

Robert Hughes, M.D.  
Chairman of the Board  
University of Louisville

Dear Dr. Hughes,

As the original authors and advocates for a review and recommendation of governance best practices at University of Louisville, we were disappointed and surprised by the announcement that the trustees have formed a committee on board governance with a stated mission and timeline for action. While this news sounds like a positive step, unfortunately, it is misleading to the public and UofL constituencies. There has been no meaningful board discussion or vote related to the committee or its mission. Instead, you chose the members, drafted the mission and announced it as a trustee action. Although you technically acted within your powers, this goes to the heart of the need for a review of governance. The mandate for such a review at minimum deserves board discussion and sanction. The community deserves no less.

Despite the many successes at UofL we are frequently accused of operating in an opaque manner and having a passive board of trustees. We live in a turbulent time for higher education where the public trust in student access and success, the sustainability of current education models, and the university's role in economic development engagement with the community face multiple challenges and risks. With these concerns in mind, last summer we drafted goals and requests relating to communication between the administration and board members, strategic planning, and board governance. They were aimed at (1) ensuring the board acts under current national best governance practices, (2) demonstrating a deep commitment to improving the academic experience and outcome for students and (3) fostering greater openness, dialogue, discussion, education and accountability to better assist in exercising our duties. This document along with its related requests is part of the public record. A group of trustees met with you in the summer of 2014. At that time you agreed to the reasonableness of these goals and related requests and said you would make best efforts toward achieving them.

Since that time, the Association of Governing Boards (AGB), the premier organization centered on governance in higher education, released a report of the National Commission on College and University Board Governance. It was provided to all UofL trustees and it makes many recommendations aimed at addressing the risks faced by all American colleges and universities. It stands as the leading document on U.S. university governance today and we strongly recommended that it be the cornerstone of any governance review conducted at UofL.

Its executive summary notes that the days of "honorific boards concentrated on selecting prominent leaders and fundraising," days when few questions about performance were asked by either governments or stakeholders, are long gone.

Boards cannot afford to be “inwardly focused” if they are to fulfill their fiduciary and long-term strategic planning duties as laid out in the Kentucky Revised Statutes. You have drafted a mission for the ad hoc committee on governance that has removed any mention of the AGB or its recommendations. It is worth noting that twenty-one Kentucky colleges and universities are members of the AGB, but UofL is not amongst them. We suggested a much shorter, more basic, AGB-focused resolution for the board to discuss, but received your mandated charge that requires an unrealistically brief time for the delivery of recommendations.

You have suggested publicly and privately that we have a divided board with some “dissident” members – a view we do not share. We and other trustees continue to attempt to work within the understood practices of the board in trying to move forward on improved governance. We strive for a cohesive and collegial board that represents and defends the interests of the University, taxpayers, tuition-paying parents/students, donors and the Louisville community. The committee and mission as constituted by you do not reflect our original intent as the trustees who initially called for a closer look at governance at UofL.

Respectfully,

Emily Bingham, Trustee  
Stephen Campbell, Trustee