

# CALIFORNIA WESTERN SCHOOL OF LAW | San Diego

FROM THE BOARD OF TRUSTEES

## Board Refreshes Governance Structure

Niels Schaumann's arrival as President and Dean in 2012 presented opportunities for both transformation and evolution for California Western. As such, it was an ideal time for the Board of Trustees to review its governance structure and practices to ensure that they will be optimal to support California Western's mission.

The Board's analysis was both provocative and informative, and trustees engaged deeply in the work. In short, this work reaffirmed some current practices and in other areas prompted us to refresh our model.

We started with a review of guiding principles for independent law school governance:



### Effective Governing Boards:

- Establish, disseminate and keep current the institution's mission
- Select, govern in constructive partnership with, and evaluate the Chief Executive Officer
- Charge the CEO with the responsibility to lead a strategic planning process, participate in that process, approve the strategic plan and monitor its progress
- Ensure the institution's fiscal integrity, preserve and protect its assets for posterity, and engage directly in fundraising and philanthropy
- Ensure the institution's educational quality
- Preserve and protect institutional autonomy and academic freedom
- Ensure that institutional policies and procedures are current and properly implemented
- In concert with senior administration, engage regularly with the institution's major constituencies
- Conduct the board's business in an exemplary fashion and with appropriate transparency, adhering to the highest ethical standards
- Ensure the currency of board governance policies and practices; and periodically assess the performance of the board, its committees and its members

The **optimal size** of a board of trustees varies accordingly to a law school's dynamic needs but typically is around 20 trustees. Importantly, the board needs to be large enough to execute its strategic plan but small enough to encourage healthy dissent and idea exchange through generative discussions. It is appropriate that the size of a board expands or contracts over time as a school's strategic needs shift.

**20** MEMBERS

## Strategic Trustee Recruitment

There are several different governance models for independent law schools. One is the **self-perpetuating governance model**. Hallmarked by longitudinal thinking, thoughtful board turnover is planned through strategic trustee recruitment that refreshes diverse talent and energy on the board. California Western has adopted this model.



FIDUCIARY



STRATEGIC



GENERATIVE

Top independent law schools are governed by boards that are deliberate in their allocation of effort to three modes of thinking: (1) **fiduciary**, investment and finance management to secure sustainability and fiscal health for successive generations of students; (2) **strategic**, envisioning the future—what does it look like in three, five and 10 years?—and (3) **generative**, exploration of ideas, themes and trends that do not require an explicit decision. Importantly, the best boards take care not to get involved in the daily operations management of the school; this is the work of the administration. Rather, a long-term view and an awareness of current climate set the tone for meaningful board discourse and leadership.

After this review of guiding principles and best board practices, the California Western Board increased the duration of its quarterly meetings to three hours and changed the format of Board meetings to ensure that the Board focuses primarily on issues that advance CWSL's mission and vision by budgeting ample time to generative discussion.



Board meetings will start with a brief constituent presentation that explains what California Western means to the presenter and his or her family followed by discussion of a generative or strategic topic (sometimes facilitated by external experts). The second part of the meetings will be dedicated to committee reports and recommendations and actions that require Board approval. In addition to Trustees, representatives of the Faculty and Staff also attend Board meetings.

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## BOARD REFRESHES GOVERNANCE STRUCTURE

The other notable change to the governance model was a modification of the Board's committee structure. Although the Board had several standing and occasional ad hoc committees, much of the work of the Board was done by a relatively small Executive Committee and ratified by the full Board.

Going forward the Board will accomplish most of its work through nine standing committees.

# 9 COMMITTEES

- Academic Affairs
- Advancement
- Audit, Compliance & Risk Management

- Finance
- Governance
- Placement

- Recruiting
- Technology
- Trustees

Deputized by the Board in each of these areas, committees will work to frame issues and challenges, recommend actions to the Board where appropriate, and support the Administration. Committee work will be directly linked to the Board's annual work plan with clear and measurable deliverables. Board committees are comprised primarily, but not exclusively, of trustees and may be attended by Faculty representatives.

The Board is energized by these changes that are intended to support California Western's mission to train ethical, competent and compassionate lawyers, representative of our diverse society, who can use the law effectively and creatively. Creating favorable conditions for success—including a strong board governance structure—will help us link our exceptional vision and goals to better student outcomes and a better world.

Sincerely,



JEFFREY D. LEWIN, CHAIR

ON BEHALF OF THE CALIFORNIA WESTERN BOARD OF TRUSTEES