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FROM "RESPONSIBLE FOR" TO "RESPONSIVE TO":
THE CHANGING ROLE OF TRUSTEES

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HUMANITIES WORKING PAPER 99

December 1983

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In the old days trustees of colleges and universities knew what was expected of them and, more importantly, what they expected of themselves. It was their duty to aim at the good of the institution of which they were the trustees, and their view of that good was determinate. Though they exercised their power indirectly through a president, he was their agent and held office subject to their favor. Though they might choose to accept the recommendations of others -- alumni or faculty -- that too was a matter of choice. Neither they nor any one else doubted that, within the limits of the statutes governing trusteeship, they were the ultimate authority.

All that is now changing, and rather rapidly. The acrimonious disagreement over investment in South Africa -- a disagreement that may be in remission from time to time but is far from being resolved -- is but one sign, if a striking one, of the collapse of the old consensus on the role of a trustee. For, if some of those addressing the trustees about investment policy still only offer suggestions, others are issuing injunctions. If some agree with trustees that theirs is the decision, and so seek only to persuade, others challenge the trustees' right to decide. Trustees, these critics hold, are not definers of the institution's good; they are merely the instruments by

which the public's view of that good is carried out. What is more, trustees have become increasingly uncertain of their role and so are more and more disposed to adopt the role that their critics wish to assign them.

It is interesting to speculate about why the role of trustee is changing in this way, and the first thing to see is that it is far from being a unique phenomenon: the abrogation of their authority by former authorities is a pervasive feature of contemporary culture. Authority figures -- whether policemen, parents, teachers, physicians or psychiatrists -- have taken cover in a variety of disguises. Parents become friends of their children; psychiatrists have converted themselves into facilitators at consciousness-raising sessions; lecturers have descended from the podium to participate in student discussions that are not distinguishable from what used to be called bull sessions.

One of the most important changes of this kind has occurred in the roles of legislators and congressmen -- a change from what we may call a Burkeian to a Rousseauian conception of these roles. Legislators and congressmen have always wanted to be reelected and have always known that in order to be reelected they must please -- or at least not seriously displease -- the electorate. In the old days however, between elections they were to some extent on their own; being on a relatively long leash -- the two- or six-year interval between elections -- it was up to them to decide how to vote, it that was only a matter of deciding how they thought the electorate wanted them to

vote. And ignorant as they often knew themselves to be of what the electorate "really" wanted, they sometimes voted in accordance with what they thought was to the best interest of their district, or even, possibly of the country as a whole. They were accountable to the electorate only for their voting record as a whole and only at the next election. In a word, judgment and responsibility were major elements in the Burkeian legislator. In the Rousseauian concept, in contrast, the legislator is kept on a very short leash. He is not responsible for deciding how to vote but only for voting in accordance with the preferences of his constituency. Since he is expected to ascertain those preferences regarding each piece of proposed legislation there is no occasion for him to exercise his own judgment, good or bad, and since he makes no decisions, he is not accountable, or rather he is accountable only as agent, not as principal.

In the late eighteenth century when Burke and Rousseau were writing, the legislator had perforce to be a Burkeian: in the intervals between elections he had to use his best judgment; only at elections was the electorate's will accessible to him. The Rousseauian legislator, as Rousseau himself recognized, was feasible only in the tiny state which he advocated in his Social Contract. It is the recent emergence of the science (so-called) of public opinion research that has for the first time made the Rousseauian politician a real possibility, and it must be said that politicians have made haste to convert themselves from the Burkeian to the Rousseauian model. By having polls made before every major bill comes up for a vote the

Rousseauian legislator can ascertain -- or, more exactly, can believe himself to have ascertained -- the will of the electorate regarding that piece of legislation. He is thus relieved from the need of deciding, from the risk of making a mistake. He willingly abdicates authority to any "experts" who will tell him what the will of the people is. Pure democracy is achieved to everybody's satisfaction -- so long as everybody has confidence in the results of public opinion research. But note that, as a result of these changes, the good legislator today, in contrast to the good legislator of the past, is one who is instantly responsive to the electorate, not one who is responsible for the electorate.

