



University of Missouri System

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**THE UNIVERSITY OF MISSOURI SYSTEM
TASK FORCE ON GOVERNANCE**

TASK FORCE REPORT

OF JULY 19, 2018

**AS MODIFIED, APPROVED AND ADOPTED
BY THE BOARD OF CURATORS
ON JULY 27, 2018**

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PREFACE

In January 2018, Board of Curators Chair David Steelman appointed a task force to review the University of Missouri System's patterns of governance, leadership and operations ("Task Force"). In carrying out its charge, the Task Force reviewed, among other things, information from other public university systems, the history of the UM System, and sought and received input from chancellors, provosts, vice presidents, faculty representatives, staff, students and other concerned stakeholders through a variety of media, including a university community input session at the Board meeting on June 22, 2018. As a result of those efforts, the Task Force developed and submitted a report to the Board on July 19, 2018 ("Task Force Report"). During a two-day meeting in Springfield on July 26-27, 2018, the Board discussed and modified the Task Force Report and approved suggested revisions to University Collected Rules and Regulations ("CRR") 20.010, General Organization, and CRR 20.030, Executive Philosophy. The Board approved and adopted the Task Force Report, as modified, by Resolution, dated July 27, 2018.

This Report consists of a Summary of the Report submitted by the Task Force to the Board on July 19, 2018 in advance of the Board's meeting (page iii); the Task Force Report of July 19, 2018, as modified, approved and adopted by the Board on July 27, 2018 (pages 1-8); and the "University of Missouri Board of Curators Resolution: System Governance," dated July 27, 2018, by which the Board approved and adopted the Task Force Report, as modified (Appendix).

The Task Force members included Curator Darryl Chatman (Chair), Curator Julia Brncic, Curator John Phillips, President Mun Choi, Chancellor Mauli Agrawal, Interim Chancellor and Provost Barbara Bichelmeyer, Chancellor Alex Cartwright, Chancellor Tom George, Interim Chancellor Chris Maples, Vice President Ryan Rapp, General Counsel Steve Owens. The Task Force received significant assistance from Association of Governing Boards Consultant Terry MacTaggart, Board Secretary Cindy Harmon and UM Counsel Nick Beydler.

The University Task Force Report (July 19, 2018)

Summary

The purpose of the meeting today and tomorrow is to encourage an engaged and robust discussion of the Report of the Governance Task Force. Specifically, this meeting will enable Curators to:

- Review the Report of the Governance Task Force,
- Discuss the recommendations in the Report with Task Force members and other University Leaders,
- Act upon the Report recommendations as the Curators see fit, and
- Discuss possible next steps in this process

The University of Missouri Governance Task Force set out to study, discuss and recommend positive changes in the UM System's leadership and governance. The work of the Task Force began with its first meeting on January 24, 2018. In the following months, the group reviewed information from other public university systems, the history of the UM System, and received the advice of chancellors, general officers, provosts, faculty representatives, staff, students, the consultant from the Association of Governing Boards and other concerned stakeholders through a variety of media including a community input session at the Board meeting on June 22, 2018

This input and the group's own deliberations led to the approaches to leadership and governance recommended in the Report. The Report calls for the energetic assertion of leadership on the part of the Board, President, Chancellors and their respective teams in collaboration with faculty, staff, students and other stakeholders. Coupled with decisive leadership is the equally important commitment to highly participatory governance wherein serious input is sought in advance of decisions made. We seek this approach in order to advance this system of four research universities in an era when the public demands greater outcome, state support is diminishing and we face increasing competition in Missouri, as well as nationally and globally. Our goal is to emerge as a preeminent example of how a system of four distinctive research universities achieves excellence in teaching, research and engagement with Missourians, the nation and the world.

**UM SYSTEM
TASK FORCE REPORT
OF JULY 19, 2018
(as modified, approved, and adopted
by the Board of Curators on July 27, 2018)**

I. Foundational Policies

VISION

Advance the opportunities for success and well-being for Missouri, our nation, and the world through transformative teaching, research, innovation, engagement, and inclusion.

MISSION

***(Approved December 2003 and referred to President for review
and possible revision on July 27, 2018)***

The mission of the University of Missouri System, as a land-grant university and Missouri's only public research and doctoral level institution, is to discover, disseminate, preserve, and apply knowledge. The university promotes learning by its students and lifelong learning by Missouri's citizens, fosters innovation to support economic development, and advances the health, cultural and social interests of the people of Missouri, the nation, and the world.

