



AGB POLICY GUIDE

THE SELECTION OF
**PUBLIC COLLEGE
AND UNIVERSITY
BOARD MEMBERS**

RECOMMENDATIONS FOR
A STRENGTHENED PROCESS

AGB

ADVANCING BOARD EXCELLENCE

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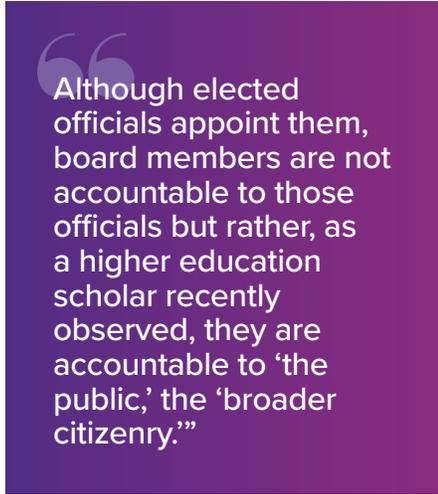
At the Association of Governing Boards of Universities and Colleges (AGB), we believe in the power of higher education to transform lives, strengthen inclusive democracy, and support a thriving society. We believe that strong higher education starts with great governing boards. AGB provides advocacy, leading practices, educational resources, expert support, and renowned programs that advance board excellence for 40,000 AGB members from more than 2,000 institutions and foundations. For more than 100 years, AGB has been the trusted authority for board members, chief executives, board professionals, and key administrators on higher education governance and leadership. Learn more at www.AGB.org.

Introduction: Why the Selection Process Matters

It goes without saying that public higher education institutions are facing a number of serious challenges—college costs and access, intellectual diversity, declining enrollment, to name but a few. Many critics doubt whether the governing boards of those institutions will be able to offer feasible solutions to such challenges, and occasionally those critics may be right. But at a time when our country and many states are divided along political lines over the complex issues before them, the Association of Governing Boards of Universities and Colleges (AGB) remains steadfast in its belief that the work of nonpartisan, independent public college and university governing boards—in partnership with their presidents, chancellors, and commissioners—is essential for resolving higher education’s most vexing issues.

AGB is committed to upholding the fundamental purposes of public higher education, which plays a crucial role in economic and workforce development, research and technological innovations, and civic education. Towards that end and throughout its 100-year history, AGB’s support for a governance model is one grounded in the principle that a robust higher education sector is sustained by independent governing boards whose members are committed to their institutions’ missions to serve their students, community, states, and nation.

Governors and state legislators have a major responsibility for selecting the members who make up the governing boards of public colleges and universities. Experienced and supportive elected leaders never underestimate the potential for governing boards to strengthen their states’ institutions of higher education. They also recognize that boards can be no better than the character, competence, commitment, and dedication of their individual members. Those acknowledgments have led elected leaders in several states to consistently make high-caliber board appointments, perpetuating this practice from governor to governor and administration to administration.



Although elected officials appoint them, board members are not accountable to those officials but rather, as a higher education scholar recently observed, they are accountable to “the public,” the “broader citizenry.”

Such forward-thinking leaders understand that the public purposes of higher education are too important to be subjected to the whims of political and partisan forces. Although elected officials appoint them, board members are not accountable to those officials but rather, as a higher education scholar recently observed, they are accountable to “the public,” the “broader citizenry.”

These citizen board members are intermediaries between the institutions they oversee and all the external audiences and stakeholders of those institutions. At their best, they act as a conduit to bring public opinion—and sometimes criticism—into their university,

while at the same time buffering it from any interference that gets in the way of its messy search for truth and its service to the commonwealth that derives from that mission.

In addition, the men and women who serve as the citizen board members of our public higher education system can be effective advocates for the universities they steward and the promise these institutions collectively hold for our states and the nation. No better example is their defense of university researchers in medicine, technology, engineering, agricultural and environmental science, and other sciences who lead the discoveries and innovations in health, economic well-being, and national security that benefit all of us.

In this state policy brief, the AGB offers several recommendations on improving the appointment process for members of public college and university governing boards based on its broad knowledge of best practices, and from studies, statements, and work that AGB and others have conducted in several states in recent years. AGB feels strongly that the adoption of one or more of these recommendations in a given state will strengthen college and university governance, in large part, by safeguarding the effectiveness and independence of public governing boards, many which face increasing pressures and challenges from political and ideological forces. Although the process of board member appointment is fundamentally a political one, its aim should always be the placement of the most able, experienced, and deserving citizens on public boards of higher education—institutional or multicampus—and that of statewide coordinating agencies.