It is fascinating to see analogous changes occurring in other fields, for instance -- to shift from the far from sublime to the not far from ridiculous -- in the film industry. In the old days some Hollywood producers may have wanted to make artistic films; they all certainly wanted to make money. If they predicted public taste correctly they became immensely rich and perhaps had the additional satisfaction of having made good films -- just as Burkeian legislators not only got themselves reelected but may have acquired a reputation for statesmanship as well. If Hollywood producers misjudged public taste they were ruined, but while they survived they were czars. They made the decisions, and their decisions were final. Now, if a recent film called "Private Schools" is representative, producers are becoming mere agents who implement the decisions of their public opinion research staff.¹ This film was not produced; it was assembled: a

number of separate episodes were shot and then tested for the reactions of a "target audience of less discriminating 15- and 16-year-old kids," as the producer described the procedure. If the teenage audiences liked an episode (their reactions were watched through two-way mirrors) the episode was expanded and might eventually be hung on the flexible story line that was used as a substitute for a plot; if reactions to an episode were lukewarm it was dropped and another episode was inserted. The film, which we are told will make a great deal of money, thus has as little inner coherence as the voting record of a Rousseauian legislator, whose votes reflect not his own system of values but the shifting recommendations of his pollsters.

This transfer of authority away from old authorities who, for better or worse, were generally accepted as authorities to a diffuse and indeterminate public has been going on a long time; it is part of the very massive and complex process which can be characterized as the democratization of culture. That this should happen is not necessarily a good thing nor yet a bad thing; we cannot yet tell. But it is certainly a new thing, which makes it automatically good in the view of some and bad in the view of others. This change was enormously speeded up by events of the sixties, especially the Vietnam war. Hostility to the war was so great and so widespread that devices regularly used by congress and president to delay and deflect -- to control -- public opinion were ineffective. Authority, at least on this issue, passed out of their hands.

And not only on this issue: a new pattern had been established in which congress and the president were more responsive, and more immediately responsive, to what they took to be public opinion than ever before. That a new set of expectations emerged as a result of the Vietnam experience should not be surprising. There is a close relation between behavioral habits and social expectations, and between the latter and our evaluations of conduct -- our judgments that duties have been well done or that duties have been left undone. Thus, other things being equal, if A does x on one occasion, people expect him (and he expects himself) to do x on similar occasions. Over time, what is expected comes to be experienced as obligatory: if A does x often enough on such-and-such occasions other people are likely to come to believe that it is his duty to do x, and he himself will feel it would be wrong not to do it.

So much by way of background to the trustee case. Trustees do not live insulated lives; they are exposed to much the same influences and the same sets of expectations as are other people. Indeed, they are other people -- in the sense that most of them are also directors of corporations or CEOs; some doubtlessly are legislators; some, even, are film producers. And the changed practices that they observe and directly experience in their own behavior in the realm of business or politics naturally affect their expectations for themselves as trustees. Moreover, though few trustees, save those of public institutions, have to get themselves reelected, they are all becoming increasingly dependent on their public (e.g., alumni) for financial

support and so feel that they must be responsive to the will of that public. And, over time, a practice that initially had a merely pragmatic imperative -- if we aren't responsive annual giving will decline -- will become, in accordance with the tendency just described, a moral imperative -- it will be a trustee's duty to be responsive; it will be wrong to claim responsibility.

In this process student protest against investment in companies doing business in South Africa has seen a major factor. If public reaction against the Vietnam war hastened the transformation of Burkeian legislators into Rousseauian legislators, the agitation in the late seventies and early eighties against the investment policy of most Boards is hastening the transformation, which now seems well under way, of trustees from responsible owners to responsive agents. For though in the past here and there a board has had to yield on this or that issue to aroused local opinion, the hostility to investment in South Africa was widespread, intense and sustained -- the most sustained attack since the agitation a decade earlier for Black Studies. Having yielded to that earlier attack, trustees found yielding on this one easier. A habit of responsiveness is thus being established.

