



# HOW TO GOVERN FOR **INSTITUTIONAL AUTONOMY**

A Practical Guide for Higher Education Boards

SECOND EDITION

**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 [AGB.org](https://www.agb.org).

AGB



GOVERN  
NOW

## Secure Higher Education's Promise

**A**cross the country, governing boards are facing unprecedented pressures, from political intrusion and public scrutiny to challenges around academic freedom, free speech, fiduciary duty, and institutional autonomy. These pressures are testing the very foundations of higher education. In response, the Association of Governing Boards of Universities and Colleges (AGB) developed this practical guide to help boards lead with clarity, courage, and integrity.

This toolkit is designed to be just that—a tool. Whether your board is clarifying its responsibilities, preparing for emerging threats, or navigating complex campus dynamics, this guide offers concrete resources to help. Inside, you will find information about AGB's governance best practices, diagnostic tools, checklists, sample resolutions, and curated strategies grounded in fiduciary duty and mission-centered leadership compiled from AGB's vast library of resources. Boards can use these resources to assess readiness, build alignment, identify risks, and take confident action to protect the academic freedom, autonomy, and resilience their institutions, and society, depend on.

AGB stands ready to support your board with customized guidance, education, and expert consultation. We encourage you to visit [AGB.org/GovernNOW](https://www.agb.org/GovernNOW) to explore additional resources and connect with our team.

## Why This Matters: U.S. Higher Education at a Crossroads

The independent, mission-centered governance model, which AGB practices and promotes, has made U.S. higher education the envy of the world, admired for its multiplicity, academic freedom, innovation, and resilience. The balance of institutional autonomy and board oversight has enabled colleges and universities in the United States to become global leaders in research, enrollment, and impact.

By contrast, politicized governance models, seen in other countries where boards advance government agendas, have led to erosion of academic freedom, instability, and loss of public trust. When trustees become agents of external ideology, rather than guardians of mission, institutions risk becoming cultural battlegrounds rather than centers of learning.

This is more than a governance debate—it is a defining moment for the future of higher education. Will our institutions be led by independent stewards committed to mission and excellence, or by political surrogates driven by short-term ideology? The consequences will echo for generations.

This toolkit is designed to empower board members and higher education leaders with practical strategies, critical insights, and actionable tools to navigate growing political, ideological, and regulatory pressures. With AGB's guidance, boards can fortify their institutions against undue intrusion, align governance with mission and values, and model the leadership our democracy demands.





*Ellen-Earle Chaffee*

# United We Stand: Govern NOW

**HIGHER EDUCATION AND DEMOCRACY** are interdependent. Democracies need informed, creative, skilled, values-oriented, proactive citizens to engage with government and contribute to society. Higher education needs intellectual and creative freedom grounded in a search for truth, knowledge, individual development, and social benefit.

Federal officials and political leaders in multiple states are issuing mandates that limit what students can learn about and teach them what to think, not how to think. They are removing student financial assistance programs for lower-income and middle-income students. Already well-funded and gaining steam, these political intrusions on board governance authority rapidly expanded and accelerated in 2025 due to the newly elected federal administration's unprecedented appropriation of powers.

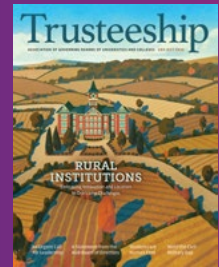
Many of the new mandates are of questionable statutory or constitutional basis, subject to court challenge. Their logical conclusion is the end of the higher education-federal partnership that has built the nation's progress since at least the Morrill Act that established land-grant colleges in 1862.

Governing boards' authority has not been so challenged since the U.S. Supreme Court upheld a board's authority against intrusion by the state of New Hampshire (*Dartmouth College v. Woodward*, 1819).

## Governing Board Responsibility

Each university, college, system, or supporting foundation governing board has fiduciary duty and authority defined in law to govern its organization. Its members are to hold the organization in trust for society, pursuing its best interests, addressing what it needs to fulfill its mission, exhibiting care, loyalty, and obedience. The duty applies to both short-term and long-term wellbeing, and it is all-encompassing, including but not limited to financial or conflict-of-interest issues.

*This is an abstract from Ellen-Earle Chaffee, "United We Stand," Trusteeship 31, no. 5 (September/October 2023), to update the context from mid-2023 to mid-2025 and highlight risks and recommendations for governing boards. See the 2023 version in Trusteeship for extended explanations that remain relevant.*



The goal of fiduciary governance is not survival at any cost; it is fulfilling the organization's mission. Boards need to understand, secure, and defend what the mission requires, including qualified faculty, safety, and free inquiry. Concessions and compromise may be appropriate to avoid or limit harm, but not if they become the first step on a slippery slope of losses or harm other institutions.

The stakes are historic. Democracy, the First Amendment, personal freedoms, and higher education itself are on the line. Every effort to prevent intrusions on board independence, institutional autonomy, free speech, and academic freedom is warranted, ideally to prevent the loss or at least to mitigate and slow the damage while legal challenges make their way through the justice system.

Freedom to learn is mission-critical in the United States. In authoritarian countries, the government ensures that all aspects of education are in line with the ideological wishes of whoever currently has political power. Loyalty to power is the litmus test for opportunity. People know what the head of state wants them to know; they believe and do what they are told to believe and do.

With citizen trustees, U.S. higher education is based on freedom of inquiry and expression driven by expertise, facts, research, and reasoning, not ideologies or partisan politics. Subject-matter experts determine the learning experiences of students, free of administrative or governmental control.

Universities and colleges have been able to operate freely in the context of a nation that was founded on replacing authoritarianism with government “of, by, and for the people.” The founders put government in the hands of popularly elected representatives. Civil society organizations, including education and religion, have their own independent governance arrangements, all of which provide for collective wisdom from diverse, caring people. Term limits prevent long-term accretion of power to one individual.

Systems are in place to hold boards and their institutions accountable. Postsecondary institutions are subject to federal, state, and accreditation authorities who have legitimate public purposes. These accountability, quality, and compliance requirements represent established public policy, not political ideology. They focus on standards, processes, and outcomes, not on academic and managerial decisions.

What is happening now is very different.

In early 2023, PEN America identified 25 bills in 15 state legislatures that challenged academic freedom, and *The Chronicle of Higher Education* counted 37 bills in 21 states to limit diversity, equity, and inclusion (DEI) programs. In another state, a single bill contained mandates on DEI, divisive concepts, intellectual diversity, China, mission statements, equal opportunity, strikes, post-tenure faculty reviews, faculty workloads, course syllabi, and graduation requirements.

Curriculum, academic content, standards, personnel policies, and management are the responsibility of trustees, executive leaders, and faculty, not politicians or government officials. Politicians advance their preferred ideology. Governing boards advance freedom and opportunity to learn. Only the latter is compatible with democracy.

The ideological intrusions to date fall into two general categories.

## 1 They prevent a college or university from fulfilling its mission.

Colleges and universities are for exploring oneself, others, and the world; for discovering new interests; and for coming to terms with being wrong or misguided sometimes.

Paying tuition is like buying a ticket to access professors’ expertise and skills. Censoring or directing academic content for ideological or political purposes destroys the value of the ticket and devalues the institution.

Ideological or political intrusions prevent students from expanding their minds and skills through informed discussion and debate: Professors avoid controversy, and students are not allowed to disagree. Colleges and universities are not allowed to do what they were created to do.

## 2 They prevent governing boards from fulfilling their fiduciary duties.

Accreditors require higher education institutions to have an independent governing board whose members are fiduciaries. Members are to hold the university or college in trust on behalf of society.

The board hires, evaluates, and supervises the president, who also acts as a fiduciary. The institution’s success depends on their mutual understanding and respect. Selecting, supervising, and replacing the president is the core function of most boards. In 2025, the president of the University of Virginia resigned due to federal government pressure. Whether the governing board was involved at all is not yet clear. What should have happened? Does it matter whether the president was a high performer or not? (He was.) What would you do as a board member?

Boards need a clear understanding of who has legal authority for what, both within and beyond the board itself. Boards must deal with any attempts to preempt decisions that belong to them.



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### Tipping Point for Freedom

Many quiet Americans are ready for positive change. With leadership and wise courage, history can record that Americans united and restored democracy, freedom, and uncensored learning to the nation.

### Identifying and Dealing with Ideological Intrusions

Not all influence is intrusion. Intrusion is influence that undermines the best interests of the institution.

#### Questions that help differentiate the two:

- ☐ Does this proposal or requirement interfere with the institution's ability to carry out its stated mission?
- ☐ Does it violate or compromise the governing board's authority? Does it infringe on institutional autonomy?
- ☐ Does it limit academic or educational freedom, including opportunities to freely study, research, and express diverse ideas?
- ☐ Does it threaten or violate U.S. constitutional freedoms?
- ☐ Does it threaten the institution's ability to maintain and improve success for all students?
- ☐ Does it violate accreditation requirements?
- ☐ Does it impose financial, reputational, or other burdens?

To deal with intrusion, preventive and nonconfrontational options such as education, evasion, and negotiation can be effective even for serious threats. However, board members should also be aware of more forceful options, including outright noncompliance or legal action. They need to decide together what lines, if crossed, would justify invoking an escalating series of opposing actions.

#### The governing board and president should prepare, build confidence, and earn trust in ways like this:

- ☐ Clearly understand the extent of the board's roles, duties, and authority and that of other entities that can advance or harm the institution.
- ☐ Foster a strong, candid relationship between the board and the president, with explicit agreements on roles and expectations in the event of ideological or political intrusion. Plan ways to help maintain mutual understanding and agreement.
- ☐ Develop contingency plans such as a small task force with a clearly defined, board-approved charge and carefully selected members, and a robust internal and external communication plan.
- ☐ Stay informed about relevant incidents elsewhere and maintain connections with state, regional, and national sources of information, support, and inspiration. Build alliances with other postsecondary institutions and counterparts such as schools and libraries. Alliances can be bolder than individual entities.
- ☐ Governing boards with sunshine laws should address the fact that thoughtful and candid discussions almost always lead to better decisions and greater trust. The risk of being candid in public discussion might be far less than the risk of failing to halt a threatening intrusion.
- ☐ Governing board members could expand their relationships with community and state leaders or sponsor a public symposium series featuring thought leaders on higher education governance, academic freedom, and the democracy movement. Mobilize alumni and donors. Ask students to tell their stories in every setting.

## United for Freedom

Standing up for freedom in higher education takes courage. It is risky for institutions and individuals. Governing board members need to deal with any misgivings they might have. Those who do not believe that their fiduciary duty is to advance the best interests of the institution over all else need to come to terms with their misunderstanding. Those who cannot risk potential personal consequences need to protect themselves without harming the institution, even if it means they must resign from the board.

Higher education and democracy owe a great debt to citizen trustees, all of them generous volunteers, who work hard to understand and fulfill their role. Thank you. We need even more from you now. The gravity of these challenges requires leaders who can work with each other to create a unified position and strategy that will keep independent governance in the hands of fiduciary citizen trustees and secure institutional autonomy, free expression, and academic freedom throughout the institution. How you proceed now, individually and collectively, will impact the course of history.

Today, governing boards are the ultimate line of defense to secure higher education as a critical force for democracy. How will your college or university contribute?

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***Ellen-Earle Chaffee, PhD***, was president of Valley City State University and served nine years simultaneously as president of Mayville State University. She then spent a term as president in residence at Harvard University. Earlier, she served as academic vice-chancellor for the North Dakota University System and director of organizational studies at the National Center for Higher Education Management Systems. She was president of the Association for Institutional Research and the Association for the Study of Higher Education, as well as the public member of the American Council on Pharmaceutical Education. She is a past member of Des Moines University's board of trustees and served as board member and chair of a major health care system. Dr. Chaffee earned her master's degree and PhD from Stanford University.

