Northwestern University
Minutes of the University Senate Meeting
October 28, 2008

The University Senate held its first meeting of the 2008–2009 year on October 28 in Hardin Hall on the Evanston Campus. President Henry Bienen called the meeting to order at 3:00 PM.

I. The minutes of the May 6, 2008 meeting were unavailable for approval, not having been released for distribution. They will be voted upon at the next Senate meeting.

II. President Bienen reported on the impact upon the University of the current economic situation. The senior managers of the University met this morning with the joint Executive Committee and the Budget Committee of the Board of Trustees to review the implications for the University of the rapid and unprecedented downturn in the markets. As previously reported to faculty and staff, the University is in sound fiscal condition, without extraordinary budget problems. It is hard to put a precise number on the value of the endowment. Some months ago, at its height, it was worth about $7.3 billion. By the end of June its value was still up 3%, and at the end of the fiscal year in August it was essentially flat with a .1% increase. By the end of September it was marked down to $6.6 billion. The present working number would be about $5.8 or $5.9 billion, but this is more a guess than a hard figure because what can be known when looking at a portfolio is its public aspects, viz. what the international and domestic public equities are. The number from the hedge funds may or may not be much good, and private equity value is probably not very good. Almost all major university portfolios like ours are distributed across all imaginable asset classes including real estate, oil and gas, and commodity markets (which are severely contracted). The margin or error when appraising our endowment is considerable. One of the University's investment managers in New York recently remarked that a particular firm in his private equity portfolio is doing well, but when it is marked at the end of December he will have to find a public company that is equivalent to it under new accounting laws, and it will probably have to be marked down below its actual value. The University has nothing to say about where those marks are set: under accounting standards and as required by our external auditors, we must accept the marks supplied by our private equity and hedge fund managers, whether they are lower or higher than we believe they should be.

The depletion of our endowment has several implications for University budgets. Our monthly snapshot of the endowment is the basis of a kind of tax that the Trustees place upon it for the operating and discretionary funds to be made available to the President and Provost. Some of that goes to run the investment office; it is not an averaged or lagged amount but an immediate cost. The precipitous fall of the endowment immediately affects this operating money. A second and more consequential effect is less immediate. Called the spending rule or the guideline, it is set by the Board of Trustees. It is a lagged average of the market portfolio over a number of years and components of the Consumer Price Index. It creates a spending rule which allows the University to spend a certain amount from the corpus of the endowment. That amount has been set for the present fiscal year as an increment over last year's spending, a significant increase of nearly 9% over the prior year, an amount that is already baked into our budget though it does not have to be spent. That increase, made known to the schools and other units of the University, is a fraction of the total portfolio residing in Kellogg, the Medical School, the Law School, Weinberg, and the other schools. Even those moneys may be earmarked for particular purposes and are not fungible. Going forward to next year's budget, the percentages are already baked in. Those funds are based upon past good market performance, but it would be imprudent to spend that money under present conditions. The Trustees have made it clear in a resolution passed today that they do not expect us to spend the full increment of another 9% or thereabouts. If we assume the portfolio decline since August goes forward in another bad year, the budget fluctuation would work against the intent of the formula to level out spending. It would therefore be extremely imprudent to spend in accordance with the guideline; in fact, the Board has not given us the discretion to do so.

Another aspect of the implosion in the market is troublesome for the University. This is the issue of liquidity. There are rumors that some of the wealthiest universities have been selling distressed assets into this market. Some of these assets are worth $1 billion and more. Two deductions can be made about these sales. One is that the sellers want to clean up their assets and think there are better ways to invest them. If the loss from such sales is between 25% and 40 or 50%, the transaction looks less like a cleanup than a liquidity problem. A very rich university can have a very big liquidity problem depending upon how they have managed their budgets or if they have acted like hedge funds and had, in effect, negative cash on their investments. For some universities it was very hard selling their short-term paper. Like all universities, we borrow in short and long term loans at fixed and variable rates. In short term paper, which is like auction rate bonds, the markets have frozen, sometimes completely. When Harvard and Princeton were finding it hard to sell their paper, we joked that we could buy it, were it not that we are not a bank. In spite of their high ratings, Harvard and Princeton could not find buyers for their paper because the credit markets were frozen. Though those markets are no longer frozen in the same way, all sorts of resources that could have been used and which we took for granted in the past can no longer be taken for granted. We have lines of credit at Northern Trust and J.P. Morgan. Would they be there if we wanted them today, tomorrow, or in six months? This is a worry that has not existed in anybody's lifetime.