The recommendations that follow are intended primarily for governors and state legislators. Those requiring an executive order or new legislation are so identified and can be found on [page 8](#).¹

No selection process is perfect, but a process with standards and rigor sends a message to the general public and to those being considered for academic trusteeships of the importance and serious nature of these positions. And ultimately, only a sound selection process can create effective governing boards that ensure responsive and accountable colleges and universities that benefit not only their students but also the citizens throughout their state and the nation.

¹ Citizen board members for four-year universities and multicampus systems in the majority of states are appointed by governors subject to confirmation by the legislature. In three states—Minnesota, North Carolina, and South Carolina—legislatures have major appointment responsibilities. At two-year colleges, governors make the majority of appointments, although in several states, local elections and local elected officials also determine board membership.

Recommendations for Governors and Legislatures

Ensure merit comes first in identifying and appointing public higher education governing board members. In the vast majority of states, governors hold appointment authority and should seek to recruit, screen, and select citizens of stature who have the knowledge base to craft effective policy in a rapidly evolving environment. Those citizens should demonstrate the leadership and listening skills to work with a diverse array of internal and external stakeholders. They should also represent a diversity of backgrounds and professional experiences.

To begin the process of identifying strong candidates, governors should establish and issue a publicly available list of qualifications and criteria. Legislators in states where they elect governing board members should take similar steps. Both governors and legislators should tailor such “standards” to each specific institution or multicampus system and its governing board. Yet they also should seek some general professional qualifications, personal attributes, and values in all candidates, such as the following:

Personal Attributes

- ✓ Integrity and honesty.
- ✓ An inquiring mind and a breadth of vision.
- ✓ An ability to communicate well to a broad array of audiences and speak articulately and succinctly.
- ✓ The ability to be an independent thinker but to also function as a member of a diverse group in a collegial atmosphere.
- ✓ An orientation to the future as well as an appreciation of the heritage of the university or system.
- ✓ An appreciation of the public nature of the position, including the open process of decision-making and service.

Professional Qualifications

- ✓ A record of personal and professional accomplishment.
- ✓ Knowledge and experience that can bear on university or system challenges, opportunities, and deliberations.

- ✓ An understanding of a governing board’s role in governance and its important relationship to faculty members, administrators, and students.

Values and Principles

- ✓ A commitment to education and the mission of the university or system.
- ✓ A commitment to the success of students and graduates.
- ✓ A willingness to invest the time and energy necessary to fulfill continuing governance responsibilities.
- ✓ A commitment to support free expression and freedom of inquiry as those fundamental principles apply to faculty, students, and staff.
- ✓ A willingness to forego any partisan political activity that could be disruptive or harmful to the board, university, or system.
- ✓ An overriding loyalty to the university or system and to the public interest rather than to any particular constituency or region of the state.



Set clear expectations for the board and its members. Individuals called to board service, however accomplished and knowledgeable, often don't have a clear understanding about what is expected of them, what distinguishes American higher education and its citizen governing boards from more centralized higher education systems found abroad, and what their fiduciary responsibilities are and how they should exercise them. For their part, elected leaders and appointing authorities can also have a limited feel for the work of public college and university boards and the members whom they appoint to governing boards beyond the basic duties listed in state statutes or constitutions. The following list of expectations and responsibilities, drawn from two earlier publications of the AGB,² can help clarify matters and guide both board members and elected officials.

Expectations for and Responsibilities of Governing Boards

- ✓ Select and support the chief executive of the institution or multicampus system.
- ✓ Regularly assess the chief executive's performance and review their compensation.
- ✓ Ensure that the board conducts its business in an exemplary fashion, keeps its governance policies and practice current, and periodically assesses its own performance, including that of individual members and committees.
- ✓ Periodically review and keep current the mission of the institution, or the system and its constituent campuses, acting as stewards of that mission.
- ✓ Review and approve strategies, policies, and plans for institutional initiatives, while deferring to the chief executive and administrative staff to manage day-to-day operations.
- ✓ Task the chief executive with leading a strategic planning process and participate in that process, as well as formally approve the strategic plan, monitor its progress, and update it as necessary.
- ✓ Oversee the sound management and fiscal integrity of the institution or system.
- ✓ Ensure the quality of the education that the institution, or the institutions within the system, provide.
- ✓ Engage regularly with major internal and external constituencies, while always keeping in mind that preserving and protecting the independence of the board from outside influence or undue political interference is paramount.
- ✓ Safeguard both the autonomy of the institution, or the system's institutions, as well as higher education's bedrock value of academic freedom.