An aerial photograph of a city, likely Washington D.C., showing a mix of modern and older buildings. A large, semi-transparent purple circle is centered over the city, with numerous thin, light-purple lines radiating outwards from its center, creating a sunburst or starburst effect. The text "Govern NOW: Readiness to Deal with Rapid, Unpredictable Change" is overlaid in white, bold, sans-serif font across the middle of the image.

# **Govern NOW: Readiness to Deal with Rapid, Unpredictable Change**

# AGB’s Approach to Higher Education Governance

For more than 100 years, AGB has served as the trusted source for advancing the U.S. model of higher education governance. Our approach is grounded in legal and fiduciary responsibility, academic integrity, and institutional autonomy—developed through a century of research, experience, and collaborative leadership with governing boards, college and university chief executives, and scholars across the country.

AGB’s guidance is informed by decades of successful practice and expertise, not partisan political strategy. We believe that governing boards should act with integrity as stewards of mission and public trust, not as ideological operatives. We emphasize partnership, accountability, and independence—cornerstones of the governance model that has helped make U.S. higher education the gold standard worldwide for research, creativity, innovation, and education.

Today, however, we face a rising tide of efforts to recast trustees as partisan operatives, directed to advance externally driven reform agendas. These politically driven governance models undermine institutional stability, erode public trust, and diminish merit-based successes—ultimately curbing critical thinking skills, jeopardizing educational quality, and threatening the independent self-governance of colleges and universities.

## Competing Models of Board Governance: Mission-Driven Stewardship vs. Ideological Control

This comparison highlights the critical difference between these two visions—and the consequences they carry.

|                                   | Independent, Fiduciary Leadership (AGB Model)                                                                                                                                                                                                                                                                                                    | Externally Driven, Ideological Model                                                                                                                                |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Core Mission and Governance Model | Strengthens institutions through fiduciary governance rooted in tradition, autonomy, and mission alignment.                                                                                                                                                                                                                                      | Promotes external change in higher education through trustee activism and partisan alignment.                                                                       |
| Fiduciary Duty                    | Governing boards are accountable to the broad public interest and public trust, bearing a special duty to preserve and enhance their institutions for future generations. Trustees must act as stewards not only for their own institutions but also for the public good, ensuring that higher education fulfills its societal responsibilities. | Trustees are framed as accountable to "the public" but defined through ideological or government officeholder lenses rather than the citizenry or society at large. |

|                                          | Independent, Fiduciary Leadership (AGB Model)                                                                                                                                                                    | Externally Driven, Ideological Model                                                                                                                                                    |
|------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Trustee Authority and Boundaries</b>  | Trustees function as strategic overseers who maintain clear boundaries between governance and management—boards govern, leadership manages.                                                                      | Trustees act as direct agents of change who make managerial decisions and influence daily operations such as admissions, hiring, and curriculum design.                                 |
| <b>Board and Individual Trustees</b>     | Trustees function most effectively when they view themselves as part of a collective, cohesive body—encouraged to voice their own ideas and positions in board meetings but supportive of final board decisions. | Individual trustees are “deputized” to be openly disruptive in board meetings, disregarding consequences that could affect the board’s ability to function effectively.                 |
| <b>Partnership Versus Confrontation</b>  | Boards and executive leadership work in partnership to advance the college’s or university’s mission, strategic goals, and aspirations.                                                                          | Trustees are encouraged to take a confrontational and skeptical stance toward college or university administration, often marked by distrust and lack of strategic dimension.           |
| <b>Campus Culture and Discourse</b>      | Upholds freedom of speech as integral to academic freedom while supporting inclusive, respectful dialogue through proactive policy and planning in order to promote civic education and engagement.              | Emphasizes selective speech primarily as a means of correction, often promoting punitive approaches to perceived bias while reshaping the campus environment through top-down mandates. |
| <b>Inclusive Values</b>                  | Ensures diverse, fair, and welcoming environments that support student success and academic excellence.                                                                                                          | Views inclusive excellence as politicized; advocates eliminating related offices and programming.                                                                                       |
| <b>Faculty Role and Academic Freedom</b> | Honors faculty expertise and respects faculty as essential stewards of curriculum, research, and student learning, and as key partners in shared governance with the board and the administration.               | Promotes changes that override or marginalize faculty input—challenges tenure norms, policy, faculty curriculum control, and shared governance.                                         |
| <b>Policy Recommendations</b>            | Encourages fiduciary responsibility and issue resolution through collective wisdom generated by practices such as shared governance planning, civil discourse guidance, and policy oversight.                    | Pushes structural mandates—core curriculum redesign, elimination of DEI units, speech viewpoint enforcement rules, and trustee-led administrative and management oversight.             |

# CHECKLIST

## Does Your Board Govern with Integrity—or Ideology?

### Core Mission and Governance Model

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- Our board consistently focuses on the institution's mission as the guiding principle for decision-making.
- Our board explicitly rejects partisan or ideological agendas that are not consistent with mission fulfillment, institutional norms, or long-term sustainability.

### Fiduciary Duty

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- All trustees understand and practice their duties of care, loyalty, and obedience.
- Board decisions reflect a long-term view of promoting sustainability and public trust.
- Trustees act as stewards of the public trust and understand their role in advancing the public good through higher education.
- The board rejects efforts to redefine “the public” as a narrow ideological audience.
- The board reinforces fiduciary education during orientation and through ongoing development.

### Trustee Authority and Boundaries

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- Trustees act as strategic partners—not managers or ideological agents.
- Trustees are equipped to engage in high-level policy, planning, and oversight.
- Trustees respect institutional expertise and collaborate with leadership appropriately.

### Board and Individual Trustees

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- Trustees understand that they serve as part of a collective body and not as individual actors with separate agendas.
- All trustees are encouraged to speak openly during board discussions but commit to publicly supporting final board decisions.
- Individual trustees do not use their role to grandstand, disrupt proceedings, or pursue personal or partisan aims.
- Board culture encourages respectful disagreement and unified commitment once a decision is made.
- Board leaders proactively address behaviors that undermine cohesion or institutional trust.

### Partnership Versus Confrontation

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- The board approaches the president and senior leadership as partners in advancing institutional goals.
- Trustees engage in critical questioning without adopting a tone of hostility or distrust toward campus leadership.
- Board discussions are strategic in nature—not focused on micromanaging or “catching” leadership in errors.
- A culture of mutual respect and shared purpose exists between the board and administration.
- Tensions or disagreements are addressed professionally, with a focus on the institution's mission and long-term success.

## Campus Culture and Discourse

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- The board supports freedom of speech as a foundation of academic freedom and democratic education.
- The board promotes inclusive, respectful dialogue across differing viewpoints—not just tolerance but genuine civic engagement.
- Campus climate discussions are framed as opportunities for learning, inclusion, and growth rather than control or punishment.
- Board-level policies around campus culture are designed to enable inquiry and participation, not to restrict or censure expression.
- Trustees understand fostering civil discourse is a long-term leadership responsibility, not a tool for ideological correction.

## Inclusive Values

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- The board views inclusive excellence, defined as ensuring diverse, fair, and welcoming environments, as mission aligned, and integral to student success.
- Trustees support the civic role of higher education and democratic participation.

## Faculty Role and Academic Freedom

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- Faculty stewardship of curriculum and research is respected.
- The board understands and protects academic freedom and faculty consultation.
- Board policies ensure faculty play a key role in shared governance.

## Shared Governance

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- The board embraces shared governance as essential to institutional credibility, resilience, and advancement.
- The board engages faculty, administration, and students in decisions of strategic importance.
- The board recognizes the primacy of faculty leadership in matters of curriculum, academic progress, and student assessment.

## Policy Recommendations

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- The board engages in policy development that reflects shared governance and inclusive planning processes.
- The board uses structured tools (such as scenario planning, board workshops, and stakeholder engagement) to address complex issues.
- The board seeks to understand underlying drivers of challenges before proposing structural solutions.
- Trustees avoid mandates that override institutional expertise or bypass faculty, administration, or shared governance bodies.
- Civil discourse and mission alignment guide approaches to hot-button or politically charged topics.

## CHECKLIST

### Is Your Board Ready to Meet Its Fiduciary Responsibilities?

A governing board with qualities like the following can recognize influences that may conflict with its mission and priorities and is prepared to deal with them appropriately. How well do these qualities describe your board?

#### Fiduciary Decisions

*Governing board decisions reflect the duties of care, loyalty, obedience, and the best long-term interests of the institution, system, or foundation.*

- ☐ All board members thoughtfully assess, share, revise, and act on their independent judgment as to what course of action is in the best interest of the institution, system, or foundation.
- ☐ The governing board has a strong and consistent culture of focusing on fiduciary responsibilities.
- ☐ Board members are sufficiently aligned with each other and the administration to recognize and converge on decisions that fulfill the mission and are in the best interest of the institution, system, or foundation.
- ☐ Board members understand and support shared governance and the faculty's role in academic decision-making.
- ☐ The governing board ensures that the academic institution or foundation cultivates fiduciary understanding and positive relationships with key constituencies, especially those that have or feel a sense of ownership in the institution, system, or foundation.
- ☐ The governing board seeks and thoughtfully considers input from its constituencies that could benefit the best interests of the institution, system, or foundation.

#### Legal Authority

*The governing board exercises its legal authority to confirm its fiduciary responsibilities and protect the responsibilities of the administration and faculty.*

- ☐ Board members are clear about the nature, extent, and boundaries of their legal authority.
- ☐ The governing board understands any authority held by other individuals and entities that could impact board governance decisions. Those individuals and entities may include state or federal officials, legislatures, the U.S. Congress, and sponsoring organizations, for example.
- ☐ Governing board members are aware of how other individuals and entities might be tempted to influence the institution, system, or related foundation. They seek to establish mutual understanding with those individuals and entities to align their expectations with the organization's strategic priorities.

## Independence

*The governing board works and acts independently within a framework of legal documents and formal agreements that comport with the best long-term interests of the institution—such as the institution’s founding charter, bylaws, federal laws and regulations, state constitutions and statutes, and accreditation requirements. Foundation boards should reference the terms of their memorandum of understanding with the affiliated institution and other applicable institution or system policies.*

- ☐ All board members direct their loyalty to the institution they hold in trust, not to their appointing authority or electorate. They uphold the governing authority of the board and the authority of the administration and faculty. They recognize and address influences that are not aligned with strategic priorities.
- ☐ The governing board is aware of and addresses any impending action that goes against policies or that could compromise reputation—such as an agreement with a donor that violates institution or foundation values and gift acceptance policies.
- ☐ The governing board addresses influences that encroach on its independence, fiduciary responsibilities, or legal authority.
- ☐ The governing board recognizes and addresses influences that impact institutional autonomy and academic freedom.
- ☐ The board alone, acting collectively, makes the decisions that fall within its legal authority.

## Questions for Board Self-Assessment on Independence and Fiduciary Responsibility

*These guiding questions are designed to help board member examine their role in safeguarding institutional independence, fulfilling fiduciary duties, and upholding the core values of higher education.*

- ☐ Why is the concept of board independence increasingly important in today’s environment?
- ☐ Does our board fully understand and commit itself to remaining independent; do we understand what that implies for each of us as board members and for the board as a whole?
- ☐ Do all board members have a thorough awareness of our fiduciary duties and responsibilities?
- ☐ Are sufficient standards in place to hold board members accountable to maintain independence?
- ☐ Are we each prepared to put “independence” for our governance processes ahead of any external efforts to intrude in that essential fiduciary responsibility?
- ☐ Are each of us sufficiently aware of the concepts of (and distinctions between) academic freedom and freedom of expression? Are our related policies appropriately supportive of each of these core values; should each of these be strengthened?
- ☐ Are we familiar with how our accreditor monitors board independence and institutional autonomy; are we appropriately engaged in the accreditation process and able to demonstrate our independent governance?

