

April 13, 2009

### **A Letter to the Men and Women of Dartmouth**

Last week, a majority of the Board of Trustees of Dartmouth College denied me a second term as an Alumni Trustee. Needless to say, I am disappointed by their decision. But what is at stake here are matters of principle: the independence of Trustees and freedom of speech at Dartmouth.

The Trustees provided no explanation for their decision. Under rules adopted by the Board majority, the reelection of Trustees—even Trustees initially elected by the Alumni in open, democratic elections—is decided behind closed doors. I have been given no explanation for the Board’s decision, no opportunity to respond to charges made against me, or even to know what those charges were.

But more important than my personal fate is the principle. From 1891 to 1990, Dartmouth’s alumni held the right to *reelect* their Trustees based on their performance during their first term. A fair process. But in 1990 a small group of alumni insiders transferred that power from the alumni to the Board itself. The date is not a coincidence: the tenure of Dr. John Steel ’54, the first petition trustee elected to the Board, expired that year. The new regime—that the Board sits in judgment of itself—was adopted precisely so that any future petition Trustees could be removed after one term.

Since then, the prospect of removal at the end of their elected term is held over Trustees’ heads from their first day on the Board. Even those elected by the alumni specifically to provide an independent voice are aware that they must toe the party line or risk expulsion at the end of their first term.

The threat, previously hypothetical, is now real.

This threat encourages an unhealthy groupthink and a “go along to get along” boardroom mentality—the same mentality largely responsible for the Wall Street malfeasance that we read about every day. Culminating in the board-packing plan two years ago that relegated alumni-elected Trustees to permanent minority status, the Board’s mounting disdain for reasoned student and alumni input has finally realized its end-point: although the alumni still retain the right to elect a fraction of the board, Alumni Trustees—and especially independent petition Trustees—serve at the pleasure of the majority of the Board, not the larger community.

I can only guess why the Board refused to reelect me. One factor might have been the remarks I made at an academic conference two years ago. Speaking off-the-cuff, I criticized the board-packing plan, which had just been put into effect, and expressed my opinions about the state of higher education in America. My harsh judgments and language offended some, for which I apologized publicly. *Everything* I said and did was entirely consistent with my fiduciary duties as a Dartmouth Trustee.

In the end, a majority of Dartmouth’s Trustees proved unwilling to stand up for the right of free speech in an academic forum when the words challenge their sensitivities. Every Dartmouth professor, student, and parent should question whether the Board truly appreciates the importance of the free exchange of ideas

in the academic arena. The Board's larger message is clear—Trustees should shrink from leadership in the field of higher education when doing so would require addressing controversial issues. Dartmouth is ill-served by this parochial attitude. It destines the College to be a mere follower.

There you have it: I was denied reelection either because of the content of my speech or for some unnamed reason for which I received no notice or opportunity to respond.

Legally, Dartmouth's board *is* Dartmouth. It must uphold the College's highest ideals, including its professed commitment to freedom of speech and inquiry. It took one petition trustee for the College to abandon its restrictions on campus speech. I suppose it took *four* petition trustees in a row for it to regret that decision. Dartmouth should not fear free and open debate—even controversy on occasion—as a means for seeking the truth.

As we prepare to welcome Eleazer Wheelock's sixteenth successor, a man who will turn Dartmouth outward to engage the world, a majority of Dartmouth's Trustees insist on turning inward to consolidate power in a small coterie of insiders. Does the Board majority really think now is the time to reopen the controversies of recent years, to revisit the recriminations and hyperbole, just to settle old scores? Or is it time for a fresh start?

Across the nation, a new wave of openness is throwing open the doors of musty corporate boardrooms to greater transparency, accountability, and director independence. I urge our incoming president, Dr. Jim Kim, to align the College with these new norms, seeking more openness in the governance of the College, not less. Dr. Kim, I believe, should insist on the restoration of Board parity, alumni control of Alumni Trustee elections, and the right of the alumni to *reelect* Alumni Trustees in democratic elections. He should make certain the College restores the 1891 Agreement, the covenant between Dartmouth College and generations of alumni that has guided Dartmouth through good and bad. Throughout his career Dr. Kim has challenged entrenched financial and political interests. I urge him to devote the same energy to reforms in his new backyard.

By supporting principles of good governance, Dr. Kim can send a strong early signal to Dartmouth's old boys network—a club no longer defined by economic, social, or demographic status but by fealty to a particular state of mind—that he will stand up to business as usual and will be an agent of change and reform.

It is entirely possible to love Dartmouth and support our incoming president while insisting that the Board abide by Dartmouth's dearest principles and lead by example. That is what I did and I intend to keep doing.

For permitting me to serve you as Trustee—one of the signal honors of my life—I offer you my deepest thanks.

Sincerely,

A handwritten signature in black ink that reads "Todd J. Zywicki '88". The signature is written in a cursive, slightly slanted style.

Todd J. Zywicki '88