² Excerpted from *Higher Education Governing Boards: An Introductory Guide for Members of College, University, and System Boards* (Washington, DC: AGB 2019); and "Appendix A: Illustrative Statement of Commitment and "Responsibilities" from Carol Cartwright, *The Governance Committee: Public Institutions* (Washington, DC: AGB 2019), 38–42.

Expectations for and Responsibilities of Individual Board Members

- ✓ Recognize that members do not act as individuals, but rather as part of a collective of the board.

- ✓ Adhere to the practice that, unless declared otherwise, the board chair speaks for the board, and the chief executive speaks for the institution or system.

- ✓ Attend and participate in the plenary meetings of the board, and actively contribute when serving on its committees.

- ✓ Model civil debate to the wider campus community on issues before the board, regardless of whatever divisions exist among fellow board members.

- ✓ Attend public functions such as receptions, programs, and athletic events throughout the year, recognizing the importance of a board presence at those occasions.

- ✓ Where appropriate and permitted within the public meetings laws, maintain confidentiality of sensitive information.

- ✓ Accept no inappropriate benefits or perquisites in return for board service, and avoid or fully disclose any conflicts of interest or even just the appearance of such conflicts.

Elevate the important responsibilities of legislatures in the confirmation process.

In the majority of states in which governors are the appointing authority, the legislatures, most often state senates, oversee the confirmation process. They should view that process as a major responsibility and opportunity to ensure that the candidates before them are qualified and capable. In addition to confirming candidates on the basis of merit, legislators also should seek to minimize any political considerations in the confirmation process. Specifically, legislative committees or the full senate or legislature should:

- ✓ Develop qualifications and criteria to use in the confirmation process, just as governors should develop them when identifying potential board members. Board candidates, the public, and the governor should understand those qualifications and criteria well in advance of any confirmation hearing or candidate review.

- ✓ Devote adequate time and support for the proper vetting of candidates and their credentials, and ensure a fair and bipartisan review process.

- ✓ If the committee with primary responsibility for higher education doesn't perform the first level of board candidate review, see to it that legislators and legislative staff most knowledgeable about the state's higher education institutions or system are also involved in the confirmation process.

- ✓ Conduct a fair and bipartisan review process of the performance of board members renominated for reappointment, and apply the same or similar criteria used for newly nominated candidates.

Give serious attention to the reappointment of contributing, effective board

members. Allowing members who are valued colleagues to serve two or three consecutive terms helps bring continuity and stability to a governing board and prevents unnecessary disruptions when those members leave the board. Unfortunately, because previous governors of a different political party have often appointed such well-deserving board members, newly elected governors often fail to reappoint them—even if those

members don't view issues and decisions before the board strictly through an ideological or political partisan lens.

Governors should seriously reconsider this practice. Many public boards are relatively small, with fewer members than the average size of 12. Thus, the loss of two or three members who have consistently made positive contributions to the work of the board can seriously weaken it.

A board member's current performance and demonstrated commitment to the board and the institution or system should be the predominant considerations in their reappointment, regardless of who appointed them or their political party affiliation. A growing number of boards conduct assessments of their individual members, and governors and legislators should ask if they can review those assessments as they consider reappointments. If a board hasn't conducted such assessments, state officials can discreetly ask the board chair or the institution's president or chancellor to share information about the performance of board members up for renewal.



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Be aware of considerations regarding students, faculty, and staff as board members. Governors and legislatures are often legally required to formally nominate or confirm board members who are important internal stakeholders of a institution or multicampus system—such as students, faculty, or staff—even when these individuals have already gone through a vetting process conducted by their own constituent group. According to AGB's most recent data, students serve on nearly 45 percent of all public boards as voting members, as well as on more than a quarter of boards as nonvoting members. Faculty are voting members on 18 percent of governing boards and nonvoting members on an additional 9 percent of boards.³ A designated board seat for staff is the law in only two states.

Evidence indicates that those states that have enabled or required such stakeholders to hold seats on their public institution and system boards continue to see the importance of doing so. Although students, faculty, or staff might not be considered or consider themselves as "peers" of the citizen members of the board, they are nevertheless full members of the board with an equal voice in board deliberations.

Students, faculty, and staff who are voting members on a governing board should be reminded at the time of appointment that they represent far more than the collective voices of the constituent groups from which they come. They have a legal fiduciary duty to the college, university, or multicampus system, and like other board members, should always keep the best interests of the states' citizens in mind. That said, when discussing issues before the board, they should not be reticent about offering their perspectives, while acknowledging that the positions they hold within the university inform those views.