**GENERAL ORGANIZATION
(Revised CRR 20.010)**

The corporate body known as The Curators of the University of Missouri is organized as a university system. The University of Missouri System was formed in 1963 and consists of system administration and four universities: the University of Missouri-Columbia, the University of Missouri-Kansas City, the Missouri University of Science and Technology, the University of Missouri-St. Louis, and all of their component parts, including MU Health, MU Extension and UM Engagement (hereinafter referred to as "University" or "UM System"). The University of Missouri Board of Curators ("Board") reaffirms the value and importance of the University's general organization as a university system and the basic concept that the University will be one university system. This one university system concept requires a centrally directed and unified administration and operation and the Board reaffirms the authority already granted to the President to direct the manner of implementation of this concept. The Board expects full cooperation of all faculty and staff to carry out this general policy. The Board directs that in the consideration and drafting of proposed rules and regulations that such concept be followed.

EXECUTIVE PHILOSOPHY (Revised CRR 20.030)

The UM System exists to deliver excellence in teaching, research, engagement and economic development for the people of Missouri, the nation and the world.

The UM System is organized as a system to achieve more collectively than its component parts could achieve individually and this principle will guide decision makers in managing the affairs of the UM System, whether they be academic affairs or business affairs. The Constitution of Missouri vests the Board of Curators (“Board”) with governing authority for the UM System. The Board is the governing authority for the UM System, including its system administration and each of its four universities and component parts. The Board delegates decision-making authority to the President of the UM System, but governing responsibility always resides with the Board, which has the authority to change any decision at any time.

The President is delegated general power to act for and on behalf of the Board and the UM System subject only to the Bylaws, Board Rules and Regulations or specific instructions of the Board. The President is the chief executive and academic officer of the UM System and all faculty and staff shall be under his/her direction and authority, and he/she shall be in charge of all academic, public, business, financial and related affairs of the UM System and all constituent parts under the policies and general supervision of the Board.

The Chancellors of the UM System are appointed by and report to the President. The Chancellors are the chief academic and administrative officers charged with providing academic and administrative leadership and management on each of the four university campuses. The primary duty of the Chancellors is to attain excellence in: academic and teaching programs to educate students of all ages; research; outreach to the citizens of Missouri through extension and other services; and the advancement of economic growth of Missouri and its citizens; all within the resources available to each university as approved by the Board. Consistent with Collected Rule and Regulation 30.010, the Chancellors will also grow their university advancement programs through private fundraising and other activities that increase community support for the universities and the UM System. With the approval of the President, the Chancellors may delegate some of their responsibilities to other university officials. In addition to their university responsibilities, the Chancellors serve as General Officers to advise the President on all matters affecting the UM System.

It is the fundamental responsibility of the Board, President, Chancellors and officers to seek and manage resources to achieve the vision and mission of the UM System. This fundamental responsibility compels all General Officers to look beyond individual universities and interests to enable the UM System to meet the needs of Missouri.

The basic principle that will be followed in leading and managing the UM System is that authority and accountability will be linked. Managerial authority to make decisions will be coupled with managers being held accountable for results. Outcomes achieved will be measured against goals.

In carrying out these responsibilities, the Board, the President and his/her staff, and the Chancellors and their leadership teams, recognize the importance of adhering to the Guiding Principles and Recommendations for Proactive Leadership and Governance set forth below.

II. Guiding Principles and Recommendations for Proactive Leadership and Governance

The System including the Board of Curators, the President, General Officers and their leadership teams contributed to the following Guiding Principles of System effectiveness in order to fulfill the vision and missions of the UM System. Acting in accordance with the Guiding Principles requires specific actions and behaviors from the Board, the President, the Chancellors and their respective teams. The guidelines for these specific actions and behaviors are listed after each Guiding Principle:

1. Leadership and Excellence

Courageous and proactive leadership that is articulate, unified, and committed to excellence in carrying out our existing core missions of teaching, research, engagement and economic development and in meeting the changing needs of the world and the state

Board

- a. Recognizes that the UM System is greater than the sum of its parts
- b. Advocates for all universities in accordance with strategic goals to meet the UM System's obligation to Missouri
- c. Speaks with one voice through the Chair, although a Curator may express his or her individual opinion

President

- a. Articulates and emphasizes a clear strategic vision for the UM System
- b. Develops a trust relationship with the Board and university leaders
- c. Defines roles and responsibilities including lines of authority for Chancellors to encourage engagement and empowerment to make decisions
- d. Sets with Chancellors clear performance goals and holds them accountable for demonstrable outcomes