The agitation against investment in South Africa is so central in the trustee case, and so typical of the more general process we have been describing, that it will repay us to look a bit more closely at the way student indignation over investment policy is changing trustees' view of their role.² For, as we shall see, student objections to investment in companies doing business in South Africa is

not only changing trustees' investment policy; it is changing trustees' conception of how they have to behave in order to be good trustees.

Before the student agitation began trustees believed they ought to maximize the return on the university's portfolio within the limitations of the prudent man rule. That, as they saw it, was their whole duty as trustee investors, and many of them held that their whole duty, or at least their chief duty, as trustees was their duty as investors. Thus for trustees their duty as trustees did not differ greatly from their duty as, say, directors of corporations to make maximize profits for the stockholders, but again within limitations of the prudent man rule. In both areas they had an obligation to be responsible investors: they must not risk the corpus of the portfolio -- alternatively, the integrity of the corporation -- by speculative investments, as they could, if they chose, risk their own portfolios in the pursuit of greater return.

In a word, trustees tended to assimilate the management of an educational institution to that of a business enterprise, failing to notice that the goal of an educational institution is different from the goal of a business enterprise. For instance, an educational institution aims to produce a change for the better (however vaguely "better" may be defined) in those who pass through it. A business enterprise is concerned only indirectly with how insiders are changed by that enterprise, and then only so far as these changes affect the enterprise's relations with outsiders.

Few trustees had occasion to notice this difference in goals until students began protesting over investments in South Africa on the grounds that it was wrong to give aid and comfort to a morally repugnant regime. And it must have shaken trustees' confidence in themselves as responsible owners to find students bringing to their attention a difference they had not noticed, but which, once noticed, most of them recognized to be real and important.

But how much of a difference was it? About this there was no consensus. The prudent man rule had provided trustees with a guideline for distinguishing between permissible and impermissible investments. Now that they recognized that the prudent man rule must somehow be qualified by moral considerations, they needed a new guideline.

Everybody -- except the most left-wing of students -- agreed, and agrees, that investment in the so-called American free enterprise system is appropriate. Everybody agrees that investment in bordellos or in the Mafia are inappropriate, no matter how large the total return may be. Most people agree that it would be appropriate (though it might not be prudent) to invest in the UK, even though racial prejudice exists there. Many people agree that it is appropriate to invest in Chile and Argentina, even though many Americans dislike the record of those countries on civil liberties.

On which side of the line distinguishing permissible from impermissible investments does South Africa fall? Is it more like the UK (as many trustees are inclined to think) or more like the Mafia (as students assert)? Without clear guidelines from courts or from public

opinion, these are not easy questions to answer. This explains the attraction to many trustees of the Sullivan formula.³ It appeals to trustees less perhaps because they view it as "reasonable" than because they hope that public opinion will come to accept it as a replacement for the prudent-man rule. These trustees are less concerned with the content of the rule than that there be an agreed-on rule, thereby removing investment policy from the zone of uncertainty into which student objections have cast it.

This shift in investment policy -- and from the point of view of trustees it is a very big shift -- was pretty much completed by the early eighties. But it is unlikely that it will settle the issue between trustees and their student public. In the first place, there is by no means agreement that the Sullivan formula is "adequate." In the second place, behind disagreements about whether investment in this or that particular company is acceptable, there is a much larger question: is it the duty of trustees merely to listen to students for advice on moral matters (as they listen to their investment counsel for advice on financial matters), and then, as the responsible parties, to decide? Or is it their duty to be responsive to the will of their student public? Few if any trustees have yet become sufficiently Rousseauian to go that far, and most doubtlessly hope that their public will be indifferent or at least quiescent on other investment issues. Nevertheless a precedent has been established -- the precedent not only of listening to the student advice but of responding to student opinion. And precedents, it should be noted, have a certain weight,

that is, expectations closely track behavior.

