

**American colleges and universities are facing intensifying political scrutiny and intervention.**

Recent events have raised urgent questions about who governs our institutions, and how.

While boards always have the ultimate responsibility for mission stewardship and institutional strategy, they are now being tested in unprecedented ways that can undermine the foundations of board independence and institutional autonomy that have long defined American higher education.

**In moments like these, governing boards must not defer—they must lead.** This tool offers trustees a proactive, principled framework to defend governance integrity and uphold their fiduciary responsibilities when faced with external pressure.

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**1. Reaffirm the Board's  
Fiduciary Duties and  
Mission-Centered  
Governance**

Boards must remain grounded in their fiduciary responsibilities:

- **Duty of care:** Make decisions based on full, informed deliberation.
- **Duty of loyalty:** Act in the best interest of the institution—not external entities.
- **Duty of obedience:** Remain aligned with the institution's mission.

**Recommendation:** Convene a board session to revisit fiduciary duties and reaffirm the board's role as an independent guardian of the institution's mission and values.

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**2. Seek Independent  
Legal and Governance  
Counsel Early**

When facing government scrutiny or proposed legal agreements:

- Engage external counsel with expertise in higher education governance.
- Ensure legal advice prioritizes the board's independent authority—not only institutional compliance.

**Recommendation:** Avoid relying solely on internal or politically aligned legal teams whose perspectives may not fully reflect governance concerns.

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**3. Insist on Clarity and  
Transparency in Legal  
Settlements**

Consent decrees or legal settlements must not:

- Undermine board authority over hiring, leadership evaluation, or strategic direction.
- Create vague, open-ended oversight arrangements.
- Displace mission-aligned decision-making with politically imposed mandates.

**Recommendation:** Insist on precise language that protects board jurisdiction and includes time-bound, clearly scoped oversight mechanisms.

#### 4. Mobilize Peer Institutions and Trusted Networks

Political pressure is not just a legal challenge—it's a governance crisis.

- Connect with peer institutions to present a united front.
  - Engage nonpartisan networks and policy leaders to advocate for the preservation of board independence.
  - Raise the profile of these threats through coordinated communication efforts.
- ☐ **Recommendation:** Issue public statements and collaborate across institutions that call attention to government overreach and reinforce sector-wide norms.

#### 5. Communicate Transparently with Internal and External Stakeholders

Trust and clarity are critical in politically charged moments.

- Proactively share the board's rationale for governance decisions.
  - Reaffirm the institution's mission and long-term values.
- ☐ **Recommendation:** Frame communications around the university's public purpose and its role in sustaining democratic society and intellectual freedom.

#### 6. Document and Institutionalize Lessons Learned

Preparedness is a key pillar of resilience.

- Create internal protocols for legal-political crisis response.
  - Include contact strategies, board engagement procedures, and stakeholder communication plans.
- ☐ **Recommendation:** Develop a "Board Response Playbook" to guide actions during future episodes of political interference or regulatory escalation.

#### Call to Action

Governing boards must lead with courage and clarity in the face of unprecedented challenges. Surrendering autonomy may offer short-term compliance but risks long-term erosion of the values and structures that define American higher education. Boards must be both guardians of mission and defenders of independence—always committed to upholding the public trust.