³ AGB, *Policies, Practices, and Composition of Governing Boards of Colleges, Universities, and Institutionally Related Foundations 2021* (Washington, DC: AGB, 2021), 29.

Moreover, constituent members should be aware that they will occasionally need to recuse themselves on votes that might present a potential conflict of interest. (Nonvoting members will not need this reminder, of course.) In general, elected leaders should be cautious about adding constituent members, or increasing the number already on the board, unless the current board itself proposes such a change.

Keep in mind the diversity and composition of the governing board(s). Ideally, governing boards should generally reflect the composition and diversity of the state’s population. Several states, in fact, require geographical diversity on their governing boards, basing appointments on either the state’s congressional or judicial districts. Governors and legislators in states that do not should strongly consider doing so, as well. They should also strive for diversity in their board appointments with regard to the intellectual and cultural outlook, gender, race and ethnicity, and sexual orientation of potential candidates. As points of reference, data from AGB’s most recent survey of public governing board composition (2021) tell us that the racial composition of public governing boards is 64.7 percent White non-Hispanic and 30 percent minority, with Black/African American members accounting for 20.3 percent, Hispanic members 4 percent, Asian Americans/Pacific Islanders 3.1 percent, and American Indians/Alaska Natives 1.7 percent. Women compose 37.1 percent of public board voting members, up from 32.3 percent in 2015.⁴

Encourage and support board orientation and education programs. Governors and legislators should promote board member orientation and education programs at not only the institutional and system levels but also the state level. Governors and legislators should explicitly communicate the expectation that board members will participate in both types of programs for the purpose of understanding their responsibilities to the institution or system and ultimately the state’s citizens.

An annual or bi-annual state-sponsored education program—particularly in those states with multiple institutions or multiple system boards—can serve to bring together higher education board members to reinforce their understanding of fiduciary responsibilities; connect them to the state’s educational, social, and economic challenges and opportunities; and communicate a broader sense of their roles and responsibilities. A state’s higher education agency can best conduct these state-level programs, often in cooperation with the governor’s office, and should invite the governor and key state legislators to be participants. (For a full description of state-level board education programs, see the AGB 2020 state policy brief [Building Public Governing Board Capacity through State-Level Education Programs for College and University Board Members](#).)

⁴ *Policies, Practices, and Composition 2021*, 7–13.

Recommendations Requiring an Executive Order or New Legislation

Governors and legislators can also consider one or more of the recommendations that follow. All would require executive orders or new legislation, and could significantly strengthen their states' governing boards.

Create a nonpartisan citizen screening or nominating committee. Several states have successfully established screening or nominating committees to recommend candidates to the appointing authority for each vacancy that occurs on the states' higher education boards. The best such committees operate according to their own bylaws and specific responsibilities, and make publicly available the qualifications, criteria, and expectations for prospective governing board members. (See [Appendix](#) for a list of this type of committee's primary responsibilities.)

While some governors or legislators can perceive passing legislation or issuing an executive order to create a screening or nominating committee as conceding their appointing authority, that need not be the case. In fact, it is a very reasonable and workable, if not vital, process for securing high quality board appointments. The governor can still make final nominations, and the legislature can still confirm them. And besides being a sound practice that institutionalizes merit criteria into board member selection, a screening or nominating committee can also minimize overt political considerations in the selection process—campaign donations, partisanship, party affiliation, and the like—while providing some needed or desired distance between the appointing authority and board nominees.

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The screening or nominating committee by whatever name— such as “Trustee Candidate Advisory Council” or “Citizens’ Committee on Regent Selection”—should be bipartisan and be composed of people of stature. Every state has outstanding citizens or public servants who are widely viewed as placing the broad public good ahead of political party, partisanship, and special interests, and who demonstrate in various ways their understanding of the special place that colleges and universities hold within the state. Some might be former college trustees themselves. Preferably, the committee’s members will select their chair, who should be widely respected by political leaders on both sides of the aisle.

The screening/nominating committee can operate on a minimal budget or with a modest annual appropriation, and an appropriate individual already employed in state government or independently can staff it on a part-time basis. The committee should meet at least quarterly, and given the importance of protecting individual rights to privacy, their deliberations should be exempt from the state open meetings law. Elected leaders’

continued support and proper utilization of the committee by is crucial; without it, the committee will risk losing its effectiveness.