Investment policy was not the only issue between trustees and students. It was not only a question of what stocks to sell, but of how to dispose of those that were to be sold. In pre-South African days, when the investment committee of a board decided, for whatever reason, to eliminate some holding from its portfolio, it simply instructed its brokers to sell; that was the end of it. That would not be the end of it if trustees were to be responsive to student opinion. Student opinion not only wanted the sales to be made; it wanted, and still wants, them made with fanfares and trumpets. It wants maximum publicity for the sales because it wants to use them to influence policy -- the policy of U.S. corporations and of the U.S. government and, ultimately, the policy of the South African regime.

It would miss the students' point to argue that the holdings of American educational institutions are too small for sales to have an effect. Student opinion is proposing that education institutions as represented by their boards of trustees become lobbies -- whether successful or unsuccessful lobbies is beside the point. This would be, from trustees' points of view, a very large change in their role. It is not the case of course that boards of trustees never lobby. On the contrary, boards are expected to lobby on matters directly affecting their institutions. Boards that did not lobby against legislation that would abolish the deduction for charitable giving would be accused -- and rightly accused -- of neglecting their duty. But the students call for an institution's trustees to lobby in a matter that does not affect

that institution directly, and does not even affect it indirectly, except in the way and to the extent that it affects all people everywhere.

Trustees, as we have seen, like to have lines drawn that provide guidance and so define their responsibility. They are bound to ask where, if they lobby against South African racial policy, they are to draw the line that defines permissible lobbying from impermissible, or imprudent, lobbying. If they have a duty to lobby against South Africa have they also a duty to lobby against Chile and Argentina? against nuclear power? against increases in the defense budget? The wider the domain in which lobbying is expected of trustees (i.e., is regarded as a duty), the more likely they are to expose their institution to retaliation from those who favor the policies that the trustees have lobbied against.

Again, trustees are likely to want to calculate the costs and benefits to their institution of this and other proposed modification of their role, and in making these calculations they are likely to take seriously the risk to their institution attendant on their descending from the ivory tower and tiptoeing into the political arena. Trustees take this risk seriously because, once again, if something goes wrong, it is they who will be blamed. Students, who are not responsible if something goes wrong, are likely to weigh the risk as low, if they weigh it at all. But the chief issue between trustees and students is not a difference in the outcome of two calculations; it is a difference of opinion as to whether calculation is appropriate in this kind of

situation.

In the view of trustees brought up in the Burkeian mold it is their duty, as it is the duty of legislators brought up in the Burkeian mold -- if indeed any survive -- to calculate as best they can, about all matters that come before them for decision: That, to them, is what doing the best they can for their institution means. From their point of view, the proposal to expand their role as trustee to include lobbying against corporations doing business in South Africa merely introduces a new and difficult-to-measure item into their calculations. Since trustees are on the whole risk-averse and since they can have little confidence in the results of this calculation, they are likely to resist the proposal.

To students this whole approach is fundamentally wrong-headed. To them calculation with respect to a moral issue -- especially one in which one side is so very black and the other so very white -- is not only unnecessary; it is indecent and evasive. A sign of their moral indignation is their preference for the term "divest" to describe what they want trustees to do. "Sell" is an ordinary, everyday, run-of-the-mill word; "divest" is a very high class word, with connotations of cleansing, purifying, and laying bare. Divest! divest! has much the tonal quality of repent! repent! In both cases the kingdom of heaven is just around the corner, its coming only delayed by the intransigence of a handful of stubborn sinners.

Though students certainly hope that an educational lobby will have a salutary effect on corporations, they also believe that

publicized sale of the corporations' stock will have a salutary effect on the sellers; it will be like public confession, good for the institutional soul. In a word, disposing of the stock is prized by them more as a symbolic gesture than as a likely cause of a change in the behavior of U.S. corporations, and possibly of the South African government as well.