This liquidity problem is compounded by the fact that as we can create cash when buying opportunities occur, it is also important to conserve cash and other liquid assets. We have obligations in our investment portfolio to meet capital costs from private equity and hedge funds in which we have invested. In these markets, such calls for capital have no money distributions in return. Normally venture funds and private equity funds would be returning money as they became liquid from the sale of companies. At present, calls for capital are running five times greater than returns from sales. We have to meet those obligations in order to make good investments when they become available. Asked if the endowment is unusually invested in real estate investments such as mortgage-backed securities, Bienen stated that sub-prime mortgages are not a problem for us; it is not always known what is in our hedge funds, but there is nothing in our holdings that we think is disastrous. In fact, our biggest hedge fund just produced a 6% profit in October. There are many unstable variables in these highly volatile markets, such as credit default swaps, and we perform these transactions ourselves to hedge our investment portfolio. Since the destabilization of Lehman Brothers, we have had to find other ways to market our short-term paper. Our common fund is small, but other universities may have had $1 billion tied up in their common fund which they cannot access. We have done relatively well in this down side where there is nowhere to hide. Even money funds, which looked safe, were under pressure until the Treasury and the Federal Reserve decided to insure money funds. For the time, credit markets have to some degree unfrozen for us. It is not clear whether they will remain so because there is little new bank lending. In an unclear near future, prudence is the only policy. Caution with the long-run health and economic future of the University is the policy of our Trustees' Budget Committee, Executive Committee, and Investment Committee; it is also the policy of the senior administrators of the University.

The implication for the future remains the same as in previous messages. We do not anticipate staff firings or cuts in the current budget. In future years, very few incremental plans and programs are anticipated whether at the staff or academic level. If deans or managers of major enterprises come forward with requests for new incremental money, such requests are unlikely to be granted. As for construction, we have some very large projects on the table. We hope at least three new building projects will start, but not imminently. One is a new building for Kellogg; another is a new tower for the Lurie Medical Research Center, a third is a new building for the Music School. The first two will require more funding than is currently in hand; for the Music School, we have picked an architect and intend to go forward with programmatic design over the next 12–18 months. We intend to go ahead with renovation of Harris Hall. We will proceed with the infills in the Technological Institute as we have promised to meet programmatic needs, though we envision slowing some of them to save money. We have tabled some important projects such as a new information center for the Office of Admissions and Financial Aid. As for faculty hires, we should continue with plans that have been made, but deans may decide for the time to delay some to conserve cash. There will be incentives for chairs or deans to figure out ways to spend less than their allocation. We will also cap start-up costs; the most expensive hires are in the sciences and engineering, where start-up costs come out of the budget of the Vice President for Research as well as the schools. Sometimes the central administration has found money for this expense: that money will no longer be available. Increments in the Research budget have been considerable over the past two years thanks to the Lyrica monetization which went into endowment for research, graduate fellowships, and undergraduate scholarships. The Vice President for Research will confer with the Provost and the President to decide what is affordable for these expensive hires and set a firm dollar amount. We still want to make strategic hires, and we are one of a handful of universities that are comparatively well off. These are not necessarily the nine or ten universities with endowments larger than ours: some of those are having liquidity problems. The state universities will be in great difficulty. The task of this administration is to optimize our financial standing to make it possible to attract faculty inside the constraints we are under.

