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November 5, 2013

Board of Directors
Alumnae Association of Wilson College
c/o De-Enda Rotz, Acting Secretary

Dear AAWC Board of Directors:

Thank you for your correspondence of October 15, 2013 in which you requested a written response to questions concerning the by-laws which Wilson College filed with the Pennsylvania Department of Education this past summer. We also thank you for your continuing interest in the College.

I'll restate the questions and then provide the associated responses:

Question:

Ms. Barnes shared her concern that the proposed change in Section 3 (b) from "to offer its students studies in literature, science and the arts" to "to offer its students studies in arts, science and religion" seemed to be a misunderstanding of the translation of the college motto "ARS, SCIENTIA ET RELIGIO" (which translates from Latin as ARS – skill, critical reasoning; SCIENTIA – knowledge, factual information; and RELIGIO – reverence for tradition, for ethical and moral standards.) What is the Board of Trustees' rationale for this change in the description of Wilson's course of studies? The study of religion is certainly a component of a liberal arts education, but why emphasize it in the Articles and delete the reference to the study of literature, which has appeared for the past 144 years? Ms. McDowell explained the change was meant to highlight the college's affiliation with the Presbyterian Church, but that seemed to questioners as inappropriate in this context because Wilson always has been affiliated with the Presbyterian Church, yet the course of studies always has been described as "*literature, science and the arts.*"

Can the Board of Trustees revisit this issue and vote again about the proposed change to Section 3(b)?

Response:

Wilson College offers bachelors' degrees in both the arts and sciences in a liberal arts program and both arts and sciences have their own literatures. The

use of the word “literatures” in the description in the previous charter, therefore, seemed redundant for this purpose. Most assuredly, we will continue to offer literature in our course offerings.

Wilson College has always been affiliated with the Presbyterian Church. The College has a covenant with the Presbyterian Church USA, which was approved by the Board in May of 1999 and amended in May of 2002. Since the Covenant requires the teaching of religion, the Board believed that “religion” should be added to the charter to recognize the College’s agreement with the Presbyterian Church USA.

The Board of Trustees does not intend to revisit this issue.

Question:

Ms. Barnes questioned changes to Section 11 of the 1993 Articles (Section 10 in the revised version): “The corporation shall maintain a minimum protective endowment of at least \$500,000 beyond all indebtedness and assets invested in buildings and apparatus for the exclusive purpose of promoting instruction.” The proposed change is: “The corporation shall maintain at all times an unencumbered endowment of no less than five hundred thousand dollars (\$500,000).”

This seemed to the questioners an insufficient amount to require the College to maintain in its endowment. An educational institution in the current economic climate with only half a million dollar endowment is neither a financially healthy institution, nor a well-managed institution. A related concern about changes to Section 11 (Section 10 in the proposed revision) is the removal of language that defines what the minimum endowment includes and excludes. The proposed revision introduces the term “unencumbered endowment,” which is not defined. Also, by striking the language that indicates the minimum endowment excludes “all indebtedness and assets invested in buildings and apparatus for the exclusive purpose of promoting instruction,” the proposed change leaves open the possibility that the College could sell all its assets except for \$500,000. The questioners share a grave concern that the revisions of and deletions in Section 11 (1993 Articles), revised as Section 10, leave the door open for “approved” mismanagement by a future Board and administration. The proposed new wording appears to have a very different intention than the words that were struck.

Can the Board of Trustees revisit this issue and vote again about the proposed changes to (now) Section 10?

Response:

The Pennsylvania Code requires that institutions of higher learning maintain an endowment of \$500,000 beyond all assets invested in buildings and apparatus for the exclusive purpose of promoting education. Wilson College will comply with the law, and as good stewards of the College, the Board will maintain the optimum level of assets necessary to provide a quality education for Wilson's students and continue as a financially viable institution. A review of the charters of other Pennsylvania private colleges by our legal counsel shows that some colleges carry the minimum Pennsylvania Code requirements and some are silent on the matter.

The Board of Trustees does not intend to revisit this issue.

Question:

Ms. Hopkins took the opportunity to ask Ms. McDowell about Section 12 of the 1993 Articles of Incorporation: "The Corporation shall maintain a faculty consisting of at least eight regular professors who devote all their time to the instruction of its higher education classes." This language is struck completely from the proposed new version. Alumnae concerns here regard the importance of tenured faculty for the academic integrity and excellent instruction such professionals bring to a college community devoted to study of the liberal arts. It also raises the issue of current practices in all of higher education (that began at for-profit colleges) to hire mainly (and sometimes only) adjunct faculty who are paid minimal wages and provided with few real benefits. This is a hiring practice that neither builds a strong academic community nor provides a living job for faculty. The discussion at the AAWC meeting raised questions such as, is that an ethical practice in academic hiring? Is it healthy for the learning environment? The proposed exclusion of a statement that defines the minimum number of full-time faculty, it was argued, leaves a door open to unethical practices and potentially lower educational standards whether it was the intention of this revision of the Articles or not. Does the current Wilson faculty know this article has been removed?

Can the Board of Trustees revisit this issue and vote again about the proposed deletions to Section 12 of the 1993 Articles?

Response:

The Pennsylvania Code requires higher educational institutions to maintain "a faculty consisting of at least eight regular professors who devote all their time to the instruction of its higher education classes, unless the institution is devoted to a specific subject in the arts, archaeology, literature or science (medical and law schools excepted), in which case the faculty shall consist of at least three regular professors who devote all their time to the instruction in the special branch for which the institution is established, and two or more instructors or fellows in the

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particular branch, who shall be provided to assist in the instruction to be given the students for the promotion of original investigation and in the development and growth of the special branch of science to which such institution may be devoted."

Wilson College will maintain as many full-time faculty as needed to provide a quality education and will comply with the law. Again, a review of other Pennsylvania private college charters by our legal counsel shows that some charters carry the minimum Pennsylvania Code requirements and some are silent. The Board did not see the necessity of incorporating every State and Federal statute in our by-laws as the laws will constantly change.

The Board of Trustees does not intend to revisit this issue.

Again, we greatly appreciate your interest in the College and the efforts of everyone in the Wilson community to build a sustainable and thriving Wilson College. Please feel free to contact me through the College if you have any additional questions.

Sincerely,

A handwritten signature in black ink, appearing to read "John W. Gibb", with a long horizontal flourish extending to the right.

John W. Gibb
Chair, Board of Trustees

Cc: Mary Cramer, President, AAWC
Barbara Mistick, President, Wilson College
Elizabeth McDowell, Secretary, Wilson College Board of Trustees