# Is Your Board Ready to Protect Institutional Autonomy?

U.S. colleges and universities are facing intensifying political scrutiny and intervention. Recent events have raised urgent questions about who governs our institutions, and how. While governing 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 U.S. 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.



## Reaffirm the Board's Fiduciary Duties and Mission-Centered Governance

**Governing 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.

## 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 might not fully reflect governance concerns.

## 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.

## Mobilize Peer Institutions and Trusted Networks

**Political pressure is not just a legal challenge; it is 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 sectorwide norms.

## 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.

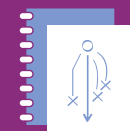


**RECOMMENDATION:** Frame communications around the college's or university's public purpose and its role in sustaining democratic society and intellectual freedom.

## Document and Institutionalize Lessons Learned

**Preparedness is a key pillar of resilience.**

- Create internal protocols for responding to legal and political crises.
- 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.

# Ten Recommended Strategies

Near the end of the January–March 2026 period, AGB Govern NOW Leadership Academy participants (trustees, board professionals, presidents from diverse institutions) were asked to recommend board strategies for dealing with these volatile, uncertain, complex, and ambiguous times. The following strategies appeared most frequently, listed in descending order of mentions.

## ★ Recommendation 1

### **Reaffirm institutional mission as the primary decision-making framework.**

- » Nearly every participant recommended formally reaffirming the mission as the anchor for all governance decisions.

## ★ Recommendation 2

### **Organize board education and ongoing governance training.**

- » Participants consistently called for sustained trustee education on fiduciary duties, governance boundaries, and academic freedom.

## ★ Recommendation 3

### **Clarify governance boundaries.**

- » Reinforce the distinction between board oversight and academic/management decision-making.

## ★ Recommendation 4

### **Enlist stakeholders and policymakers proactively in a comprehensive communications strategy.**

- » Engage policymakers, donors, alumni, and community partners before crises develop; develop a coordinated public communications plan.

## ★ Recommendation 5

### **Discuss possible scenarios for dealing with inappropriate intrusions.**

- » Structure board discussions around hypothetical intrusion situations to enable measured, strategic responses rather than reactive decisions.

## ★ Recommendation 6

### **Revisit and reaffirm the board's code of conduct and fiduciary duties.**

- » Formally reaffirm board members' duties of care, loyalty, and obedience to mission as a unifying governance framework.

## ★ Recommendation 7

### **Engage in collective action and coalition-building with peer institutions.**

- » Coordinate with peer institutions, regional accreditors, and higher education associations to present a unified front.

## ★ Recommendation 8

### **Develop a formal intrusion-response protocol.**

- » Define clear triggers and designate a standing rapid-response team.

## ★ Recommendation 9

### **Strengthen and expand shared governance.**

- » Extend consultation processes to include donors, alumni, faculty members, and students more deliberately, while preserving clear decision-making authority.

## ★ Recommendation 10

### **Issue public statements affirming institutional autonomy and academic freedom.**

- » Publicize proactive, visible public commitments that establish the institution's position before crises emerge.

A woman with curly hair is seated at a table, gesturing with her hands as she speaks to a group of people. The scene is overlaid with a purple tint and a sunburst graphic behind the text.

# **Institutional Autonomy: Readiness to Recognize and Deal with Intrusion**

# Preparing for Intrusion\*

When your president and board are faced with a new demand or requirement, the first step is to determine whether, and to what extent, complying with it would be inconsistent with the best interests of the institution. The second step is to decide how to proceed. Ideally, the board, the president, and the leadership team will have developed some preparatory guidance and communications channels to facilitate their considerations.

## Step One: Is it intrusion?

Boards and presidents get all kinds of requests, demands, and even threats from diverse sources, typically with good intentions on the part of those making the demands. Institutional leaders need criteria to sort each request or demand, perhaps color-coding them. Can the request be considered green (similar to other rules or procedures already in place); yellow (has merits but poses concerns); or red (has real potential to undermine the ability to fulfill the institution's mission)?

| To determine whether a demand is an ideological or political intrusion, executives and board members can ask themselves questions such as the following: | No                       | Maybe                    | Yes                      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Does this proposal interfere with the institution's ability to carry out its stated mission?                                                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Does it violate or compromise the governing board's authority? Does it infringe on institutional autonomy?                                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Does it limit academic or educational freedom, including opportunities to freely study, research, and express diverse ideas?                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Does it threaten or violate American constitutional freedoms?                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Does it threaten the institution's ability to maintain and improve success for all students?                                                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Does it violate accreditation requirements?                                                                                                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Does it impose financial, reputational, or other burdens?                                                                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### Ask yourself:

- What are some other criteria to separate benign proposals from harmful ones?
- Which one criterion (if any) makes a proposal red? Or which three criteria should trigger alarm?

## Step Two: Are we ready to deal with intrusion?

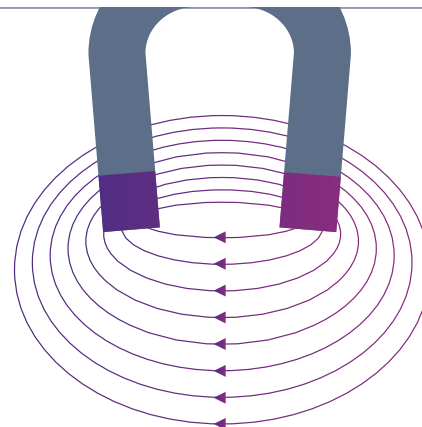
Every situation is unique, and each board and president must make their own decisions. Operationally, a governing board and president should prepare in the following ways.

*\*Summarized from the AGB Board of Directors' Statement on Influences Impacting Governing Board Independence and Leadership (AGB, 2023).*

| Check up to three items that your institution has in place and check up to three bullets that need work. Add them to your action plan.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | In Place                 | Needs Work               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <p>Ensure all board members clearly understand the extent of the board's duties and authority and that of other entities that can advance or harm the institution, such as the legislature, governor, sponsoring religious organization, or foundation board. Clarify the roles, duties, and authority of each entity, as well as establishing agreements on dispute resolution processes, can help prevent or resolve issues when potential intrusions arise.</p> <p>» <i>Do you have a resource institutional leaders can use to get a clear picture of all participants in major decisions—their roles, their authority, their limits, and other key variables? (Try to answer the question: "Can they really do that?")</i></p> | <input type="checkbox"/> | <input type="checkbox"/> |
| <p>Create or review/revise written policies that will guide potentially difficult decisions, such as defining what values, topics, or principles are "required" or "important" for the board to protect.</p> <p>» <i>Is _____ required for mission fulfillment? Is _____ important but could be negotiated?</i></p> <p>» <i>For example: board independence, academic freedom, shared governance, the philosophy minor, the welding program, and so forth.</i></p>                                                                                                                                                                                                                                                                  | <input type="checkbox"/> | <input type="checkbox"/> |
| <p>Foster a strong and candid relationship between the board and the president, with explicit agreements on roles and expectations in the event of ideological or political intrusion. Plan ways to help maintain mutual understanding and agreement.</p> <p>» <i>Now is the time to spend time resolving any serious friction points. Sometimes it helps to write a board-president compact that allows both sides to be ready if "X" happens.</i></p>                                                                                                                                                                                                                                                                             | <input type="checkbox"/> | <input type="checkbox"/> |
| <p>Develop contingency plans, such as establishing in advance a small task force with a clearly defined, board-approved charge and carefully selected members.</p> <p>» <i>A robust internal and external communication plan should be in place, and tabletop exercises can be conducted to practice response strategies.</i></p> <p>» <i>This action taps into your crisis-response protocols. Plan for how the contingency plans will be used in cases of "code red" intrusions.</i></p>                                                                                                                                                                                                                                          | <input type="checkbox"/> | <input type="checkbox"/> |
| <p>Stay informed about relevant incidents at other institutions and maintain connections with state, regional, and national sources of information, support, and inspiration. Build alliances with other postsecondary institutions and counterparts such as schools and libraries. Alliances can be bolder than individual entities.</p> <p>» <i>The decision of each institution in a critical situation affects many or all other similar entities. Red intrusions that are not rejected or ameliorated may spread. Can your institution help stop that?</i></p>                                                                                                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> |
| <p>For governing boards of public institutions with sunshine laws, address the fact that thoughtful and candid discussions that include faculty members, staff, members of the public, and other important stakeholders lead to better decisions than votes based on undisclosed, untested, and less-informed opinions. The risk of being candid in engaged public discussion is often far less than the risk of failing to halt a threatening intrusion.</p> <p>» <i>Wise courage is a hallmark of successful board decisions.</i></p>                                                                                                                                                                                             | <input type="checkbox"/> | <input type="checkbox"/> |
| <p>Expand board members' relationships with community and state leaders or sponsor a public symposium series featuring thought leaders on higher education governance, academic freedom, and democracy. Mobilize alumni and donors. Ask students to tell their stories in every setting that could be affected by a dangerous intrusion.</p> <p>» <i>Every board member has a fiduciary duty to advocate for the institution. Across the country, alumni can be mobilized to protect their alma maters. Prepared students are always impressive.</i></p>                                                                                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> |

# How to Analyze a Potential Intrusion

If complying with a new law or regulation would be harmful to your institution, what criteria would you use to determine whether to comply, negotiate, stall, resist, or refuse to comply?



A board has three overarching fiduciary duties that must guide any response to new legislation/regulations:

**1. Duty of care**—the responsibility to act with informed, deliberative judgment.

**2. Duty of loyalty**—the responsibility to act in the best interests of the institution, not respond to inappropriate external pressures.

**3. Duty of obedience**—ensure compliance with applicable law, *unless doing so is unlawful, unconstitutional, or would force the institution to violate higher legal obligations.*

Based on those duties, here are the criteria I would advise a board to use to evaluate its response.

## Legal Analysis: Is the New Law or Regulation Valid, Constitutional, or Preempted?

If the law/regulation is likely to violate federal or constitutional protections, the board may consider first stalling, negotiating, or challenging it. Moreover, if complying with a new state legal obligation forces the institution to breach binding contracts, federal requirements, or ethical codes, the board may have justification to resist compliance.

### Institutional Harm Assessment: A Rubric for Evaluating the Degree and Type of Harm from a Potential Intrusion

#### Academic harm

- » Loss of accreditation
- » Infringement on academic freedom
- » Damage to research capabilities or federal funding requirements

#### Financial harm

- » Significant cost burdens
- » Jeopardizing federal grants, research dollars, students' Pell Grant eligibility, and so forth

#### Operational harm

- » Inability to operate programs required for students' degree pathways
- » Loss of key personnel, faculty members, or students

#### Reputational harm

- » National or international damage affecting enrollment and philanthropic support

#### Implications:

- » If harm is moderate, negotiation or phased implementation may be possible.
- » If harm is severe (for example, loss of accreditation), strongly consider resistance or a legal challenge.

