

Minutes of the MLA Executive Council

[Note: The Executive Council voted to approve these minutes at its May 2014 meeting.]

THE COUNCIL MET ON 21–22 FEBRUARY 2014 AT THE MLA OFFICE IN NEW YORK. PRESIDENT Margaret W. Ferguson presided. The officers present were First Vice President Roland Greene and Executive Director Rosemary G. Feal. The Executive Council members present were Samer M. Ali, Barbara K. Altmann, Debra Ann Castillo, Brian Croxall, Alicia M. de la Torre Falzon, Gaurav G. Desai, Donald E. Hall, María Herrera-Sobek, Margaret R. Higonnet, Lutz Koepnick, Paula M. Krebs, and Mecca Jamilah Sullivan. The Executive Council member Tracy Denean Sharpley-Whiting participated in the meeting on the morning of 21 February by telephone. Kwame Anthony Appiah and Lanisa Kitchiner were absent. The MLA staff members present were Director of Administration and Finance Terrence Callaghan, Director of Bibliographic Information Services and Editor of the *MLA International Bibliography* Barbara Chen, Director of Scholarly Communication Kathleen Fitzpatrick, Associate Executive Director and Director of Publishing Operations Judy Goulding, Director of Convention Programs Maribeth T. Kraus, Director of Research and ADE David Laurence, Director of Programs and ADFL Dennis Looney, and Assistant to the Executive Director and Coordinator of Governance Carol Zuses. Controller Arlene Barnard was present for discussions of the MLA budget (see item 1, below).

On 21 February, the council began by meeting in executive session to review the council members' fiduciary responsibilities. Following the executive session, the council convened in regular session to begin working through its agenda. During its first regular session after lunch, the council took up the final report of the Task Force on Doctoral Study in Modern Language and Literature (see item 13, below); Russell Berman, the chair of the task force, presented the report by telephone. At the end of the afternoon, after a second regular session covering various agenda items, the council met in subcommittees to develop short lists for committee appointments. The Subcommittee on Administration and Finance (Margaret Ferguson, chair; Alicia de la Torre Falzon; Gaurav Desai; Donald Hall; and Mecca Sullivan) considered appointments to five MLA committees; the Subcommittee on Projects (Roland Greene, chair; Debra Castillo; Brian Croxall; and María Herrera-Sobek) was assigned six MLA committees; and the Subcommittee on Meetings and Publications (Barbara Altmann, chair; Samer Ali; Margaret Higonnet; Lutz Koepnick; and Paula Krebs) worked on short lists for five MLA committees. On 22 February, in three regular sessions, the council continued working through its agenda. During the second of those sessions, Marianne Hirsch, cochair of the working group that considered the restructuring of the MLA's divisions and discussion groups and the immediate

past president of the association, met with the council to present the final draft of the working group's restructuring proposal (see item 8, below). The council adjourned at 2:20 p.m., having concluded all the business before it.

The council took the following actions:

1. *Administration and Finance.* The council received the independent auditor's report and financial statements for the year ended 31 August 2013, which showed that the association concluded the fiscal year with a surplus of \$1,184,830 in the unrestricted fund. The surplus was added to the cash reserve, which will help cover the costs associated with the upcoming move of the MLA office. Members of the council's Audit Committee commented briefly on their meeting with representatives of the independent auditor, EisnerAmper LLP, and the council voted to accept and approve the audit report and financial statements.

The council also received the Finance Committee's report, which reviewed the budget for the current fiscal year using four-month projections. Rosemary Feal said that it was too early in the fiscal year to make changes to most budget projections. Exceptions were the projections for convention and membership revenue. The convention was expected to bring in less revenue than anticipated because bad weather had affected attendance, and the membership numbers were lower in February than they were a year earlier. Feal responded to council members' questions about several expense categories. During a subsequent discussion of membership statistics, the council discussed the decline in membership and ways to attract and retain members. It was suggested that the MLA pursue outreach activities at campus and regional events.

The Finance Committee asked the council to consider several matters relating to the preparation of a budget for the fiscal year 2014–15, and the council authorized the staff to prepare a balanced budget.

The council adopted the following resolution relating to financial management. [Note: The president certified the council's action by signing the original document containing the resolution. The document was then stamped with the association's corporate seal.]