Allow governing boards to be their own appointing or nominating body. States should seriously consider one of two related processes that would give boards a greater degree of direct input into the governance of their institution or multicampus system. A process of either board self-perpetuation or self-nomination would allow a governing board a level of formal authority to call upon individuals with proven leadership skills and experience to join the board. Many qualified individuals—perhaps from the community or business sector, or who serve on alumni or institutional foundation boards or other relevant committees and organizations—might not be on the radar of legislators and governors as potential governing board candidates. Formalizing either process in a state statute can be a practical and efficient way for elected officials to consider these individuals for appointment.

- » **Allow self-perpetuating board members.** Some governing boards become “hybrid boards” composed of a combination of self-perpetuating members and those that either the governor appoints or the legislature elects. The number of self-selected seats is set by law but usually can make up no more than half the board so as to allay any concerns about conceding elected leaders’ appointment authority. As vacancies occur for the self-selected seats, current members choose replacements for the departing members of the board. Examples of this practice are found at the University of Vermont, where nearly half its members are self-perpetuating and do not need legislative confirmation, and the University of Alabama System, where all members of the board are self-perpetuating, but state senate confirmation is required.

- » **Permit current boards to make direct nominations to the governor.** States also could allow boards to make direct nominations to the governor (who wouldn’t be bound to approve them). Informally, this practice often happens when governors or legislators solicit board or presidential input regarding what expertise or capacities the board(s) needs going forward. New Jersey formalized direct nominations in a state statute in 1994.⁵

Consider the political balance on the board. A different but related strategy would be to mandate some form of political balance on governing boards, while not precluding selecting independent or nonpartisan board candidates. This approach could help emphasize that colleges and universities are apolitical institutions where intellectual diversity is to be expected and encouraged, as well as minimize the intrusion of national and statewide politics on governing board deliberations. In the current political environment, such an action might seem undesirable, if not impossible. Eight states, however, currently require different types of political balance for some or all of their university governing boards: Colorado, Illinois, Iowa, Kansas, Missouri, Montana, New Hampshire, and South Dakota. Seven of them have set some limits on the number of board members from the same political party so that they do not dominate a board’s composition. The others do not limit the number of members from a single political party, but they require that the state’s major political parties are represented.

⁵ The language in the New Jersey statute is: “To recommend for appointment by the Governor, members to the institution’s governing board. The recommendation shall be made with regard to the mission of the institution and the diversity of the community to be served,” NJ Revised Statutes Section 18A:3B-6 (2024).

Appoint a modest number of out-of-state members to public governing boards.

Expanding the pool of potential governing board members to people who reside outside of the state is also worth considering. About half the states allow such for all or some of their governing boards. The list includes states as diverse as Alabama, Colorado, and West Virginia. A small number of out-of-state members can give institutional or system governing boards the opportunity to seek out individuals, such as important alumni or active university foundation members, whose expertise and loyalty would be valuable assets.

Conclusion

A strategy to build greater board leadership capacity begins with governors and legislators appointing the most able, experienced, and deserving citizens to institutional and multicampus system governing boards and then allowing them the independence to perform their jobs successfully. Elected leaders should not let partisan or ideological considerations outweigh criteria based on merit when nominating or selecting board members. Governors, in particular, must recognize that the appointment of board members is one of the most important policy tools for maintaining or enhancing vigorous systems of higher education. And it can be key to their long-term legacies, ensuring the continued effectiveness, vitality, and sustainability of their states' public colleges and universities and providing multiple benefits to the people whom those institutions serve.



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Appendix

Responsibilities for an Established Committee for the Screening and Nomination of Citizens of Public College and University Governing Boards

- » Communicate clearly and widely the committee’s mission and responsibilities, procedural rules, membership and staffing, and office location.
- » Articulate, publicize, and periodically review the qualifications sought in outstanding board candidates.
- » Develop and periodically review a generic job description for: 1) institutional or multicampus system governing boards (and the statewide coordinating board, if one exists) and 2) individual board members.
- » Confer as necessary with the board chair and chief executive of each institution or system about how they view their board’s current composition and future membership requirements in terms of skills, experience, geography, and gender and minority balance.
- » Interview all candidates.
- » Develop a policy and procedure to accommodate citizen self-nominations if this is part of the panel’s charge. (It need not be).
- » Provide the governor or legislature with names of candidates for each vacancy, including those asked to fill partial terms. Preferably, a provision should require the governor or legislature, if the appointing authority, to choose from among at least two but no more than three candidates for each vacancy—as long as they can request that the panel provide a different slate of candidates if they deem those who’ve been submitted unacceptable.