light of these reports, as well as testimony from faculty representatives to the Board, the faculty is concerned that the Board’s culture and Bylaws do not afford sufficient checks and balances and that this “insider group,” which is overrepresented on the most consequential Board committees, does not allow for a diversity of opinions and perspectives.

In April 2016, the president of the Southern Association of Colleges and Schools (SACS), the accrediting agency of Morehouse College, addressed the Board and expressed similar concerns about composition. According to the minutes taken at the April 26, 2016, Morehouse faculty meeting, the SACS president had “two concerns: size and number of Morehouse graduates who serve as trustees.” While we do not have a considered opinion about the optimal size or compositional make-up of the Board, we note that several experts put the Board on notice, in effect, precisely because the present configuration of the Board is counterproductive or otherwise ineffective. These concerns, which Chairman Davidson may or may not have shared with the full board, have been ignored altogether; indeed, four additional alumni were added to the Board in October 2016, while one non-alumnus resigned. On a related matter, it has come to our attention that of the 14 members of the recently established Presidential Search Committee, all but four are alumni, and once again the “insider group” enjoys overrepresentation.

Just prior to the January 2017 Board meeting at which the vote was taken not to renew President Wilson’s contract, three student representatives to the Board filed a legal complaint against Chairman Davidson, alleging that the Chairman’s removal of student Trustees from the meeting would amount to usurpation of the students’ fiduciary responsibilities as members of the Board. In advance of that meeting, according to the official deposition, Chairman Davidson informed both the student and faculty Trustees that they would not be allowed to participate in deliberations and decisions about President Wilson’s performance and employment status. One student representative testified under oath that Chairman Davidson had offered to let him participate in the meeting only if he was willing to inform the Chairman, and other members of

the Executive Committee, of his intention to vote for or against President Wilson. That student courageously refused to reveal his vote, and Chairman Davidson proceeded to dismiss that student, along with the other student and faculty Trustees, from participation in the executive session. We should note that the Chairman himself, who is encouraged by SACS principle to remain impartial, nevertheless presided, despite a clear conflict of interest, over a meeting in which he had taken a position.

The documentation that we have indicates that Chairman Davidson was intent on ending John Wilson's presidency and that he presided over a series of maneuvers—including what appears to be repeated disregard for SACS principles and expert opinion, apparent manipulation of Board membership, prima facie intimidation of a student Trustee, and the removal of student and faculty Trustees from the January 2017 meeting—that were designed to secure his intended outcome. Many members of the faculty are unable to conclude that the vote on President Wilson's contract is legitimate. Former Georgia Supreme Court Justice Leah Ward Sears described the dismissal of student Trustees as “an act of voter suppression.” We would add that the dismissal of faculty Trustees only adds to the severity of the suppression. Students and teachers are the two most important constituencies of any educational institution. The faculty is deeply concerned that the Morehouse College Board of Trustees, under the leadership of Chairman Davidson, has suppressed the voices and opinions of these two essential constituencies.

In addition to the unsettling events leading up to the January Board meeting, there is sustained and significant evidence of poor communication, lack of engagement with and lack of responsiveness to the faculty regarding the governance of the College. As a case in point, the Board's Bylaws are not posted and have not been shared with the faculty or any part of the Morehouse community. The minutes of Board meetings are available only to members of the Board; additionally, the minutes from executive sessions are available only to members allowed to participate in the executive session. More generally, there is no mechanism in place by which the Board might make its decisions or decision-making processes known to faculty or other members of the Morehouse community. Since the January Board meeting, the faculty has conveyed to the full Board that both SACS principles and AAUP best-practice recommendations encourage governing boards to be in direct and continuous communication with the faculty. We note again that, despite repeated requests for dialogue and communication, Chairman Davidson has refused to respond to, or even acknowledge, escalating faculty concerns.

While our concerns are directed at the current Chairman of the Board, it must be stressed that our motivation is to ensure that Morehouse College is best positioned for sustained growth into the 21<sup>st</sup> century. Part of what is driving our concerns, undoubtedly, is the conviction by many of us that President Wilson and his administrative team were in the process of establishing a firm basis for sustained success. In many ways, Morehouse is stronger now than it has ever been. President Wilson had begun the vital process of shifting from a tuition-dependent to an endowment-driven business model. He assembled a first-rate administrative team that was poised to initiate and steward transformational relationships with private philanthropy. He and his administrative team had introduced unprecedented transparency and a refreshing willingness to collaborate with the faculty. Under Wilson's leadership, members of the faculty have enjoyed

long overdue pay raises and new levels and kinds of administrative support. As one independent auditor of the Board remarked, in a September, 2015 assessment:

President Wilson is a highly effective, mature, capable and principled leader. It is my assessment that his rare and unique strengths are a great fit for Morehouse at this time. He has assembled a strong, talented, and independent team and shows humility and transparency in his collaboration with them. His knowledge of higher education; his connectedness politically, academically, and in business circles; his ability to communicate both publically and in writing; his fortitude in the face of internal criticism; and his commitment to Morehouse in specific are a special combination of knowledge, skills, and abilities, not easily found in the Academy. I believe the board would be hard-pressed to find anyone more capable of leading the change required for Morehouse to become one of the leading higher education institutions in the world, thereby honoring the legacy of her past.

It is not clear to this faculty why an administrative turnover is necessary at this time, nor is it clear how any other president could or would do anything differently than what President Wilson had begun to do. The Board has not provided any explanation.

In sum, the recent vote of no confidence expresses longstanding and escalating frustration by the faculty with the Chairman of the Board and, by association, the present configuration of the Board: we are concerned that a small minority, whether a single individual or a favored few, mostly members of the alumni who serve on the Board, have exercised—and continue to exercise—too much influence on the direction of the institution; we believe that conflicts of interest have undermined—and continue to undermine—the integrity of the decision-making process; we are convinced that open and transparent communication with all stakeholders, not merely Board members and selected visitors but also faculty and students, constitutes the best practice when it comes to governance; and finally, we think that the Board can only function as a collective body and that no individual member, not even the Board Chairperson, can assume a privileged position to make unilateral decisions that affect the community at Morehouse College.

For these reasons, among others, the faculty does not have confidence in the leadership of Chairman Davidson. Morehouse has survived in spite of Board dysfunction. But the marketplace for our students has become so much more competitive that we cannot survive ongoing Board dysfunction. In a recent article in *Diverse Issues in Higher Education*, the president of SACS, our accrediting agency, described 2017 as the “year of governance” for small colleges, especially HBCUs. This is a time when governing boards desperately “need refreshers, a preventative conversation, [and] a reminder of appropriate behavior.” Chairman Davidson has demonstrated contempt for collaboration and a contentious refusal to engage in preventative conversation. His behavior has been utterly inappropriate. We trust that our faculty vote of no confidence in his leadership can help to initiate a conversation about much-needed reforms to our Board’s culture and practices; ideally, this is an opportunity for Morehouse to spring forward into yet another 150 years of excellence in higher education.