Regarding financial aid, President Bienen described this as the priority he is least willing to abandon. We will not allow students whose parents have lost a job to lose their place at Northwestern. We anticipate much more demand on our financial aid budgets than we once expected. We will not add large amounts of new endowment money to financial aid as we had once anticipated. We have already added a considerable sum from the endowment for this purpose in the last couple of years. When markets improve, we will add more: but not in the near future. We fund most of our financial aid from our central budgets because over the years Northwestern was not able to build up the kind of endowments that Harvard, Yale, Princeton, and Stanford had for financial aid. 80% the money for financial aid for some of those universities comes from endowment, the preferred source for such support. But the irony is that those very universities who expanded their aid programs with endowment growth now face a reduced capacity for financial aid as their liquidity shrinks. To sustain our aid program, we are now committing all unrestricted bequests to financial aid.

Summing up, Bienen said he does not expect big salary increases on one hand or zero-growth budgets on the other. Inflation will come down in the short run. Prudent management has put us in a relatively strong position.

In response to a question from John Elston regarding contingency plans if the endowment drops even more, Bienen said that the Trustees will set the parameter and leave its execution to the managers of the University. The Faculty Senate and the GFC are welcome to suggest priorities, but the Trustees look to University management to make the decisions about priorities. Contingency plans have not been based on specific cuts but on responses to liquidity issues. Decisions about faculty salaries and tuition will have to be made with the Budget Committee of the Trustees later on. Given the present volatility, new information will come to light between now and January. Besides the stock market, issues of liquidity and uses of cash will affect year-end decisions.

Timothy Breen asked whether Congressional interventions in how universities manage their endowments will exacerbate present concerns. Bienen replied that this question engages several issues. Early concerns were raised by the September 8 Grassley-Welch Roundtable that would force universities to act like foundations and spend 5% of their endowment yearly. This was always a foolish idea because universities do not work like foundations. Moreover, university endowment growth is not disposable money: most endowment is locked up in particular restricted funds that must be employed as stipulated by the donor. The implosion in endowments has taken the steam out of the Grassley-Welch thesis, and Senator Grassley himself has retreated from his original argument. At the same time, the interventionist view has not necessarily disappeared. Questions about tuition increases linger, and there remains a disposition to be more controlling, which is not a good thing so long as universities remain well-managed institutions. Though pressures will lessen, they will not go away.

Sandro Mussa-Ivaldi asked about the impact upon grants that require matching funds. These will be affected, said Bienen, in the sense that there will be less money available, but we will be reluctant to turn away from such opportunities. Besides Federal grants of this type, there may be private donors offering grants on those terms, and we will do everything we can to meet them.

Laurie Zoloth asked if there is a strategy for fund raising in this environment. So far, said Bienen, it can be expected that this will be a poor environment in which to raise money. Last year was a relatively good year for end-of-August cash in, where the number was $217 million. For commitments, the number was even better, one of the highest commitment years ever: $276 million. We have traditionally not had reneging on pledges, but the present is so ahistoric that this could happen. He would rather expect some stretching out of a pledged timetable. Our private donors, he judged, would be very reluctant not to make good on pledges. Foundations are a different matter. They are meeting their commitments, but their spending going forward will be on a smaller base. The president of a large foundation told him that their portfolio was down $7 to 9 billion as of a few days ago. All such foundations are invested, like private universities. The most uncertain of all is the federal government: there will be a new administration in January with different priorities and different funding. The Federal Reserve and the Treasury have said they will deal with the economic crisis by printing money. We do not know what they will do, but we have to plan. We anticipate that fundraising will be down 10%; that is a nominal figure. All revenue streams will contract, and tuition income will be offset by financial aid. Because we cannot control revenue, we need to exercise prudence and restraint on the expenditure side. That said, he does not want to give up on ambitions for the University. The Trustees have mandated only that we exercise prudence in expenditures without laying down a hard figure. We will not go into deficit financing; beyond that, we have no rigid budget numbers. Further Lyrica monetization would yield cash, but in nowhere near the same quantity as it did before. Those are decisions that the Investment Committee of the Board will make with our investment managers.

