

6-14-1974

Letter from Vane B. Lucas June 1974

Vane B. Lucas
The American College

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Recommended Citation

Lucas, Vane B., "Letter from Vane B. Lucas June 1974" (1974). *Archival Letters*. Paper 2.
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*file
and
memo
6/28/74*

June 14, 1974

TO: Davis W. Gregg
FROM: Vane B. Lucas
SUBJECT: Bylaws and Rules of Governance

Dear Dave:

Denis Raihall and I met recently with Dr. Warren D. Evans, Chief, Division of Professional and Graduate Education, Bureau of Academic Programs of the Commonwealth's Department of Education. As you know, Warren has been quite helpful in providing informal guidance as we have drafted our application for authorization to grant a graduate degree.

Among Warren's most recent comments were several observations relating to the College's Bylaws and Rules of Governance. Let me try to summarize them.

First, he seemed to be unacquainted with the combination documents of bylaws and rules of governance, and he said that perhaps they resemble the "business" approach to bylaws rather than the educational institution approach. He commented that our attorneys may be viewing the documents from the point of view of "corporate law" whereas he is thinking of the College as an educational corporation.

With respect to the Bylaws, he suggested that perhaps the visitation committee would feel there should be a limit on the number of Term Trustees to preclude packing the Board. He also felt one line under Section 6 (BL-4) should be amended. It now reads "The President and the Executive Vice President shall be elected from among the Term and Life Trustees." Warren feels this section could be interpreted as eliminating the prospect of candidates for the positions of Presidents and Executive Vice President unless they are, first, Trustees. He has a point.

When Warren quickly reviewed the Rules of Governance, he reacted to the references to academic credit. I feel sure, however, that the visitation team would view these referenees as authorization to offer credits and not a claim that we now offer courses for graduate credit.

He observed that the required membership of the Educational Policy Board gave control to the Trustees and relegated the faculty to a minority role. He was suggesting that perhaps a realignment would be preferred by the Department of Education. Likewise, he noted that the membership of the Hull and McCahan Foundations could be controlled by the Trustees.

Warren also seemed to confuse certain provisions in the Rules of Governance as being related to the graduate program rather than to the CLU Diploma Program, but this problem should be clarified through further discussions with him.

While it may be precipitious to suggest any changes in the Bylaws at this time, it may well be that certain revisions to the Rules of Governance could be proposed to the Trustees at the Annual Meeting. If so, we would also want to consider making the revisions suggested by Clarence. These suggestions are noted in red on the attached copy of the Rules of Governance.

If it should be decided that a revision should be sought in the Rules of Governance, copies of the Rules of Governance with proposed revisions could be prepared and distributed to the Trustees while I am making the report of the Executive Vice President. Since I will be summarizing the current status of discussions with the Department of Education, this spot on the agenda might be appropriate. Of course, it could be handled elsewhere as well.

Will look forward to learning how you and Jack view the matter of revising the Rules of Governance at the upcoming meeting.

Vane

VBL/df
Attachments