## Decision Pathway: When to Comply, Negotiate, Stall, Resist, or Refuse

|                                                                                    |                                                     |                                                                                                                                                                                                                                                                                                         |
|------------------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|   | <b>Comply</b> when:                                 | <ul style="list-style-type: none"> <li>» The law is valid, enforceable, and implementable.</li> <li>» Harm is minimal or manageable.</li> <li>» Compliance does not violate federal law or accreditation.</li> </ul>                                                                                    |
|   | <b>Negotiate</b> when:                              | <ul style="list-style-type: none"> <li>» The law is ambiguous or burdensome.</li> <li>» Implementation details are unclear.</li> <li>» There is room for interpretation or phased compliance.</li> </ul>                                                                                                |
|   | <b>Stall</b> (delay or request clarification) when: | <ul style="list-style-type: none"> <li>» Regulations are pending.</li> <li>» Legal challenges are already underway.</li> <li>» Compliance deadlines are unreasonable or operationally harmful.</li> <li>» Compliance might violate federal standards but clarification is forthcoming.</li> </ul>       |
|   | <b>Resist/challenge</b> when:                       | <ul style="list-style-type: none"> <li>» There are strong constitutional or federal conflicts.</li> <li>» Compliance would cause severe institutional harm (involving accreditation, federal funds, safety).</li> <li>» The law contradicts contractual obligations or federal requirements.</li> </ul> |
|  | <b>Refuse to comply</b> only when:                  | <ul style="list-style-type: none"> <li>» Compliance would be illegal, unconstitutional, or operationally impossible; and</li> <li>» Legal counsel indicates that noncompliance is defensible while pursuing judicial relief.</li> </ul>                                                                 |

*Mackenzie Wilfong, JD, is the executive director and secretary of the University of Oklahoma Board of Regents.*

*John C. Cavanaugh*

# Institutional Integrity: Establishing “Red Lines”

“Red lines” are guardrails prohibiting actions or decisions that, if taken, would clearly and unequivocally violate general ethical or legal boundaries that underlie the institution’s mission or values, thus placing the institution’s integrity at serious risk. It is the point at which boards and executive leaders say, “this far, no farther”—the point beyond which there is no more flexibility to comply, bend, or negotiate.

Red lines define the core of an institution’s integrity. When pushed to the limit, ask a fundamental question: What is your institution’s integrity worth? To explore red lines for your institution, start by rereading your statement of mission and values. Then ask:

| Key Questions                                                                                                                                                                                                                                                                                                                                          | Why It Matters                                                                                                                                  | What Are Our Board's Red Lines? |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| <b>FOR ALL INSTITUTIONS</b>                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                 |                                 |
| <i>What does our mission and each of our values require us to do?</i>                                                                                                                                                                                                                                                                                  | Clarifies whether new statutes or executive orders conflict with mission or values.                                                             | <input type="checkbox"/>        |
| <i>Who has the constitutional or statutory authority to establish the mission and values?</i>                                                                                                                                                                                                                                                          | Clarifies whether the source of pressure has legal standing to impose change.                                                                   | <input type="checkbox"/>        |
| <i>Does the state constitution and/or enabling statutes guarantee academic freedom and institutional autonomy?</i>                                                                                                                                                                                                                                     | Clarifies whether an external entity has legal authority to impose limits on academic freedom or institutional autonomy.                        | <input type="checkbox"/>        |
| <i>Has the board already started down a "slippery slope?"</i>                                                                                                                                                                                                                                                                                          | Clarifies whether the board has already abrogated its duty to mission or values, thereby eliminating its ability to stop new, similar mandates. | <input type="checkbox"/>        |
| <i>What are potential outcomes and costs of various responses to external demands?</i>                                                                                                                                                                                                                                                                 | Clarifies pros and cons of different actions, including doing nothing.                                                                          | <input type="checkbox"/>        |
| <b>FOR PUBLIC INSTITUTIONS ONLY</b>                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                 |                                 |
| <i>Does the institution uphold the constitutional and subsequent U.S. Supreme Court decisions regarding free speech?</i>                                                                                                                                                                                                                               | Clarifies whether certain proposed limits conform to current interpretations of free speech rights.                                             | <input type="checkbox"/>        |
| <b>FOR PRIVATE INSTITUTIONS ONLY</b>                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                 |                                 |
| <i>Does the institution uphold its official policies regarding speech rights?</i>                                                                                                                                                                                                                                                                      | Clarifies whether certain proposed limits conform to current institutional policy.                                                              | <input type="checkbox"/>        |
| <b>FOR RELIGIOUS-BASED INSTITUTIONS ONLY</b>                                                                                                                                                                                                                                                                                                           |                                                                                                                                                 |                                 |
| <i>Are there specific requirements in the sponsorship agreements or tenets of the affiliated religion that require certain decisions, actions, organizational structures, or student/faculty member requirements that must supersede statutory mandates (for example, social justice, inclusive admissions and financial aid, or missionary work)?</i> | Clarifies whether there may be a religious exemption to an externally imposed mandate.                                                          | <input type="checkbox"/>        |

## Selected Examples of Red Lines

Red lines are especially necessary to establish in four areas: institutional autonomy, freedom of speech, academic freedom, and finances. Here are some examples:

- » The board is the sole entity empowered to establish policies governing this institution. (Institutional Autonomy)
- » The institution will not accept any funding from individuals or organizations connected to the following: (list various categories of crimes, illegal activities, and so forth). In the event such funds were obtained before the discovery of facts that would otherwise have made the funds impermissible, the funds shall be returned. (Finances)

- » The board will not engage in determining specific course content. (Institutional Autonomy, Academic Freedom)
- » Speech that falls within constitutional definitions and U.S. Supreme Court decisions (for public institutions) or within board policies regarding speech (for private institutions) is fully supported and protected. (Freedom of Speech)
- » Before consideration by the board, decisions and actions are subjected to two tests: How will the decision/action further the mission? How will the decision/action reflect each of its core values? Political considerations are not a core consideration. (Institutional Autonomy)

To explore red lines for institutional autonomy, freedom of speech, academic freedom, and finances, start by asking these questions:

| Issue                         | Key Questions                                                                                                                                                                                 | What Are Our Board's Red Lines?                                                     |
|-------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <b>Institutional Autonomy</b> | <i>What is the board's process for determining whether the source of an external demand has legal standing? What are the next steps for the board to determine a response/action?</i>         |  |
| <b>Freedom of Speech</b>      | <i>What is the board's process for determining institutional compliance with relevant legal protections for speech? Are there conditions under which the board is willing to ignore them?</i> |  |
| <b>Academic Freedom</b>       | <i>What is the board's process for ensuring the right of the faculty to instruct and the right of a student to learn in an academic setting unhampered by interference?</i>                   |  |
| <b>Finances</b>               | <i>What is the board's process for assuring that all revenues have been obtained from ethical sources and are not used as threats to force compliance with mandates?</i>                      |  |

Additional questions may be added as necessary to develop guardrails focused on specific topics within each issue.

## Consequences of Invoking Red Lines

Invoking red lines has consequences. Some examples:

- » Could critical sources of funding be withdrawn? If so, what is the institution's ability to withstand those losses (such as available reserves, days of cash on hand, or alternative funding sources)?
- » How will students, faculty members, and staff be affected? Other stakeholders?
- » The board's decision and subsequent action may be claimed to be illegal. Is the institution prepared to engage in a potentially lengthy court process?
- » Some (or all) of the board members may be removed or resign in protest. Is the institution able to withstand such significant leadership change?
- » It is likely that news media and social media could turn extremely negative. Does the institution have a robust crisis communications plan for such attacks?
- » In extreme situations, invoking and defending a red line could place the institution at existential risk. Is the board prepared to have that discussion?

Consequences such as these reinforce the need to plan carefully and thoroughly in identifying, implementing, and defending red lines.

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**John C. Cavanaugh** is an AGB senior consultant, the former president and CEO of the Consortium of Universities of the Washington Metropolitan Area, former chancellor of the Pennsylvania State System of Higher Education, and former president of the University of West Florida.

# Is Your Board Facing Intrusion?

Governing boards are increasingly operating in an environment where political agendas can threaten their ability to function independently and in alignment with their institution's mission. While governance has always required balancing interests, today's pressures—from partisan interference to externally imposed mandates—are more pervasive, more coordinated, and more consequential.

The erosion of institutional autonomy does not typically begin with a dramatic overhaul; it often starts with small, seemingly routine decisions that chip away at a board's ability to govern in the best interests of the institution. That is why vigilance is no longer optional; it is essential. Board members must be equipped to recognize the early warning signs of political intrusion and have the courage and clarity to act before such interference compromises educational quality, fiduciary duty, or public trust.

## Examples of Sources of Tension

Colleges, universities, and institutionally related foundations might face situations that further complicate their efforts to advance and strengthen mission-focused outcomes. Governing boards that have or might encounter conflicts should update their governance policies, practices, risk management frameworks, and communications plans to proactively address these potential situations:

**Example #1: When members of a governing board sense their fiduciary duties conflict with an appointing authority's expectations.**



**RECOMMENDATION:** Seek to establish mutual understanding of expectations with the appointing authority. Maintain board independence and uphold fiduciary duties and principles of trusteeship. Think independently, act collectively.

**Example #2: When a board member believes their purpose for serving is to advance an agenda that is not aligned with what the full board believes represents the institution's, system's, or foundation's best interest.**



**RECOMMENDATION:** Help the board member understand the potential implications associated with their perspective, continue board education and development efforts focused on fiduciary duties and principles of trusteeship, and potentially engage the board chair and legal counsel to explore additional options. Explore the applicability of conflict-of-interest procedures or other legal options if the board member violates fiduciary duties.

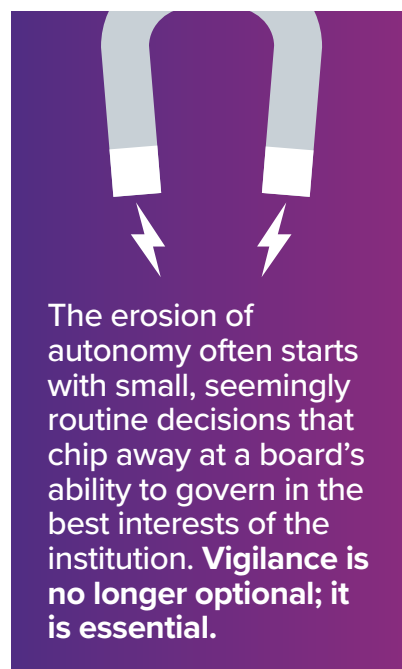
**Example #3: When the board does not control the selection of new board members who need to reflect the perspectives, skills, expertise, and competencies that support the mission and strategic priorities of the institution, system, or foundation.**



**RECOMMENDATIONS:** Establish a coordinated process for communicating with the appointing authority and/or appointment advisory group to advise them about the vital connections among board composition, effective leadership, and mission fulfillment. As stated in AGB's *An Anatomy of Good Board Governance in Higher Education*, effective board governance requires the right people focused on the right issues at the right time.

Request opportunities to share AGB's recommended criteria for board member appointments as part of the recruitment and selection process.

Update the board's composition matrix to demonstrate where there are gaps and opportunities.



**Example #4: When foreign and domestic governmental entities or individuals provide funds that greatly impact the institution or foundation and create concern if the governing board or institution does not comply with the influencers' objectives.**



**RECOMMENDATIONS:** Call for a pause in the agreement; solicit analyses of fiduciary duty, authority, and other issues. Engage the governing board in thoughtful, strategic discussion to determine if the objectives of the influencer are aligned with priorities, and subsequently respond to the influencer.

Determine alternative sources of funding that can support strategic and operational priorities.

**Example #5: When a foreign government or company expresses a desire to invest in campus research or programming and requires intellectual property and knowledge from the research and programming to be shared with the investing authority.**



**RECOMMENDATION:** Ensure compliance standards are understood and followed so as to avoid jeopardizing national security interests and federal research funding.

**Example #6: When athletic booster clubs offer to provide financial support for current and prospective students, coaches, and programs that might not align with institutional goals or when athletic conferences seek organizational transitions.**



**RECOMMENDATION:** Ensure governing board policies and standards are current, known to senior administrators, and implemented appropriately. Funding for special interests should never outweigh core mission responsibilities, immediate needs, and identified goals.

**Example #7: When a major donor indicates they will withhold a substantial donation unless the institution adopts a particular policy or public stance on a controversy, or the chief executive resigns or is removed.**



**RECOMMENDATION:** Reaffirm the board's responsibility to do what is in the long-term interest of the institution, including maintaining board independence, fiduciary duties, and principles of trusteeship. Ensure robust communications plans are in place that anticipate potential dissent. Consider the impact of responding to the donor publicly or privately.