III. Jan Eberly, Chair of the Honorary Degree Committee, remarked upon the diverse composition of the Committee. As it does not represent the full range of the faculty, today's vote is valuable for its broader range of input. The process of selection begins in spring quarter, when an email goes out to solicit nominations for honorary degrees. The vast majority of nominations come from the faculty, though anyone may make a nomination. These are supported by a curriculum vitae for an academic nominee or a biography for a non-academic, and a substantive cover letter from the nominators explaining why this person would bring distinction to the University as the holder of an honorary degree. GFC Chair Laurie Zoloth expressed her thanks for members of the faculty who have made nominations. Supporting materials are due August 1 of each year; the committee meets in October to review those materials and make their recommendations, which then go to the University Senate if it meets in the fall, failing which the GFC makes its recommendation. All recommendations are confidential. Names and short biographies of each nominee were then displayed on screen by Jake Julia, who prepared the biographies and was ready to answer questions. Ballots were distributed for a vote after the presentations. A tally of the ballots resulted in approval of all nominees. Zoloth added that spring is the best time to think about the next round of nominees and to make specific nominations. Parents and graduating students are impressed by the choice of honorands, which helps to define who we are as a university.

IV. For its continuing discussion of shared governance, Zoloth presented the Senate with a proposal for a University Assembly. The GFC had decided to bring its proposal to the present meeting because of a Senate vote last May to continue work on a plan for changing governance. This plan is now in its second reading, though not the at end of the process. Comments, suggestions, and amendments are anticipated. Five members have voted by proxy in favor of its adoption as it stands. If it is approved at the present meeting, GFC will continue to work with the Central Administration to make it a shared governance document for presentation to the Board of Trustees, whose approval would be required. Much of its authorship is the work of Paul Arntson, who went to the National Governance Council, a meeting of all the people who preside over faculty senates and general faculty committees and monitor faculty governance. Arntson found that we are out of compliance with governance systems at sister universities. Faculty coming to Northwestern from other institutions have likewise found that the faculty role can be different than it is here. Because we have so many new faculty, we are aware that new ideas for participation in governance should be incorporated. The reason for change is that we can do better than we do now: too few people come to our university assembly as now constituted. For example, the Medical School has a separate faculty senate whose members have not attended meetings of this University Senate and do not participate in University civic life. The GFC identifies this as a problem. We would like a more robust commitment to civic life in the University.

The call for a revised shared governance is data driven. The on-line survey taken by GFC was so heavily responded to that the survey instrument crashed in the first round with nearly 500 respondents. This group was divided between tenure-track (ca.60%) and non-tenure track (ca. 40%) faculty, with about 2% administrators. By far the majority said either that they know what the GFC is but did not know what it does, or that they had never heard of it. Many responded that they do not know what difference their attendance at Senate meetings could make. Most did not know how universities construct their governance. 41% responded that Senate attendance would cut into their family time. 38% said they cannot take on anything beyond research and teaching. 28% said there was nothing to be gained by doing service at this university; 31% had no idea they were supposed to perform university service. 9% stated "Nothing will ever change—it's a waste of time." 5% believed the Administration should administer. 11% replied they had no complaints and everything is fine. The GFC believes something should be changed to help our overcommitted, research-driven faculty participate in some structure in which they have a voice. We have a vision at Northwestern of being much better in the rankings and continually improving in spite of the economic catastrophe. We have a vision of one Northwestern, to which many people here have devoted much thought. Typically, we have closer relationships to colleagues at other universities than at our own. To achieve better goals, we need to change the culture of the University. Many on our faculty wanted to be at Northwestern because of interdisciplinary work. If that is true, then governance across the schools is important.

