

Appendix B
Board Size
By Brian Springer

1. Board Vacancies and Negligence

The Antioch University By-Laws state, " the number of authorized trustees shall be thirty" and that "a vacancy shall exist if... the trustees... fail to elect the whole authorized number of trustees". Since the By-laws have no provision for an "emeritus trustee" and the Chancellor is a non-voting member, I would assume they are not "authorized trustees." Based on this assumption the Board could be charged with negligence since the organization has persistently had a 25-30% vacancy rate of "authorized trustees" (see chart below).

There was a 17% increase in vacancies following the Board’s June 2007 announcement to close the College (see chart below). This is the largest vacancy increase during this sampled period (since 99-00). This sudden increase in trustee vacancies may be a violation of the Board’s duty of care.

2. Board Vacancies and Fiduciary Responsibility

I believe the "Antioch College Campaign" (see quote below) began in the 1990s. In part, the success of this campaign was tied to an increase of the Board's membership of "25 to 40" trustees. The chart below shows the Board fell short of this 40 trustees goal. Is this a violation of their fiduciary responsibility to the University and the "Antioch College Campaign”?

Antioch University Board of Trustees Based on the document - AU_Board_List.pdf http://theantiochpapers.org/file_download/217/rtr_AU_Board_List.pdf							
Year	Non Voting Members			Voting Members			Total Voting And Non Voting
	Emeritus Ex-Officio	Chancellor Ex-Officio	Total	Elected	Alumni Ex-Offic	Total	
99-00	1	1	2	24	1	25	27
00-01	2	1	3	23	1	24	27
01-02	2	1	3	21	1	22	25
02-03	3	1	4	20	1	21	25
03-04	3	1	4	24	1	25	29
04-05	3	1	4	21	1	22	26
05-06	2	1	3	20	1	21	24
06-07	2	1	3	22	1	23	26
07-08	2	1	3	18	1	19	22
08-09	2	1	3	17	1	18	21

see next page

	095	6-02-01	Trusteeship Committee Minutes - Feb 1 and Feb 3, 2006
http://theantiochpapers.org/file_download/219/rtr_lgl_095.pdf			
<p><u>2. Current Board Size and Make-up:</u></p> <p>The size of the board was discussed and it was explained that when the Antioch College Campaign began it was recommended the size be increased from 25 to 40 to help broaden board participation in the campaign. Our board is currently at 20.</p> <p>pg 3</p>			
	195	6-06-03	By Laws Antioch University - Revised 6/3/06
http://theantiochpapers.org/file_download/227/rtr_lgl_195.pdf			
<p>2.2 Number of Trustees</p> <p>2.2.1</p> <p>The number of trustees shall be not less than fifteen and not more than forty persons of legal majority... Until changed, the number of authorized trustees shall be thirty.</p> <p>Pg 1</p> <p>2.4 Vacancy and Removal</p> <p>2.4.3</p> <p>A vacancy shall exist if a trustee dies, resigns, or is removed, or if the trustees, as members, enlarge the authorized number of trustees but fail to elect the additional trustees provided therefore, or fail to elect the whole authorized number of trustees.</p> <p>Pg 3</p>			
	014	7-05-00	Governing Structure for Antioch University by Tom Ingram
http://theantiochpapers.org/file_download/218/rtr_lgl_014.pdf			
<p style="text-align: center;">University Board of Governors (Currently named Board of Trustees)</p> <p>The University's Governing Board, initially with at least 15 members. In time and with experience, this board could grow to a maximum of 25-30. It will be important to carefully but diligently grow the size of the Board of Governors because - experience has shown that there is a strong relationship between the number of trustees and success in philanthropic undertakings.</p> <p>Pg 3</p>			
		On-line	NCA self assessmentUniversity.pdf
http://theantiochpapers.org/document/13/antioch-university-self-assessment			
<p>"By-laws were amended in Fall 2001 to increase the maximum size of the Board from thirty to forty, and an explicit goal of the Board is to build its membership to a larger constituency with broader representation of influential individuals working in areas consistent with Antioch's mission and values. " -</p> <p>pg 49</p> <p>http://theantiochpapers.org/document/13/antioch-university-self-assessment</p>			