## **Identify and Manage Intrusion\***

Intrusion also involves disharmony with the best interests of the institution. Healthy governing boards interact routinely with constituents who bring proposals to them, typically with good intentions. To determine whether they are facing an ideological or political intrusion, executives and board members can ask themselves questions such as the following:

- ☐ Does this proposal or requirement interfere with the institution's ability to carry out its stated mission?
- ☐ Does it violate or compromise the governing board's authority? Does it infringe on institutional autonomy?
- ☐ Does it limit academic or educational freedom, including opportunities to freely study, research, and express diverse ideas?
- ☐ Does it threaten or violate U.S. constitutional freedoms?
- ☐ Does it threaten the institution's ability to maintain and improve success for all students?
- ☐ Does it violate accreditation requirements?
- ☐ Does it impose financial, reputational, or other burdens?

*\*Excerpted from Ellen-Earle Chaffee, "United We Stand: An Urgent Call for Leadership," Trusteeship 31, no. 5 (September/October 2023).*

# Is Your Board Ready to Take Action?

Recognizing political intrusion is only the first step. The true test of board leadership lies in what comes next.

In a time when external pressures can erode institutional values and disrupt mission-driven decision-making, boards must not only stand firm; they must act. Upholding institutional autonomy, freedom of speech, and academic freedom is not just a philosophical stance. It is a fiduciary imperative. It requires deliberate choices, clear policies, and public commitments that reinforce the board's role as a steward of independent, mission-centered governance.

Too often, boards delay action until the threat becomes a crisis. But strong boards do not just resist interference; they proactively affirm their principles and prepare to defend them. That includes adopting formal positions, aligning institutional policy, and joining forces with like-minded peers to elevate a shared commitment to higher education as a public good.

Now is the time for boards to move with clarity and purpose—to take visible, values-based steps that signal not just where they stand, but what they stand for.

Too often, boards delay action until the threat becomes a crisis. But strong boards do not just resist interference; they proactively affirm their principles and prepare to defend them.

## Recommendations from the *AGB Board of Directors' Statement on Influences Impacting Governing Board Independence and Leadership*\*

Governing boards must balance their responsiveness to valuable ideas and input while safeguarding their independence. To ensure this practice, it is AGB's recommendation that all governing boards continue to uphold the following principles outlined in the 2012 statement:

- » Preserve institutional independence and autonomy.
- » Demonstrate board independence to govern as established in charter, state law, or constitution.
- » Keep academic freedom central and be the standard bearer for the due-process protection of faculty, staff, and students.
- » Assure institutional accountability to the public interest.

While these four principles are still bedrock, governing boards need fresh guidance on how to apply them currently.

To implement those principles, AGB offers the following recommendations—practices that can help governing boards be prepared to make appropriate fiduciary decisions even when doing so may be difficult.

- 1 Engage in thoughtful discussion, decision-making, and policymaking to build shared understanding of the core concepts and values that underline exemplary governance and the board's work, while continuing to have meaningful learning experiences together about foundational principles, not just current campus matters.**

One way to begin this process could be reinforcing that governing boards are accountable for:

- » **Protecting the mission.** Assessing and evolving the mission of the institution guides a governing board's work and how it addresses its responsibilities. Governing boards have a fiduciary responsibility to advance the institution's mission and to promote its integrity and quality. They also have a responsibility to reexamine and reshape that mission as needs and conditions may require. Foundation boards should be guided by their fiduciary obligations to honor donor intent, serve as prudent stewards of charitable assets, and advance the mission priorities of the institution.

\*Excerpt from AGB Board of Directors' Statement on Influences Impacting Governing Board Independence and Leadership, (AGB, 2023), 4-8.

» **Safeguarding the transcendent values that guide and shape American higher education.** Among those abiding values are self-regulation and autonomy, academic freedom and due process, shared governance, educational quality, transparency, and fiscal integrity. Governing boards are responsible for protecting such values not only on behalf of their own institutions and foundations but also for American higher education in general. In the case of church-affiliated institutions, guiding values may also include certain tenets of the relevant faith community.

» **Reinforcing the public's interest and trust.** The American people entrust control of higher education institutions to citizen-led boards and to the independent judgment of their members, rather than to senior public officials or bureaucracies. All governing boards are accountable for the achievement of public purposes. Thus, governing boards incur a special duty to preserve and enhance the institution for future generations. Governing boards of independent colleges are accountable not only to the sources of their founding authority, but also to a government-issued statement of authority, such as a charter that describes some of the basic public expectations for the institution. For those boards whose members are elected by the public or appointed by a governor or legislature (in whole or in part) authority derives from, and accountability pertains to, relevant state laws, charters, or other governing documents.

» **Enforcing the legitimate and relevant interests that various constituencies represent.** These include alumni, community leaders, donors, faculty, parents, staff, students, local government officials, unions, labor groups, among others. A governing board must exercise its best judgment to accommodate such interests, but it is the board that makes the ultimate decision in light of the institution's mission, values, strategic priorities, and the law. The board bears ultimate responsibility for weighing conflicting claims of interested parties and the long-term benefits and priorities of the institution. Foundation boards should collaborate closely with institution leaders when considering gifts that may not advance the mission, values, or priorities of the institution.

Further, AGB's principles for exemplary governance state that governing boards should:

- » Focus on what matters most, including success for all students and the fulfillment of the institution's or foundation's mission over the long term.
- » Carry out the fiduciary duties of care, loyalty, and obedience.
- » Protect academic freedom, board independence, and institutional autonomy.
- » Understand and support shared governance.
- » Engage in thoughtful discussion and decision-making based on sound information and collective wisdom.
- » Establish an effective partnership with the chief executive officer.
- » Document consensus and build on board learning experiences by maintaining a written, regularly updated inventory of policies and procedures for board governance.

In general, each board should apply a shared understanding of such core concepts as: the best interests of the institution; institutional autonomy; academic freedom and due process; shared governance; board independence; the fiduciary duties of care, loyalty, and obedience; and board accountability. It should continually educate its members on all aspects of their fiduciary responsibilities, with a focus on key principles and how best to apply those principles.

## 2 Make structural and procedural changes that reinforce the governing board's fiduciary duties and authority.

- » Dedicate time at every meeting to purposeful, ongoing education and discussion about board governance. Discuss how AGB's *Principles of Trusteeship* (AGB, 2021) applies to carrying out one's fiduciary duties.
- » Ensure that new board members and their nominating or appointing authorities understand their fiduciary duties.
- » Include a session on identifying and addressing external and internal influences in new-board-member orientation programs. In addition, provide continuing education on the topic for all board members, even seasoned ones.
- » Determine the board's options for identifying and navigating efforts by influencers that may conflict with board-approved strategic priorities.

**3 Listen, learn, and lead. Recognize that all governing boards and their organizations need to adapt and improve. Listen with open minds to constituents' concerns and suggestions.**

- » Support and encourage discussion of diverse viewpoints to expand mindsets, sharpen thinking, and make well-informed decisions.
- » Listen with open minds to citizens and officials from domestic and foreign entities. Consider whether their concerns are well-informed, legitimate, and merit board discussion and potential changes to institutional policies and practices.
- » Build important relationships by regularly and appropriately communicating with key constituencies through coordinated efforts throughout the year, not only when a problem occurs or during a particular cycle of events.
- » Consider and discuss stakeholders' ideas, including whether the input merits potential changes to policies and practices.
- » Establish policies and practices that discourage individuals or groups from going over the heads of senior administrators and going uninvited to the board directly with their grievances and concerns. Boards must be careful to avoid being used in this way, as it can create legal and other challenges.

**4 Recognize that fiduciary duty belongs to each member of the board and to board actions.**

- » As stated in AGB's *Principles of Trusteeship*, each board member should think independently and

act collectively on what matters most to support the long-term vitality of a college, university, or related foundation. Governing boards, reflecting the aggregate actions of board members, are responsible for advancing the institution's or foundation's best interests, as is each member of the governing board.

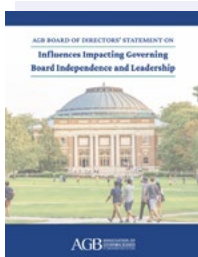
- » Understand that governing board members have no authority as individuals; authority rests in the formal, collective actions of the board as a whole—the board's collective judgment. Individual board members' courage to make hard decisions will come from understanding their profound governance responsibilities and accountability for supporting the institution's or foundation's mission.

**5 Address inappropriate influences that interfere with the governing board's independence, authority, or fiduciary commitment to the long-term success of the institution or foundation.**

- » Prepare to address, in open meetings with the public, if necessary, influences that are not aligned with the governing board's aggregate belief about the institution's or foundation's long-term interests, so as to reinforce its mission and strategic priorities. Collective wisdom requires candid discussion.
- » Consider a phased approach or scenario planning when the potential for confrontation exists. Specifically, ensure the chief executive officer and board chair understand the potential challenges, and clarify messaging with influencers. The board chair speaks on behalf of the board, and the chief executive officer speaks on behalf of the institution, system, or related foundation.

**Additional AGB Resources**

**AGB.org/Knowledge-Center**



**BOARD STATEMENT**

AGB Board of Directors' Statement on Influences Impacting Governing Board Independence and Leadership



**BOOK**

Principles of Trusteeship: How to Become a Highly Effective Board Member for Colleges, Universities, and Foundations

The background of the page features a purple-tinted photograph of several people in a professional setting, possibly a meeting or conference. In the foreground, a man with glasses is seen in profile, looking towards the right. Behind him, another person with glasses and braided hair is visible. The image is overlaid with a large, stylized sunburst or starburst graphic in a lighter shade of purple, centered behind the word 'Advocacy'.

# Advocacy

# Board Advocacy FAQs: Understanding Your Role and Opportunities

Board members are not only fiduciaries—they are influential ambassadors. These frequently asked questions help board members appropriately leverage their networks, volunteer status, and passion to impact public policy in ways that align with institutional values. By understanding what is permissible, strategic, and effective, board members can amplify their institution's voice, build goodwill with key stakeholders, and help safeguard the autonomy that enables colleges and universities to serve students and society.

## Can board members be effective higher education advocates?

Yes, board members can play an important role in institution, system, or foundation advocacy efforts. As corporate and community leaders, board members are uniquely positioned to engage in advocacy with their professional, social, and personal networks, as well as with policymakers and the public, to strengthen higher education.

Specifically, board members should play an active and supporting role as ambassadors on behalf of their institution—active in terms of being ready, willing, and able to reach out to individuals and supporting in terms of following the administration's lead on issues, messages, and timing.

*Source: Principles of Trusteeship: How to Become a Highly Effective Board Member for Colleges, Universities, and Foundations, AGB 2021.*

## How do boards organize and initiate their advocacy efforts?

Led by the chief executive and senior staff, boards should regularly discuss a public policy or advocacy strategy that includes short-term and long-term priorities. This overarching strategy can include a list of priority issues (which may change throughout the year in response to new developments) and share how often the board will be informed about policy issue updates, as well as how these issues will be addressed by particular board members or specific committees.

During the discussion, board members and staff may identify board leaders who can speak

As corporate and community leaders, board members are uniquely positioned to engage in advocacy with their professional, social, and personal networks, as well as with policymakers and the public, to strengthen higher education.

to and connect with a broad cross section of constituencies in support of the policy priorities. The strategy may also include a process by which board members can participate in outside coalitions and organizations that support the institution's advocacy goals. The board should talk with the president and senior staff about appropriate opportunities for education or professional development that will enable its members to effectively represent the organization.

Typically, the government relations staff will organize any strategy to lobby policymakers. Other kinds of advocacy, such as advocating the institution's value proposition, may go through external relations or communications staff. The chief executive and staff will decide how to best leverage board member voices as part of the strategy for maximum effect.

## What is the role of foundation and alumni boards in advocacy?

Similar to their institutional board counterparts,

foundation and alumni boards can be valuable partners when engaging in advocacy. Foundation board members can inform lawmakers about endowments or fundraising or reinforce the benefits of education for students. Alumni board members can pair with a recent graduate to demonstrate the longevity and long-term success of the institution. Administrative staff coordinate messaging among the institution and affiliated organizations to avoid confusion and promote key priorities.