The GFC proposal calls for two levels of governance, allowing full participation by anybody at any level. The University Senate will become the University Assembly, meeting twice yearly and a third time if the University President wishes to make it the venue for a presidential state of the University address, co-sponsored by the Staff. It would vote on honorary degrees and matters than affect everyone. Open to everybody in the faculty and administration, it would host a large, robust civic discourse. The second body would be an ongoing, working Academic Senate, representative of the various schools by way of open elections. It provides the leadership of the committees, making recommendations to an Executive Committee and thus to the Trustees. It creates an ongoing governance structure meeting monthly in the academic year. This plan empowers a democratic structure with multiple ways to participate. It draws on existing strengths, such as the model of Program Review. It draws upon the faculty's areas of research expertise, be it philosophy, law, history, or economics, and existing academic sources, such as Greek, Aristotle, DeToqueville, and other bodies of thought that speak to the importance of democracy and its habits of participation. Faculty may petition for agenda, add Senate committees, and offer faculty advice on such matters as the Senate takes up, reporting to the Senate four times yearly instead of twice.

Steve Eisenman pointed out that the proposal offers University Assembly membership only to administrators with faculty appointment. Dan Linzer remarked that this is the first meeting at which an actual document has been presented for discussion. The present Senate meeting is therefore the first reading of the specific proposal on the floor. Zoloth accepted this interpretation. Eisenman added that there is however no Senate regulation requiring first and second readings of proposals brought for a vote. President Bienen said that he had gotten this document only on the previous Friday and has not had the opportunity to digest it or discuss it with University Counsel or his colleagues in Central Administration. He therefore felt it would be premature to have a vote at this meeting. Zoloth agreed that more discussion would make the final form of the proposal more robust. John Elson remarked that a larger body than the present University Senate would draw on a larger constituency and enable more effective committee structures. Zoloth added that when there is an elected structure more people care deeply about outcomes. This has proven true at other institutions. Eisenman said that there are no bylaws about how GFC members are elected; it is up to each school to appoint or elect GFC members. A regular procedure would strengthen the body it constitutes. Another defined bylaw, said Zoloth, would fix the meeting date of the University Assembly that could be put in everyone's calendars well in advance. Responding to a question about the actual powers of the Faculty Senate, Eisenman pointed out that the section on Functions on pages 4 and 5 of the proposal is newly written and speaks about the broad authority and rights of the faculty to express its opinions and pass resolutions on matters central to the University as a whole. The core functions of the University— the educational program and campus life — are the purview of the faculty. To the present time, the faculty governance organizations have not asserted those rights and responsibilities. There is no effort here to arrogate to ourselves responsibilities that belong to the Trustees, but rather to work in a cooperative way with administrators, trustees, and staff. The proposal on the floor puts in writing that we wish to take some responsibility for these core functions. With a robust governance body, we would hope that the new president would feel it incumbent on him to consult with the faculty if program cutbacks become necessary. When any kind of challenge appears, the faculty expects to be engaged and be asked its opinions regarding new programs on campus or overseas, large-scale building programs, redirections of campus priorities, and other major campus events. Charles Thompson commented that years ago the Budget Resources Allocation Committee gave effective advice on budgetary matters, but since that time there was little consistency or longevity of membership. With a larger Senate and more continuity, there is hope for better expertise in the various areas of the budget. The Benefits Subcommittee is the only effective one in a number of years because of considerable ongoing expertise. Zoloth recalled Linzer's telling her that experience in managing budgets is the most important asset for long term committee members. Thompson pointed out that the Senate is disadvantaged by a lack of written rules, failing which the only recourse is to appeal to Robert's