WHEREAS, article 4, section E, of the constitution of the Modern Language Association provides as follows: "The permanent fund of the association and its other endowment funds shall be administered by a board of three trustees, each appointed by the Executive Council for a three-year term, the three terms to be staggered by one year. One of the trustees shall be designated the managing trustee"; and

WHEREAS, Herbert Lindenberger, Malcolm Smith, and Catharine Stimpson have been appointed by the Executive Council as the three trustees with authority to administer the permanent fund of the association and its other endowment funds, and Malcolm Smith has been designated the managing trustee of this committee (the "Permanent Fund Committee");

NOW, THEREFORE, be it

RESOLVED, that, upon the written direction to Rosemary G. Feal as executive director, Judy Goulding as associate executive director and director of publishing operations, and Terrence Callaghan as director of administration and finance of any member of the Permanent Fund Committee to effect the purchase, transfer, sale, or other disposition of any security or securities held in the permanent fund or any other endowment funds, the executive director, associate executive director and director of publishing operations, and director of administration and finance be and hereby are authorized and directed to take all such steps and to execute and deliver all such documents as they shall deem necessary or appropriate to effect such purchase, transfer, sale, or other disposition; and be it further

RESOLVED, that the president of the MLA be and hereby is authorized and directed to certify this resolution to any third party requiring delivery of same in order to substantiate the proper authority for the disposition of the securities of the permanent fund or any other endowment funds.

The council authorized the following staff members to sign nonpayroll checks: Terrence Callaghan, Barbara Chen, Rosemary Feal, Kathleen Fitzpatrick, Judy Goulding, Maribeth Kraus, David Laurence, and Dennis Looney. Two signatures are required on checks in amounts over two thousand dollars. The council also authorized Terrence Callaghan, Rosemary Feal, and Judy Goulding to sign payroll checks.

Finally, the council appointed Samer Ali and reappointed Donald Hall to the council's Audit Committee for 2014.

2. *Document Outlining the Association's Strategic Priorities.* The council received the final draft of the document outlining the major aims and activities of the association, an initial draft of which was considered at the October 2013 meeting (see May 2014 PMLA 584). After making one revision, the council approved the document and instructed the staff to copyedit it and disseminate it to the membership. The council planned to review the document annually, in February.

3. *Trustee Appointment.* The council appointed Domna C. Stanton, distinguished professor of French at the Graduate Center of the City University of New York and a past president of the MLA, as a trustee of the association's invested funds for the term 2014–15.

4. *Report of the MLA Trustees.* The council received the trustees' annual report, which showed that at the end of the calendar year 2013 the association's endowment fund and three of the six donor-restricted funds that support a number of association prizes had increased in market value. The trustees conducted their annual review of the mutual funds in which the MLA had investments. They noted that, overall, the rate of return on these investments lagged only slightly behind that of the S&P 500 stock index. They also noted that the socially responsible

mutual fund in the MLA's portfolio had outperformed the other investments after underperforming in 2012. During their review of the six donor-restricted funds, the trustees noted that the smaller funds were not earning enough interest to cover prize costs but confirmed the need to minimize risk for these funds by not investing them in equities.

The trustees reviewed the council's investment policy (see May 2014 *PMLA* 584 and Oct. 2005 *PMLA* 1674–76) and noted that the current investment allocation between fixed-income instruments (36.4%) and equities (63.6%) was not in keeping with the 45–55 allocation recommended by the council. They decided therefore to rebalance the endowment portfolio by selling shares in the four mutual funds with the largest balances and reinvesting five-sixths of the proceeds in a bond instrument. The remaining sixth was to be invested in the socially responsible mutual fund. The trustees said they would continue to monitor closely the performance of the MLA's investments by consulting quarterly.

5. *Review of Investment Policy.* In conjunction with the MLA trustees' report, the council reviewed its statement on investment policy and decided that no changes were necessary.

6. *Approval of the October 2013 Council Minutes.* The council approved the minutes of its October 2013 meeting for publication in the May 2014 issue of *PMLA*.