## On what issues should a board member advocate?

Traditionally, “advocacy” is often used in a public policy context. Board members can leverage their networks, volunteer status, and passion to sway policymakers. In concert with government relations staff, they focus on the federal and state, and oftentimes local issues, that have the greatest impact on student success and institutional vitality.

Beyond the policy arena, board members can also communicate and promote the value of postsecondary education for their communities, regions, and beyond. As volunteer leaders, board members have credibility with constituencies that other advocates may lack.

*Sources: Principles of Trusteeship: How to Become a Highly Effective Board Member for Colleges, Universities, and Foundations, AGB 2021.*

*Top Public Policy Issues Facing Governing Boards 2025-2026, AGB 2025.*

*AGB Statement on External Influences on Universities and Colleges, AGB 2012.*

## What can board members do to make good advocates?

### Board members should:

- » Advise and support crafting an advocacy agenda and strategy.
- » Collaborate and coordinate with the chief executive and senior administrative staff as part of a larger advocacy effort.
- » Identify who on the board can connect with a broad cross section of communities and constituencies in support of the advocacy strategy.
- » Work with senior administrators and staff to affiliate with coalitions and organizations that might help to advance public policy priorities.

### Board members should not:

- » Create a personal agenda and act on it independently. Doing so is likely to dilute or harm the institution’s strategy.
- » Act in any way that is not congruent with the needs of the institution or its students.

## Is board member advocacy common?

According to the *2018 Trustee Index*, board member respondents engaged in advocacy with federal lawmakers, but also with community and business leaders about an issue affecting higher education.

|                                                                                 |            |
|---------------------------------------------------------------------------------|------------|
| Contacted a <b>member of congress</b> about an issue facing higher education    | <b>25%</b> |
| Contacted <b>local community leaders</b> about an issue facing higher education | <b>34%</b> |
| Contacted <b>local business leaders</b> about an issue facing higher education  | <b>34%</b> |
| Written an <b>op-ed</b> about an issue facing higher education                  | <b>5%</b>  |

The index also revealed that board members’ political ideologies are distributed fairly and evenly.

|                          |            |
|--------------------------|------------|
| <b>VERY CONSERVATIVE</b> | <b>4%</b>  |
| <b>CONSERVATIVE</b>      | <b>24%</b> |
| <b>MODERATE</b>          | <b>41%</b> |
| <b>LIBERAL</b>           | <b>24%</b> |
| <b>VERY LIBERAL</b>      | <b>7%</b>  |
| <b>DON'T KNOW</b>        | <b>1%</b>  |

*Source: The AGB 2018 Trustee Index, AGB 2018.*

## What are some examples of board members engaging in advocacy on behalf of their institutions, foundations, or higher education?

Consider these examples of institutional advocacy that include board member engagement:

- » **The Colorado Trustee Network** is a coalition of board members working together to elevate the issues of greatest impact to higher education in Colorado. The founding committee of trustees has one board member from every public institution or system in the state.

- » **Susan Jandernoa**, the vice chair of the Grand Valley State University (GVSU) Board of Trustees, provided testimony before the higher education appropriations subcommittee in the Michigan House of Representatives. Joined by the GVSU president and vice president of the student senate, Jandernoa emphasized her expertise as both a fiduciary and as an elementary school teacher to build credibility with lawmakers. GVSU's bid in 2021 for additional support was ultimately successful.
- » **The Regional College and University Presidents' Alliance of Philadelphia** takes advantage of relationships among public and private higher education leaders and the business community to provide opportunities for collaboration and advocacy. While primarily a vehicle for presidential collaboration, board member engagement is welcome and encouraged.
- » **The Beaver Caucus** and **Now-4 OSU-Cascades** are advocacy organizations committed to supporting Oregon State University (OSU) and its branch campus in Bend. Both have worked

closely with the OSU Foundation and the institution to champion Oregon's students and institutional priorities. In fact, board members of the foundation also serve on the board of the Beaver Caucus.

## Why is board independence important in relation to advocacy efforts?

While boards should respect, encourage, and welcome all stakeholders' involvement, they must also ensure that their decision-making procedures are free of undue external stakeholder pressure, including public officials, policymakers, donors, alumni, and others. Governing boards are legal entities and have oversight responsibility for ensuring the purpose, priorities, reputation, and viability of their institutions, foundations, and systems. It is imperative that boards and the colleges, universities, and foundations they serve remain aligned and operate independently from external influences.

Sources: "External Influences" FAQ, AGB 2021.

AGB Statement on External Influences on Universities and Colleges, AGB 2012.

## Additional AGB Resources

## AGB.org/Knowledge-Center



### BOOK

Top Strategic Issues for Boards  
2026-2027



### TOOL

Engaging Governing Board  
Members as Strategic Advocates



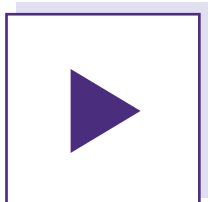
### REPORT

Top Public Policy Issues Facing  
Governing Boards in 2025-2026



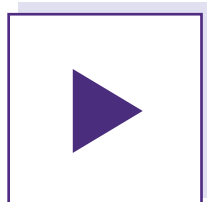
### TOOL

Engaging Foundation Board  
Members as Strategic Advocates



### PODCAST

Trusteeship Podcast Episodes  
41 and 42: Board Independence  
Under Fire, Parts I and II  
*Aired: January 31, 2024*



### PODCAST

Trusteeship Podcast Episode  
53: Board Independence and  
Neutrality  
*Aired: January 23, 2025*

# A Practical Guide for Board Advocacy

## Call to Action

**THE ROLE OF GOVERNING BOARDS AS GUARDIANS** of the nation's colleges and universities is being challenged as never before. U.S. higher education is one of America's most critical strategic assets, and political actors increasingly are using their power to align the curriculum, teaching, hiring, and research activities of these institutions with their ideological preferences. Academic freedom, the centerpiece of America's system of higher education, must continue to be protected by boards of trustees, regents, and governors. Postsecondary governing bodies were expressly created as independent boards of selected citizens to protect the education enterprise from the corrosive intrusion of politics, power, and wealth. The capacity of these independent boards to rise to the challenge of protecting the integrity of the mission and values of American colleges and universities will be decisive in the shape and character of these institutions in the coming decades.

Governing boards are an underutilized resource in the realm of external advocacy. At this time of national turbulence and challenge to higher education institutions, they can and should play a vital role in shifting the negative narrative surrounding our colleges and universities and restoring the public's trust. Their role as ambassadors for the sector and for their own institutions should be supported and empowered. Board members are often distinguished and known representatives of their communities and regions and thus best positioned to educate

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*Jill Derby, PhD, is an AGB senior consultant and senior fellow with more than 30 years' experience working nationally and internationally in higher education governance. Derby was a founder of the Guinn Center for Policy Priorities, a centrist think tank for economic and educational policy in Nevada. In 2012, she received a U.S. Senate appointment to the National Advisory Committee on Institutional Quality and Integrity.*

external constituencies about the true value their institutions provide and the importance of their independence from political intrusion. Governing board members are natural bridges to the external communities that connect with and impact colleges and universities. Their voices carry weight and authenticity. The need for their advocacy is now.

## Foundational Steps and Requirements

Board education is the key to effective advocacy. Board orientation, which is the initial step in educating new board members, is often limited by time constraints. New trustees commonly know little about the nature of the institutions they are selected to govern or of the fiduciary responsibility the office imposes. Board orientation often focuses on institution-specific information such as structure, organization, personnel, and practice. Orientation usually covers practical information such as meeting procedures, yearly calendar, and committee arrangements. This might be all the specific information that a new trustee can absorb at once. New board members rarely have the time or capacity to gain a deeper understanding of the institution and of the distinct transcendent values at the core of academic culture and practice—academic freedom, tenure, shared governance, and board and institutional autonomy, all of which are currently under attack.

Special board educational sessions are essential for trustees to acquire a full understanding of their fiduciary responsibility to the institutions they govern; the distinct character of American higher education as an enterprise; its contribution to regional and national prosperity; and its central role in the health of a democratic society.

All board members should be educated and equipped to be effective advocates for their institutions and the sector. Partnership and collaboration with the campus president and other administrators is critical. They can offer boards guidance, refine the message, and establish targets where board member advocacy can have the most impact.

**One or more separate sessions or a board retreat should be scheduled** for board members to review and discuss all aspects of the current threats facing higher education institutions. Such sessions should include the following components:

- » Elaboration of the negative narrative surrounding colleges and universities currently dominating the public information sphere; the impact it is having on the sector; ways to address these public concerns; and ways to counterbalance the narrative with positive, factual information.
- » Information about the existential threat of the intrusions by external actors representing political power and wealth who seek to impose their agendas on American higher education.
- » Specific information on the transcendent core values of American higher education—academic freedom, freedom of speech, shared governance, board autonomy, and the importance of the board protecting institutions from intrusive government and political pressure.

**There are four elements of critical knowledge** that all board members must understand to be effective advocates for their institutions and for the larger higher education enterprise, including:

1. The value proposition of a college degree to students themselves and the economic value graduates provide to their communities and regions;
2. The strategic asset the higher education sector represents not only for economic prosperity but, critically, for societal well-being and the civic resilience of a democracy;
3. The vital importance of board and institutional independence from external interference that seeks to impose its own agendas on the institution; and
4. The essential features of American academic tradition and culture, such as mission integrity, student success, academic freedom, tenure, and shared governance.

## Tailored Approaches

American higher education consists of an array of different institutional types. The public-private divide is a major differentiator, along with the three-tiers representing community colleges, state four-year colleges and universities, and research-focused universities and systems. Additionally, there are religiously affiliated institutions and those with a specialty academic focus. Every situation calls for an individually tailored approach to advocacy. In all types of institutions, however, effective external relations are critical for institutional success. In the current environment of external pressure and political intrusion, it is the four-year and research institutions that are experiencing the greatest threats.

The governing boards of all colleges and universities are legally, ethically, and fiduciarily responsible for their institutions' well-being. Being prepared to deal effectively with whatever exigencies threaten academic integrity, student success, research vitality, and institutional well-being is a fiduciary responsibility of governing boards across the country. Preparation is the key ingredient that helps institutions and their boards weather the storm of uncertainty and thrive in the turbulent, polarized environment that currently characterizes the national landscape of American higher education.

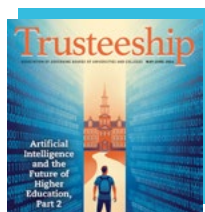
## Additional AGB Resources

[AGB.org/Knowledge-Center](https://www.agb.org/knowledge-center)



### BOOK

A Guide to Strategic Board Retreats in Higher Education



### TRUSTEESHIP ARTICLE

The Role of Advocacy and Community Relations for Foundation Boards

## Specific Action Steps



1. Following a special board education session or retreat, the board and the administrative leadership should collaborate about the next steps in a board advocacy initiative, and put structure, process, and people in place for such a project. For more, see *A Guide to Strategic Board Retreats in Higher Education* (AGB, 2025).



2. The board, in conjunction with the president and other administrative leaders, should determine an appropriate leadership structure for the board advocacy effort. An established board committee, such as the governance, external relations, or executive committee could be assigned the task, or a special task force of appropriate administration officers and relevant, interested board members could lead the initiative.



3. The assigned committee, ad hoc group, or task force should clarify board members' roles, duties, authority, and procedural framework for advancing board advocacy efforts in the current environment of political tension and challenge.



4. An advocacy strategy should be developed that considers what is needed, what outcomes are sought, and what type of board members may be most effective in advocacy efforts. To formulate a strategy and plan, consider board members' networks, connections, and general areas of opportunity for influence.