Chancellors

- a. Recognize the roles, responsibilities and authority of the Curators and the President
- b. Provide positive leadership both as UM System officers as well as university chief executives
- c. Define roles and responsibilities, including lines of authority, for university leaders to encourage engagement and empowerment to make decisions
- d. Set strategy in collaboration with other university leaders and in concert with faculty, staff and students
- e. Engage in fundraising consistent with UM System strategic goals
- f. Serve as leaders in their communities consistent with UM System priorities
- g. Treat other universities as partners and their leaders as colleagues
- h. Communicate the value of the UM System to internal and external audiences

2. Collaboration and Mutuality

A collaborative environment in which UM System universities work together to achieve collective results that cannot be achieved individually and are committed to each other and our mutual success

Board

- a. Supports, guides and appropriately challenges the President and the Chancellors
- b. Works with the Chancellors through, and not around, the President
- c. Takes on controversial issues in concert with UM System leaders
- d. Shows confidence in UM System leaders, working primarily with the President when concerns over executive performance surface

President

- a. Commends General Officers and university leaders in public, deals with performance and communications concerns in private
- b. Encourages positive relationships between the Board and the Chancellors
- c. Supports and challenges General Officers, and conducts performance reviews no less than annually
- d. Respects the Chancellor's authority in intervening in university affairs and communicating with individuals at the universities
- e. Recognizes that the success of a President rests in part on the achievement of General Officers

Chancellors

- a. Develop a mutually supportive, candid relationship with the President and Chancellors
- b. Offer candid advice to the President
- c. Support the President's leadership and UM System initiatives
- d. Explore meaningful collaboration with other UM System universities

3. Exercising Central Authority to Optimize Institutional Strengths

Exercising central authority that recognizes and respects institutional distinctiveness, appropriate deference and accountability

Board

- a. Understands and respects institutional missions, including regional obligations, programs, circumstances, and distinctive strengths
- b. Focuses their attention primarily on UM System policies and priorities
- c. Respects UM System university governance cultures
- d. Avoids micromanagement of the UM System

President

- a. Treats individual universities fairly and with respect for their distinctive strengths, differences and challenges
- b. Creates incentives for collaboration across UM System universities
- c. Respects the different boundaries of authority that define the Board, the President and the Chancellors
- d. Regularly uses the mechanisms of shared decision-making that foster candid communications within the UM System

- e. Supports the Chancellors and is ready to “take the heat” for decisions that university communities find difficult

Chancellors

- a. Recognize that the President is both a colleague and their administrative superior
- b. Champion the distinctive strengths of their university while supporting UM System priorities
- c. Assert vigorous leadership at their institutions, and play a constructive role in the leadership of the UM System as well

4. Collaborative Decision-Making

Enact informed decisions based on collaboratively developed strategic directions and planning

Board

- a. Participates in setting and oversees strategic directions for the UM System
- b. Endorses implementation plans with timetables and measures as recommended by the President
- c. Focuses on the top strategic directions and avoids being distracted by parochial or university-specific issues whenever possible
- d. Ensures alignment between the needs of Missouri and the UM System’s strategic goals

President

- a. Responsible for the development, articulation and evaluation of the UM System’s strategic plan working in concert with the Board and Chancellors
- b. Champions the UM System’s strategic goals and works with Chancellors to develop university-specific strategic plans and goals
- c. Leads in discussions of and changes to the UM System’s strategic plan as circumstances warrant
- d. Is the prime spokesperson for the UM System’s strategic plan and its importance to Missouri

Chancellors

- a. Lead, oversee, develop and implement strategic plans specific to his or her university to meet performance goals

- b. Ensure that plans align with the UM System strategic plan and priorities, allowing for differentiation when endorsed by the President and Board
- c. Seek to collaborate with other Chancellors
- d. Seek appropriate input from faculty/students/staff to support shared governance

5. Core Values

Identify and promote system-wide core values, including respect for all people, transparency, accountability, stewardship, and purposeful self-assessment of performance

Board

- a. Commits to the highest standards as fiduciaries and regularly review what those obligations entail
- b. Sets high expectations for the President's performance in achieving the UM System's strategic goals
- c. Ensures alignment between President and Chancellor evaluations and campus goals to meet the UM System's strategy
- d. Assesses its own performance regularly and take steps to improve when necessary
- e. Accepts the value of President's input both positive and critical on the Board's own performance
- f. Supports the President and annually assesses his or her performance based on mutually agreed-upon performance goals and other criteria

President

- a. In dialogue with individual Chancellors, develops criteria and processes for annual and comprehensive (4-5 year) performance evaluations
- b. Recognizes both the importance of accountability, and the special challenges that accompany institutional leadership
- c. Respects the Chancellors' input both positive and critical on the President's own performance
- d. Adopts a reflective attitude toward his/her own performance and seeks regular improvement for the President and the team
- e. Seeks regular improvement for himself/herself and his/her team