7. *Confirmation of Actions Taken between Council Meetings.* At its October 2013 meeting (see May 2014 *PMLA* 588), the council began drafting a response to criticism from Senator Jeff Sessions (AL) of a National Endowment for the Humanities program called Bridging Cultures. After the meeting, the council completed the response and approved sending it to Sessions and disseminating it to the membership. Since the council used its electronic discussion list to accomplish these final steps, it was asked to confirm them at the present meeting. The council did so. In January, Rosemary Feal asked the council to approve the MLA's cosponsorship of the 2014 Digital Humanities Summer Institute at the University of Victoria. The council's procedure for making decisions between its meetings was implemented (see Jan. 2005 *PMLA* 278 and Oct. 2010 *PMLA* 1102), and the full council was given the opportunity to discuss the matter on its electronic discussion list. The council unanimously approved the cosponsorship, so it was not necessary to ask the council's advisory committee to act. At the present meeting, the council confirmed this decision.

8. *Final Report on the Restructuring of Divisions and Discussion Groups.* The council received the final report from the working group on the reorganization of divisions and discussion groups, cochaired by Marianne Hirsch and Margaret Ferguson. Hirsch joined the council to present the report and respond to questions. She explained that the new forum structure proposed in the report was the third iteration by the working group; it took account of MLA members' comments on the group's previous draft,

which was discussed at the 2014 convention and on *MLA Commons*. She added that the periodic reviews to be carried out by the Program Committee would allow for future adjustments to the structure. The council discussed the new forum structure and approved it with revisions. Rosemary Feal said that the Program Committee, during its next scheduled meeting, in May, would begin working on the timetable for implementing the new structure.

9. *Guidelines on Letters of Recommendation.* Margaret Ferguson presented to the council a new draft of the guidelines on letters of recommendation that grew out of the council's October discussion of a previous draft (see May 2014 *PMLA* 586–88). The focus of the new draft remained on letters for graduate students seeking academic employment. Council members suggested additional revisions, which Ferguson agreed to include, and then approved the guidelines for publication at the MLA Web site. [Note: *MLA Guidelines on Letters of Recommendation* was posted at the MLA Web site in March 2014.]

10. *Social Media Guidelines.* The increased use of social media platforms (e.g., *MLA Commons*, Twitter) in the conduct of association business and the importance of building community through these platforms while protecting the association's reputation prompted the staff to formulate social media guidelines for the officers, council members, and committee members to follow. The guidelines cover such matters as confidentiality, decorum, maintaining a professional focus, and distinguishing between a personal opinion and an official association position statement. Rosemary Feal noted that, in some instances, the need to separate personal opinion from association policy would require the officers and council and committee members to refrain from stating an opinion that could be mistaken for a policy. After making one revision to the text of the guidelines and asking the staff to clarify which committee members would be subject to them, the council approved the guidelines. [Note: After the council meeting, the staff offered the following clarification: the guidelines should be distributed to the members of committees that meet at the MLA office, including the Delegate Assembly Organizing Committee. Thus, the members of the *PMLA* Advisory Committee, the Delegate Assembly, the Committee on Amendments to the Constitution, the executive committees of convention forums (see item 8, above), and the prize-selection committees are not subject to the guidelines.]

11. *Profession Policies and Procedures.* Since the existing policies and procedures for *Profession* were created with a print publication in mind, the staff submitted to the council revised policies and procedures for *Profession* as an interactive e-journal published on *MLA Commons*. The revisions affected submission requirements, the review process, and the publication license. The council approved the revised policies and procedures.

12. *Departmental Reports.* Council members had no questions on the annual reports submitted by the MLA

department heads, and the council accepted the reports with thanks.

13. *Final Report from the Task Force on Doctoral Study in Modern Language and Literature.* Russell Berman, the chair of the Task Force on Doctoral Study in Modern Language and Literature, joined the council by telephone to present the task force's final report and recommendations and to respond to council members' questions. The discussion with Berman was led by the members of a review committee of the council that had been constituted for this purpose (Debra Castillo, chair; Gaurav Desai, Lutz Koepnick, and Mecca Sullivan). After Berman's presentation, the council discussed the different audiences for the report (e.g., students, department chairs, directors of graduate study, graduate deans) and raised questions about departments' ability to implement the task force's recommendations. The council adopted the report and recommendations as submitted but asked its review committee to develop options for disseminating the report and to consider whether a framing document to guide discussion of the task force's report and recommendations would be useful. The committee was asked to report back to the council in May.