5. The task force should bring its initial conclusions and projections to the full board for discussion and development of a vetted and collaborative strategy.



6. The task force should devise a contingency/communications plan for exigencies that may arise, such as an external intrusion at the institution, and possible responses.



7. The task force should seek connections with other institutions in the region, stay informed of relevant incidents elsewhere, and develop connections with regional, state, and national sources of information and common cause. Having alliances can bring important collaboration and support.



8. The task force should evaluate strategic avenues of potential influence that individual board members bring to their governance role through their community, political and professional networks, and other associations. Talking points and scripts can be developed for effective trustee advocacy, working with the appropriate senior administration officers in communications, public affairs, and government relations.



9. Interested and appropriate board members can be supported in seeking out speaking opportunities to service groups and other associations with which they are affiliated. Such civic groups are often looking for speakers. The primary message could focus on the lifetime benefit of a college degree to students, as well as the strategic economic asset that colleges and universities provide to their regions and to the nation's success in the global marketplace. Address the critical importance of institutional independence from political interference and explain the potential damage of intrusions. Board members' presentations should also acknowledge the public criticism U.S. higher education is facing, and the efforts institutions are making at reform and adapting to changing needs.



10. When controversy over external intrusion is an issue, the task force should implement its prepared strategy to defend the institution from political overreach and educate external constituencies about how such interference causes serious damage to the academic mission, student success, research productivity, and institutional independence.

*For institutionally related foundation boards, see AGB's "Engaging Foundation Board Members as Strategic Advocates" tool for more practical guidance on board member advocacy. For institution and system boards, see also AGB's "Engaging Governing Board Members as Strategic Advocates" tool.*

# Engaging Board Members as Strategic Advocates

| For Institution and System Board Members                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | For Related Foundation Board Members                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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| <p><b>What Your Institution Delivers</b><br/>Convey data points specific to your institution regarding:</p> <ul style="list-style-type: none"> <li>» Graduation and employment rates in desired degrees/ fields: How does education directly lead to meaningful employment in needed fields?</li> <li>» Impact on the local community, state, region, nation, and world:</li> <li>» Employment and economic contribution: What are the employment rates in the institution's county, and how does the institution contribute to employment? How many graduates stay in the same state or district? How has the institution created jobs and boosted the local economy?</li> <li>» Innovation, research, and entrepreneurship: Has the institution's research led to impactful start-ups, patents, or technology? What are some impactful examples of research the institution has developed? How much government and private funding does the institution attract for research?</li> <li>» Community enrichment: How does the institution contribute culturally to the community?</li> <li>» Service projects and volunteerism: How do students, faculty, staff, and graduates give back? How many volunteer?</li> <li>» Teaching/learning quality: What are the rates of student retention and graduation? What are the results of student learning assessments?</li> <li>» Work based learning and student success: How many students are getting relevant work skills and experience? What are the employment rates of graduates? How common is the use of high impact practices such as first year seminars, internships, undergraduate research, and capstones?</li> </ul> | <p><b>What Your Institution Delivers</b><br/>Convey data points specific to your institution regarding:</p> <ul style="list-style-type: none"> <li>» Graduation and employment rates in desired degrees/ fields: How does education directly lead to meaningful employment in needed fields?</li> <li>» Impact on the local community, state, region, nation, and world:</li> <li>» Employment: What are the employment rates in the institution's county, and how does the institution contribute to employment? How many graduates stay in the same state or district?</li> <li>» Economic contribution: How has the institution created jobs and boosted the local economy? Has the institution's research led to impactful start-ups, patents, or technology?</li> <li>» Community enrichment: How does the institution contribute culturally to the community?</li> <li>» Service projects and volunteerism: How do students, faculty, staff, and graduates give back? How many volunteer?</li> <li>» Teaching/learning quality: What are the rates of student retention and graduation? What are the results of student learning assessments?</li> <li>» Work based learning: How many students are getting relevant work skills and experience? What are the employment rates of graduates?</li> <li>» Innovation and research: What are some impactful examples of research the institution has developed? What funding does the institution attract for research?</li> <li>» Student success initiatives: How common is the use of high impact practices such as first year seminars, internships, undergraduate research, and capstones?</li> </ul> |
| <p><b>Sample One-Minute Script</b><br/>Higher education delivers lasting value for students and the public good. Bachelor's degree holders earn upward of \$1–\$2 million more over a lifetime, enjoy stronger job security, and have higher rates of homeownership, volunteerism, and contributions to charitable causes. They contribute more in taxes, rely less on public services, and gain skills that support career mobility and personal growth. For every dollar spent, education and research pay for themselves multiple times over, enriching the national and regional economies, boosting tax revenues, and promoting public well-being. Colleges and universities create more opportunity for first-generation students and, through targeted financial aid, may reduce their debt burden. Investment in higher education is an economic engine and a strategic asset; it is a win-win for students, business, government, and the public good.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>Sample One-Minute Script</b><br/>Higher education delivers lasting value for students and the public good. Bachelor's degree holders earn upward of \$1 million more over a lifetime, enjoy stronger job security, and have higher rates of homeownership, volunteerism, and contributions to charitable causes. They contribute more in taxes, rely less on public services, and gain skills that support career mobility and personal growth. For every dollar spent, education and research pay for themselves multiple times over, enriching the national and regional economies, boosting tax revenues, and promoting public well-being. Public institutions especially create more opportunity for first-generation students and burden them with less debt. Investment in higher education is an economic engine and a strategic asset; it is a win-win for students, business, government, and the public good.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

Excerpted from “Engaging Governing Board Members as Strategic Advocates.”

Excerpted from “Engaging Foundation Board Members as Strategic Advocates.”



# Scenarios

# Govern NOW

## Leadership Academy:

### Governance Scenarios

Each scenario describes a realistic governance situation at a different kind of institution. Read the scenario, then work through the discussion questions, applying principles from good governance and local strategies for dealing with intrusions. There are no single correct answers—these situations call for careful reasoning, clear role awareness, and a commitment to the institution’s long-term health.



#### SCENARIO 1

### The Speaker Invitation

#### Chestnut State University

*Fictional public Historically Black College or University (HBCU) with its own governing board*

#### Principles

- » Fiduciary duty runs to the institution and its mission, not to political officials or appointing authorities.
- » The board’s role is oversight, not management, so board members resist the impulse to intervene in operational decisions.
- » Academic freedom is an institutional value, not merely an individual right.

#### The Situation

Chestnut State University, a public HBCU with a proud 130-year history, has a student-led speaker series funded through student activity fees. This year the student government invited a prominent conservative commentator whose past remarks

on affirmative action and diversity initiatives have drawn strong criticism from faculty members, civil rights organizations, and some alumni. Several state legislators, including two who hold seats on the board by virtue of their legislative service, have publicly praised the invitation as a sign of “balanced viewpoints” on campus. At the same time, a large coalition of faculty and students has asked the board to intervene and cancel the event, arguing it is harmful to the university’s mission and community.

The president has informed the board that she intends to allow the event to proceed, consistent with university policy and the First Amendment obligations which apply to all public institutions. She has also put in place a robust security and support plan for students who might feel distressed by the speaker’s views.

#### Discussion Questions

- » What is the board’s proper role here, and what actions would represent overreach into the institution’s administration or operations?
- » How should board members who have been legislators handle the tension between their legislative experience and their fiduciary duty to the university?
- » What is the risk to the institution if the board overrides the president’s decision, and what is the risk if it does not?
- » How does the board’s fiduciary duty to the institution’s mission, as an HBCU with particular commitments to its community, factor into this analysis?
- » What, if anything, should the board communicate publicly, and in what form should it communicate?



## SCENARIO 2

### Hate Speech Is Protected Speech

#### Meridian State University

*Fictional public research university with its own governing board*

#### Principles

- » First Amendment constraints on public institutions dictate that government cannot restrict speech based on its content or viewpoint, even when that speech is offensive.
- » The board's role as the institutional steward requires protecting the university from short-term political pressure in serving the long-term integrity of the institution's mission.
- » The strategic cost of reactive governance is that boards that act under pressure during a crisis often create larger legal and reputational exposure than the original incident posed.

#### The Situation

A student organization at Meridian State University, a flagship public research university, has posted flyers across campus containing language widely condemned as anti-Semitic. The flyers do not threaten specific individuals and do not incite imminent violence; they express a political viewpoint using inflammatory rhetoric. Campus reaction is intense. Faculty government, student groups, the alumni association, and several major donors have demanded that the board take action, including expelling the students involved and formally banning the student organization.

The university's general counsel has advised the president that the flyers, however repugnant, are protected speech under the First Amendment, which applies in full to Meridian as a public institution. Punishing students for the content of non-threatening political expression would expose

the university to significant legal liability and would almost certainly be reversed in court. The president agrees and has recommended a response that condemns the content without punishing the expression.

Several board members are deeply uncomfortable with this conclusion and are being pressed by major donors to act more decisively against the students involved.

#### Discussion Questions

- » Why does the First Amendment sometimes require a public institution to protect speech that is deeply offensive, and why is this counterintuitive from a governance standpoint?
- » What is the board's fiduciary duty when institutional legal exposure and donor relations appear to pull in opposite directions?
- » How should the board support the president in the face of pressure to take legally untenable action?
- » What kinds of responses, short of punishing protected speech, are available and appropriate?
- » How does a board distinguish between acting on principle and acting in response to outside pressure? What internal processes or norms support that distinction? And how, or should, board members respond when they are personally uncomfortable with a legally justifiable decision?

## SCENARIO 3

### The Curriculum Review Order

#### Pinecrest Community College

*Fictional public rural college reporting to a state system board*

#### Principles

- » Shared governance holds that curriculum is the academic community's domain; board authority over academic content is indirect and limited.
- » Institutional autonomy within a system means that even system-governed institutions retain academic freedom protections.
- » The board has the responsibility to ask questions and seek information before acting, and to distinguish policy guidance from interference.



### The Situation

Pinecrest Community College serves a rural region where agriculture, energy, and small manufacturing are the dominant industries. The state system board, responding to legislative pressure, has directed all system institutions to submit their social science and humanities course offerings for review by a newly created State Academic Review Commission. The commission is empowered to recommend the elimination of courses it finds to contain “ideologically biased content.” Pinecrest’s president has received the directive and is uncertain how to respond. Faculty members are alarmed, arguing that the review process violates principles of academic freedom and shared governance. Some are threatening public statements; one senior faculty member has contacted a national faculty organization.

Pinecrest has no independent governing board; its governance runs through the state system board, which issued the directive. The college president has limited direct access to that board and communicates primarily through the system chancellor’s office.

### Discussion Questions

- » What is the appropriate role of a state system board in overseeing academic content, and what is the limit of that authority?
- » What are the risks to the institution if the president complies fully with the directive? If she does not?
- » How should the president engage shared governance structures, such as the faculty senate or academic council, in navigating this situation?
- » What should the president communicate to faculty, and what channels are appropriate for raising concerns with the system board?

## SCENARIO 4

### The Donor with an Agenda

#### Alderton University

*Fictional private research university*

#### Principles

- » Fiduciary duty runs to the institution and its mission, not to individual donors or board members’ personal interests.
- » Academic freedom as an institutional policy value holds that private universities are not First Amendment-bound, but leading research institutions have strong contractual and reputational commitments to academic freedom.
- » Gift acceptance policies and the board’s role in protecting institutional integrity can shield the institution from “conditional philanthropy.”



### The Situation

Alderton University is a private research university with a nationally ranked political science department. A longtime board member and major donor, who has contributed more than \$40 million over 25 years, has approached the president with a \$10 million gift offer. The gift is conditioned on the establishment of a named center for “constitutional studies,” with the donor retaining approval rights over the center’s founding director and advisory board, and an informal understanding that the center’s programming will reflect a particular political philosophy. The donor has suggested that faculty members whose published work conflicts with that philosophy “would not be a good fit” for center appointments.