Rules. Generally, a vote is not taken until all members who could be present fully understand the matter to be voted on, with time to make preparation. Similarly, procedural rules are lacking for the GFC. Given this lack of rules, it is not clear whether all GFC members are active on committees, and it was acknowledged that they are not. Within University Statutes, the Senate has the power to create bylaws for the Senate and the GFC, making it clear that only elected representatives may attend meetings. It is well known that some schools of the University do not ever elect Senate and GFC members; rather, these are appointed by the dean with no proviso that participation is mandatory. This is a prescription for ineffective committees, and is correctable under current rules. Thompson's suggestion was to write a set of rules and bylaws for the Senate and GFC prior to presenting any proposals for a vote. Under Robert's Rules, the proposal now on the floor cannot be voted upon. Zoloth replied that within the limits upon her time she has tried to fill vacant GFC subcommittee positions. The proposal on the floor is the GFC's answer to the shortcomings that have been pointed out. If there is a new elected Senate created by the proposal, that Senate would be the body to create new bylaws for a new GFC, or their replacements. Paul Arntson remarked that when he started work on the proposal, he tried to address many of the issues raised by Thompson. This is the only university he has encountered that does not have bylaws for its Senate and GFC. 85% of the proposal on the floor is specifically addressed to holding the faculty accountable to serve on committees, appear for meetings, and be good citizens of the University. 15% is tied to the relationship with the Administration and with other schools. He personally agrees that the proposal needs two readings, of which this is the first. This is the first time anybody has seen the articles of authorization for both University Assembly and Faculty Senate, and the first time anybody has seen the actual proposed bylaws. He agreed with Linzer that the concept of new bodies as opposed to other alternatives is new at this meeting. The proposal should now be moved and a second meeting in May should take it up after we have talked to the Board of Trustees, the Central Administration, the Deans' Council, the various school faculties, and University Counsel Tom Cline. Zoloth replied that the GFC had voted against Arntson's view and decided not to wait until the May Senate meeting. She agreed that further input is necessary, but a vote of approval was thought necessary to move the proposal forward. President Bienen strongly agreed with Arntson that a credible process requires prior study by the Administration and Office of General Counsel. The system under which we are now working, he said, is not the creation of this Administration. For a legitimate process of change which has credibility, Arntson's procedure would be best. Other issues of substance should be considered. The curricula and programs of the University are overwhelmingly structured in the schools, not by the Central Administration. There are some programs, such as the Qatar operation, that are started in the Administration, but implementation came from the School of Communication and Medill School of Journalism. Similarly, Kellogg will have to decide that it wants to have an Executive Education program. The President can do no more than talk to the dean about this idea and he and his faculty decide whether they want to partner with Medill. He does not believe that any faculty assembly offers any added value in opining about those kinds of curricular and programmatic matters which are structured in a highly decentralized university in curricular terms by the schools. An area which is less clear-cut philosophically is the balance between a generally democratic view and administrative expertise. Most of the budget issues that face the University involve detailed tradeoffs and priority decisions which are not rocket science. But he does not believe a faculty group can opine as a whole on whether we should have a new Kellogg building versus a new Medical School tower. Those discussions are based on how much money can be raised, where the building can be sited, and who are the donors. Such conversations involve some confidentiality, heavy Trustee involvement particularly in the Board's Educational Properties Committee, and calculations of recurrent costs. The length and detail of such discussions make them problematic for direct faculty involvement. Other discussions are less fraught and more accessible to general deliberation. For example, there is nothing particularly complicated about setting tuition. The question is whom the Trustees will want to involve in that discussion. The priorities in budget decisions fall in one of these two categories.