14. *Renewal of the Charge of the Committee on Contingent Labor in the Profession (CLIP).* Anticipating the expiration of its charge in June 2014, the chair of CLIP wrote a letter to the council outlining the committee's past work and future projects and requesting that the council renew the committee's charge. The council approved this request and renewed the committee for five years, through June 2019.

15. *Review of the Resolutions Approved by the 2014 Delegate Assembly.* In accordance with article 7.B.3 of the MLA constitution, the council reviewed the two resolutions that the 2014 Delegate Assembly had approved (see May 2014 PMLA 572–78) to determine whether to forward them to the membership for a ratification vote. Resolutions that (1) do not impede the council's ability to carry out its fiduciary responsibilities, (2) do not contain erroneous, tortious, or possibly libelous statements, (3) do not pose a threat to the association's continuing operation as a tax-exempt organization, and (4) are consistent with the provisions of articles 2 and 9.C.10 of the MLA constitution may be forwarded to the membership. Because of the subjects treated in the resolutions, Rosemary Feal consulted with the association's lawyers about the applicability of the provisions of article 7.B.3 before the council meeting.

The first resolution called on the MLA to ask the United States Department of State to "contest Israel's denials of entry to the West Bank by United States academics." The council determined that the resolution posed no constitutional, legal, or fiduciary problems. It authorized nonsubstantive copyediting changes to the wording of the resolution and forwarded it to the membership for the required ratification vote. The second resolution dealt generally with the accreditation process for institutions

of higher education and the influence of private foundations on that process and specifically with the revocation of the accreditation of the City College of San Francisco. The text of the resolution and the supporting materials provided by the proposer of record also referred to a specific foundation. Since the MLA's lawyers found that these references to the foundation could be considered defamatory, the council determined that it could not forward the resolution to the membership. As required by the constitution, the council will explain the reasons for its action to the 2015 Delegate Assembly. Feal said she would tell the proposer of record about the council's action to give the proposer the opportunity to resubmit the resolution by the 1 October deadline.

In addition, the council established the schedule for the resolution comment process and the date for determining members' eligibility to participate in the ratification vote.

16. *Request from the Delegate Assembly Organizing Committee (DAOC).* The DAOC requested that the council take up the matter of assaults on academic freedom like the condemnations of the American Studies Association (ASA) for its approval of a resolution calling for a boycott of Israeli academic institutions. The council began work on a statement opposing state and federal legislative proposals that threatened academic freedom and supporting the right of membership associations to take positions on controversial issues. Work on the statement is to be completed at a future meeting. In addition, the council noted that the definition of academic freedom put forward in *Tool Kit on Academic Freedom*, from the MLA's Committee on Academic Freedom and Professional Rights and Responsibilities (CAFPRR), needed to be updated to take account of the questions and issues raised by the ASA's resolution as well as the responses to it from university presidents, provosts, and other campus officials. The council instructed the staff to request that CAFPRR update its tool kit.

17. *Election of a Council Member to the DAOC.* The council reelected Mecca Sullivan to the DAOC for a second two-year term (2014–Jan. 2016).

18. *Adjustments to Fields Covered by Committee Appointments.* At its October 2013 meeting, the council was not able to discuss questions that council members had raised about the fields represented on committees to which the council makes appointments. Since openings for committee appointments were scheduled to be announced to the membership in November 2013, Marianne Hirsch, who was then president, was consulted about possible changes. She recommended changes to the field specifications for five committees, which the staff implemented in the call for members' suggestions for committee appointments. At the present meeting, the council confirmed the decision to make the changes.

19. *Appointments to MLA Committees.* The council made forty-nine appointments to the standing committees of the association and appointed nine committee chairs or

cochairs. The names of all new and continuing committee members will appear at the MLA Web site in July.

20. *Appointment of a General Editor for the New Variorum Edition of Shakespeare.* The council appointed Eric Rasmussen (Univ. of Nevada, Reno) as a general editor of the New Variorum Edition of Shakespeare. Rasmussen will join

Richard A. J. Knowles and Paul Werstine, who have been serving as general editors since 1992 and 1997, respectively.

21. *Membership in the Association of American Colleges and Universities (AAC&U).* The council authorized the staff to submit an application for affiliate membership in the AAC&U.