The president has brought the offer to the board. The provost has advised that accepting the gift on these terms would compromise faculty

hiring processes, create an ideological test for appointments, and undermine the university's stated commitments to academic freedom. Several board members are enthusiastic about the gift; others are uneasy.

### Discussion Questions

- » How does a board evaluate a conditional gift when its conditions create academic freedom concerns?
- » What fiduciary obligations do board members have to the institution when a major donor is also a board colleague?
- » What processes or policies should govern the board's decision, and does Alderton's gift acceptance policy address this situation?
- » What are the long-term institutional risks of accepting the gift? Of declining it?
- » How should the board communicate its decision—whatever it is—to the donor, to the faculty, and to the public?



### SCENARIO 5

## The Faculty Member Survey

### Lakeview Community College

*Fictional community college with its own governing board*

### Principles

- » In distinguishing legitimate oversight from undue influence, boards may ask about institutional climate without directing specific outcomes.
- » With effective board-president relations, the

board speaks with one voice and acts through the president, not around them.

- » Mission clarity in a politically diverse service region holds that community colleges serve the whole community.

### The Situation

Lakeview Community College is a two-year institution in a politically mixed suburban and rural region. It offers workforce training, transfer preparation, and continuing education to a broad cross section of the local community. In recent months, several board members have received constituent complaints alleging that faculty members in the social sciences “advance a political agenda” in their classrooms. One board member, acting individually, sent a letter on board letterhead to the college's vice president for academic affairs requesting a list of course syllabi and a summary of faculty political registrations.

The president learned of the letter only after it was sent. The vice president is unsure how to respond. Faculty are alarmed, with several describing the request as an attempt at political surveillance. The college's accreditor has standards related to academic freedom and institutional integrity. The board chair has called an emergency executive session.

### Discussion Questions

- » What went wrong procedurally, and how does this scenario illustrate the risks of individual board members acting outside proper governance channels?
- » What is the distinction between a governing board appropriately inquiring about institutional climate and a board/board member attempting to monitor or control faculty expression?
- » What should the board chair do in the executive session, and what, if anything, should the full board do in response to the individual member's action?
- » What are the potential accreditation implications, and how do they factor into the board's responsibility?
- » How should the president address the faculty's concerns while also supporting the board's legitimate oversight role?

*Artificial intelligence tools assisted with the development of these scenarios, based on instructions and revisions by AGB personnel.*



# Additional Governance Tools

# Sample Board Resolution Affirming Commitment to Institutional Autonomy and Board Independence

It is more important than ever for boards to assert their commitment to institutional autonomy and independent decision-making. This sample resolution is a tool to help boards publicly affirm their responsibility to act in the best interests of their institutions. It reinforces core principles of academic freedom, mission-centered leadership, and fiduciary duty. Boards are encouraged to adopt or adapt this language to signal clearly—to policymakers, the public, and institutional stakeholders—that the governance of higher education must remain free from undue interference.

Using this resolution is not a symbolic act. It is a statement of resolve. A board that affirms its autonomy helps ensure its institution remains a place where inquiry is protected, innovation thrives, and mission-driven leadership prevails.

## **<Institution Name> Board of Trustees Resolution Affirming Commitment to Institutional Autonomy and Board Independence**

WHEREAS, the landmark United States Supreme Court decision in *Dartmouth College v. Woodward* (1819) affirmed that the governance of higher education institutions must remain free from political interference;

WHEREAS, the board of trustees recognizes that institutional autonomy and board independence are fundamental to academic freedom, educational excellence, and the fulfillment of our fiduciary duties; and

WHEREAS, recent developments in the national and state political environments have introduced new threats to the independence of colleges and universities through attempts to condition funding or impose governance requirements;

NOW, THEREFORE, BE IT RESOLVED THAT:

- » The board of trustees reaffirms its unwavering commitment to maintaining the independence of this institution's governance.
- » The board asserts that its decisions will continue to be made in the best interests of the institution's educational mission, students, faculty, and public service, free from external political pressures.
- » The board calls on all stakeholders—policymakers, higher education leaders, and the public—to defend the autonomy of U.S. colleges and universities as essential to a thriving democracy and economy.
- » The board authorizes the chair and president to communicate this commitment publicly and to advocate for policies that protect board independence and institutional autonomy.

Adopted by the <Institution Name> board of trustees on <Date>.

<Signatures>

# Community Letter Reaffirming the Independence of Higher Education Governance: A Call to Action

AGB is leading a national effort to uphold the independence of higher education governance and fortify the principles that have long underpinned academic excellence and democratic vitality.

The U.S. Supreme Court's 1819 decision in *Dartmouth College v. Woodward* established enduring protections for institutional autonomy, shielding colleges and universities from shifting ideological and political influences. Building on this legacy, AGB is leading a national coalition to reaffirm and strengthen the essential principles of governance independence and institutional autonomy in higher education.

[VIEW ALL SIGNATORIES](#)

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[SIGN THE LETTER](#)

[info.AGB.org/Sign](https://info.AGB.org/Sign)



By signing a letter in support of the initiative, institutional leaders affirm their responsibility to resist undue influences and their commitment to preserving the values essential to higher education. **Read the letter:**

In the landmark case of *Dartmouth College v. Woodward* (1819), the Supreme Court affirmed the sanctity of educational charters and the autonomy of private institutions from political interference. Though initially limited to private colleges, the decision came to embody a broader presumption of institutional independence that extended to public institutions. This principle has since safeguarded the ability of higher education to serve society impartially, fostering discovery, innovation, and civic leadership free from transient political pressures.

Today, the independence of governing boards—the foundation of institutional autonomy—faces renewed and expanding challenges. These include not only efforts to condition public funding on political compliance or ideological conformity, but also attempts to control fundamental institutional decisions that are the rightful purview of boards, such as determining whom to admit, whom to hire, and how to fulfill an institution's mission in service to its students and communities.

We, the undersigned, affirm:

- » That governing boards must retain independent authority to fulfill their fiduciary duties without political interference.
- » That higher education's strength lies in its diversity of thought, freedom of inquiry, and insulation from political orthodoxy.
- » That preserving institutional autonomy is essential for the vitality of American democracy, economic innovation, and global leadership.

- » Indeed, it is this very independence of governance and mission that has made U.S. higher education the model for the world. The freedom to govern without political interference has enabled American colleges and universities to lead in research, produce top talent, drive prosperity, and serve as beacons for scholars across the globe.
- » To preserve the integrity and global standing of American higher education, we call on leaders, advocates, and stakeholders to stand together in the following commitments:
  - » Defend the independence of college and university governing boards as a cornerstone of constitutional freedoms.
  - » Reject political interference that undermines academic excellence and fiduciary stewardship.
  - » Reaffirm the principles of charter sanctity and institutional autonomy articulated in *Dartmouth College v. Woodward* as vital protections for our nation's future.

The future of higher education and the democracy it serves depends on our collective vigilance, an unwavering commitment to these principles, and unified action.

**Ross Mugler**

President & CEO

Association of Governing Boards of Universities and Colleges (AGB)

# Public Board Members: Appointments and Responsibilities

Appointing qualified, informed board members who understand and embrace fiduciary duties and governance leading practices is imperative. This checklist, adapted from the Minnesota Regent Candidate Advisory Council, outlines the capabilities and accountabilities appointees should embody. This tool can be used as new board members are considered, or as a useful guide for current appointees who want to ensure they are fulfilling their charge to the fullest.

## Qualifications Sought in Individual Board Members

### Personal

- ☐ Integrity and breadth of vision.
- ☐ An inquiring mind and an ability to speak articulately and succinctly.
- ☐ The ability to be an independent thinker but with a concomitant ability to function as a member of a diverse group in a collegial atmosphere.
- ☐ An orientation to the future with an appreciation for the heritage of the university or system.
- ☐ An appreciation of the public nature of the position and the institution, including the open process of decision-making and service.

### Professional/Experiential

- ☐ A record of personal and professional accomplishment.
- ☐ Knowledge and experience that can bear on university challenges, opportunities, and deliberations.
- ☐ An understanding of a governing board's role in governance and its important relationship to faculty, students, and staff.

### Commitment

- ☐ A commitment to education and to the mission of the university or system.
- ☐ A commitment to the success of students and graduates.
- ☐ A willingness to commit the time and energy necessary to fulfill the ongoing responsibilities.
- ☐ A commitment to support free expression and freedom of inquiry as they apply to faculty, students, and staff.
- ☐ A willingness to forego any partisan political activity that could be disruptive or harmful to the university or system.
- ☐ An overriding loyalty to the university or system and to the public interest rather than to any region or constituency.

## Responsibilities of Individual Trustees and Regents

- ☐ Seek to be fully informed about the university or system.
- ☐ Understand the responsibilities of the university or system in addressing the public interest and public good.
- ☐ Understand the mission of the university or system and where it fits into the overall state higher education policy agenda.
- ☐ Support positive change and responsiveness of higher education while being cognizant that preserving tradition, culture, and long-term stability is tantamount.
- ☐ Speak one's mind at board meetings, but support policies and programs once established.
- ☐ Understand that the board's responsibility is policymaking and not involvement in administration or the management process.
- ☐ Strengthen and sustain the chief executive while being an active, energetic, and inquisitive board member exercising critical judgment on policy matters.
- ☐ Communicate promptly any significant concern to the chief executive and board chair.
- ☐ Defend the autonomy and independence of the college, university, or system.
- ☐ Maintain an overriding loyalty to the entire college, university, or system rather than to any part of it or constituency within it.
- ☐ Represent all the people of the state and no particular interest, community, or constituency.
- ☐ Help enhance the public image of the college, university, or university system and the board.
- ☐ Recognize that authority resides with the board as a whole and not with individual members.
- ☐ Recognize that the president or chancellor is the primary spokesperson for the institution or university system, and the chair of the board is the only other person authorized to speak for the board.
- ☐ Foster openness and trust among the board, administration, faculty, students, state government, and the public.
- ☐ Maintain a respect for the opinions of one's colleagues and a proper restraint in criticism of colleagues and officers.
- ☐ Recognize that no board member should request actions that violate written policies, rules, and regulations of the board or the institution or make inappropriate requests for special perks or privileges.
- ☐ Maintain the highest ethical standards and address personal conflicts of interest.

To assist with university and system board appointments, several states have external screening committees to review candidates' qualifications. They include: Hawaii, Minnesota, Massachusetts, North Dakota, and Virginia.



## Take the Next Step: Strengthen Your Board's Commitment to Mission-Aligned Governance

If your board's responses to the checklist signal areas of concern, you're not alone—and you're not without support.

AGB's time-tested approach to higher education governance is built on more than a century of collaboration with governing boards like yours. Whether your board is seeking to recalibrate its role, re-center around fiduciary principles, or navigate partisan governance challenges, AGB is here to help you lead with confidence and integrity.

### AGB Can Help Your Board:

- » Clarify and recommit to fiduciary responsibilities
- » Reinforce the line between governance and management
- » Restore board unity and build a culture of trust
- » Address disruptive behaviors or partisan interference
- » Strengthen shared governance and strategic leadership capacity

### Get Support Now

#### **Connect with AGB Membership:**

Explore board development resources and peer learning.

[Membership@AGB.org](mailto:Membership@AGB.org)

#### **Request Governance Consulting:**

From workshops to board assessments, AGB's experts are ready to guide your board.

[Consulting@AGB.org](mailto:Consulting@AGB.org)

#### **Explore Our Resources and Tools:**

Visit: [AGB.org](https://www.agb.org) or [AGB.org/GovernNOW](https://www.agb.org/GovernNOW)

Your board has the power—and the responsibility—to model the principles that define U.S. higher education leadership. Don't wait for a crisis. Invest in your board's strength and your institution's future.

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Let AGB help you govern with clarity, insight, courage, and mission fidelity.

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