Chancellors

- a. Lead in developing/maintaining high-quality, relevant, affordable and accessible education that prepares our students for productive lives and careers; and lead in supporting and expanding meaningful research
- b. In dialogue with the President, develop criteria and process for an annual and comprehensive (4-5 year) performance evaluation
- c. Recognize both the importance of accountability, and the special challenges that accompany leadership
- d. Respect the President's input both positive and critical on the Chancellor's own performance
- e. Seek regular improvement for themselves and their team

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APPENDIX

**UNIVERSITY OF MISSOURI BOARD OF CURATORS RESOLUTION:
SYSTEM GOVERNANCE**

The University of Missouri Board of Curators, meeting in Springfield on this 27th day of July, 2018, resolves as follows:

WHEREAS, the University of Missouri System was formed in 1963 and consists of system administration and four universities: the University of Missouri-Columbia, the University of Missouri-Kansas City, the Missouri University of Science and Technology, the University of Missouri-St. Louis, and all of their component parts, including, but not limited to, MU Health, MU Extension and UM Engagement (“University” or “UM System”); and

WHEREAS, the University is organized as a university system in order to achieve more collectively than its component parts could achieve individually; and

WHEREAS, the Constitution of Missouri vests the Board of Curators (“Board”) with authority to govern the University; the Board delegates to the President the general power to act on behalf of the Board, subject to specified limitations; and the President appoints, subject to approval by the Board, Chancellors for each of the four universities of the UM System who report to the President; and

WHEREAS, in January 2018, the Board Chair appointed a task force to review, among other things, the UM System’s patterns of governance, leadership and operations (“Task Force”); and

WHEREAS, the Task Force reviewed the history of the UM System and its formation, other public university system structures, and sought and received input from chancellors, provosts, vice presidents, faculty, staff, students and other concerned stakeholders through a variety of media, including a university community input session at the Board meeting on June 22, 2018; and

WHEREAS, after due deliberation and study, the Task Force issued a thoughtful report to the Board (“Task Force Report”) which the Board discussed over two days during meetings on July 26-27, 2018.

NOW THEREFORE, BE IT RESOLVED that:

1. The Board reaffirms the value and importance of being organized as one university system and that the Board is the governing board for the UM System and each of its universities and their component parts; and
2. The Board reaffirms the authority delegated to the President to act on behalf of the Board, subject only to specified limitations, and to act as the chief academic and administrative officer of the UM System and each of its universities and their component parts including, but not limited to, all faculty, staff and students; all academic, public, business, financial and related affairs; and all advancement programs; and
3. The Board approves and adopts the Vision Statement and the Guiding Principles and Recommendations for Proactive Leadership and Governance set forth in the Task Force Report, as they may have been modified by the Board’s discussion; and

4. The Board acknowledges the UM System's existing Mission Statement set forth in the Task Force Report and directs the President to review it for possible revision in the near future; and
5. The Board, through its actions during this meeting, amends Collected Rule and Regulation (CRR) 20.010, General Organization, and CRR 20.030, Executive Authority, in order to make them consistent with the governance structure set forth in the Task Force Report and the Board intends to update and amend other CRRs to assure they are consistent with such a governance structure and the Task Force Report; and
6. The Board recognizes sound leadership and positive culture as integral to the success of the UM System and directs the President or his designee to design and promote orientation programs for new leaders and on-going training for existing leaders, including the chancellors, vice-presidents, provosts, deans and department chairs, and that such orientation and training programs include, among other things, this Resolution and the Task Force Report, as it may have been modified by the Board; and
7. The Board expresses its appreciation to the Task Force and its members Curator Darryl Chatman (Chair), Curator Julia Brncic, Curator John Phillips, President Mun Choi, Chancellor Mauli Agrawal, Interim Chancellor and Provost Barbara Bichelmeyer, Chancellor Alex Cartwright, Chancellor Tom George, Interim Chancellor Chris Maples, Vice President Ryan Rapp, General Counsel Steve Owens, and for the assistance of AGB Consultant Terry MacTaggart, Board Secretary Cindy Harmon and UM Counsel Nick Beydler.

BE IT FURTHER RESOLVED, that the Secretary of the Board of Curators cause this Resolution to be spread upon the minutes of this meeting.

JULIA G. BRNCIC

JEFFREY L. LAYMAN

DARRYL M. CHATMAN

JOHN R. PHILLIPS

JAMIE L. FARMER

PHILLIP H. SNOWDEN

MAURICE B. GRAHAM

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