But since gestures lose some of their value as symbols if the gesturer gains by making them, a gesture is especially valuable when one loses by making it. Then and only then can those to whom it is addressed be sure that the gesturer's heart is pure. Hence students are untouched by the argument sometimes put forward, that selling the stock would cause a decline in the return on the portfolio. Trustees would regard a decline as a serious matter if they really believed (as they almost certainly do not) that losses would be likely. But students want the portfolio to suffer -- not too much, of course, and doubtless not in ways that would affect them personally! No wonder, then, that a meeting of minds is difficult.

If the shift from the Burkeian pattern for trustees to the Rousseauian pattern were complete -- or if, of course, it had never begun -- such disagreements as those we have been discussing would not occur, for trustees' expectations for themselves -- their view of their duty as trustees -- and students' expectations for them would be identical. But as it is, trustees' expectations for themselves lag behind students' expectations for them, many trustees still regard themselves as ultimately responsible for the institution of which they

are trustees, and most students regarding them as no more as a conduit along which the will of their public flows.

How should trustees act in this period of transition? Should they encourage the changes we have been describing, or should they oppose them? They face a moral problem which, it may comfort them to realize, is not unique. Moral problems arise when, for whatever reason, society no longer has a unanimous expectation regarding performance in some social role. As long as there is general agreement as to how parents ought to treat their children (spare the rod and spoil the child), how the young should behave towards their elders (be seen and not heard), how soldiers should conduct themselves in battle (do and die), parents, the young and soldiers know what they ought to do. They may of course not always do what they ought to, but that is a matter of what is sometimes called "weakness of will," not of cognitive uncertainty regarding what is the right act in these circumstances.

Because we are living in a period of very rapid social change almost all roles -- not merely those involving authority relationships -- are under pressure to adjust. Performers in these roles no longer know what they ought to do. They have a cognitive problem: the problem of deciding how to act as their circumstances change. They are bound to ask themselves whether the changes in their environment are the wave of the future or only an ephemeral ripple. No one wants to be a King Canute resisting a wave; no one wants to retreat from what turns out to be a mere ripple.

If the changes in ethos we have described prove to be a ripple -- if something like the Burkeian pattern is revived -- trustees and other authority figures will once again know what they ought to do. If the process continues their problem will also be solved, but in a different way -- they will be out of business. For the logical terminus of the democratization of culture now underway is the elimination of intermediary authorities -- for instance, the conversion of representative democracy into plebiscitary democracy, in which the legislative link between voter and executive is no longer needed because every citizen is able to record his momentary preference by pushing the yes button or the no button on his TV set after listening to the president's report on the State of the Union. So for trustees: the logical terminus would be their elimination as redundant. Trustees have already moved a long way from the days in which they themselves found the money out of their own pockets to balance the university's budget. Now, increasingly, they depend on other sources for financial support and so have become responsive to the public those sources represent. The end result would be their replacement by those even more responsive individuals known as development officers. Boards could then disappear leaving not a rack behind them.

But that is as yet only a possible future. In this period of transition, what should trustees do? If they could either see into the future or else wait for the long run, they could always be assured of doing the right thing. But nobody can look into the future, and in the long run even trustees are dead. That being the case, trustees can

only try to be sensitive -- but not too sensitive -- to whatever changes in their environment their public brings to their attention, knowing that the best anyone can do at any time is to do the best that one can do at that time.

FOOTNOTES

1. "The Private Diary of a Movie" in Los Angeles Times Calendar, July 31, 1983, pp. 1-8.
2. I shall use the term "student" as a convenient shorthand to refer to the whole group of critics, of which students probably form the majority but which also includes many faculty members and some trustees. After all, some of the flower children of the sixties are now professors or even trustees, having undergone a partial, if not complete, transformation. Similarly, the term "trustee" refers to all those who, whether actually trustees or not, resist the critics' recommendations.
3. The Sullivan formula, so-called because it was worked up by the Rev. Leon H. Sullivan, a director of General Motors, consists of a set of six "principles" that define equal employment practices for U.S. companies doing business in South Africa. More than a hundred firms have accepted these principles and agreed to report regularly on their progress in putting them into effect.