A GFC member replied that decisions such as tuition could in fact benefit from more faculty input. Bienen replied that tuition in the professional schools are suggested by the schools and then come to the Budget Committee of the

Trustees, somewhat filtered by the Central Administration but as a rule little opined upon like undergraduate and graduate tuitions. Priorities affecting tuition are set early in the year; the faculty could well participate if it had something like a priorities committee which meets quite regularly and hears the arguments affecting tuition from the beginning. It is not the job of the faculty, in his view, to make decisions about how much more or less the Library should have in its budget. You will not find anybody who will try to run the University that way. It could be the job of a faculty group to opine on large aggregate matters rather than on detailed allocations to buildings or programs. It comes to the Administration only to approve incremental items in the budget. To be involved there, the faculty must be present at the beginning and devote considerable time (expertise is not the main issue). On this question, Bienen said, he is agnostic because he does not believe it would not make a great difference in the end. Decisions of tuition and faculty salaries are made within small increments, and he has few worries about the outcomes with faculty participation. He does worry about the large time commitments it would involve. He is more concerned to achieve clarity about what a general deliberative body can usefully opine upon in a university. Some opinions are unlikely to have much credibility with our Trustees. Sandro Mussa-Ivaldi remarked that in a normal modus operandi many questions can be handled without participation by extra-administrative bodies. The point of a faculty governance body is not to discuss every issue that is on the table concerning schools and departments, but that among several aspects of academic life such as opening or closing a program or a school, there are certain decisions that have relevance to the faculty at large. The purpose of the GFC proposal is to establish an orderly process through which the faculty has a voice in the administration when there are issues of felt relevance. If a meeting of the faculty concerning a particular issue has a large attendance, the issue probably justifies faculty participation. While it is important to have subcommittees that decide on priorities, it is also important to have two types of body: one an assembly of the faculty at large, and another truly representative body comparable to the GFC, which is found on many university campuses. The purpose is not to micro-manage every aspect of collective life but to have an orderly way to convey an opinion from the bottom to the top. The chain of command from the Trustees to the deans is well organized, but there is no corresponding path in the opposite direction. Zoloth added that she prefers the meeting of large groups to small groups for debate. It is clear, she said, that the motion on the floor is a document in process. She proposed a straw vote on the motion followed by further discussion using an on-line mechanism with a date before which faculty would register their vote. Eisenman suggested that today's vote should decide whether the Senate approves the idea of moving forward with the document under discussion, allowing the GFC to continue its deliberations with the faculty as a whole and with the Administration and Trustees. A determining and final vote would be set for the next meeting of the Senate.

Thompson proposed an amendment: that instead of going forward only with the document under discussion, any proposed alternatives be included, allowing for proposed amendments. All such alternatives and amendments would be prepared 60 days before the next Senate meeting, allowing a 30-day period for more comments and amendments. The resultant document should then be distributed 30 days before the meeting to allow members to digest its content. Thompson's amendment was defeated. Carol Simpson Stern opposed the motion to move forward with the proposal distributed at the beginning of the meeting. It was not ready, she argued, to be presented for a first reading, as it was not seen until about two days ago. Eisenman disagreed on the ground that the issues have been sufficiently vetted by faculty in the spring and the document circulated in advance sufficiently for it to be considered a first reading. This status allows for considerable input over the next six months. Stern countered that the document is lax and vague; there has been too little opportunity to discuss the generalities, not to mention necessary specifics. There has been no discussion with the President or Trustees. Zoloth pointed out that the present vote represents only the faculty's view of governance. Consultation with the Administration, Trustees, and other interested parties will occur before the next Senate meeting in May. It is therefore understood that details will be negotiated before that date. Mussa-Ivaldi suggested as a possibility that we have a revision following input from faculty campus wide via the internet. Zoloth and Linzer agreed that on-line commentary would strengthen the discussion. The next vote was to be on Eisenman's proposal to end the present discussion and move forward to the on-line forum that will take place prior to a May vote on a governance resolution. It was agreed that the on-line forum could result in a resolution substantially different from the document currently in circulation. Arntson moved for a special Senate meeting in February to air criticisms made by Carol Simpson Stern regarding the constituencies needing to be heard from. Combined with the on-line forum, this could prepare the way for a final vote in May. Eisenman yielded to Arntson's motion, which was approved by a show of hands.

V. The meeting was adjourned at 5:12 PM.

Respectfully submitted,

Daniel H. Garrison
Secretary to the University Senate