

# Minutes of the MLA Executive Council

*[Note: The Executive Council voted to approve these minutes at its May 2016 meeting.]*

The council met on 26–27 February 2016 at the MLA office in New York. President Kwame Anthony Appiah presided. The officers present were First Vice President Diana Taylor, Second Vice President Anne Ruggles Gere, and Executive Director Rosemary G. Feal. The Executive Council members present were Emily Apter, Angelika Bammer, Brian Croxall, Donald E. Hall, Lenora Hanson, Margaret R. Higonnet, Paula M. Krebs, David Palumbo-Liu, David Tse-chien Pan, Rafael A. Ramirez Mendoza, Elizabeth Schwartz Crane, Tracy Denean Sharpley-Whiting, and Vicky Unruh. Gaurav G. Desai was 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, Associate Executive Director and Director of Scholarly Communication Kathleen Fitzpatrick, Director of Information Systems Micki Kaufman, Director of Research and ADE David Laurence, Director of Programs and ADFL Dennis Looney, Director of Outreach Siovahn Walker, 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); Head of Convention Programs Karin L. Bagnall was present for discussions of convention locations (see item 13, below).

On 26 February, the council first convened in executive session to review the council members' fiduciary responsibilities. Then the council convened in regular session to begin working through its agenda. After lunch, the council met in subcommittees to develop short lists for committee appointments. The Subcommittee on Administration and Finance (Anthony Appiah, chair; Margaret Higonnet; Paula Krebs; David Palumbo-Liu; David Pan; and Rafael Ramirez Mendoza) considered appointments to five MLA committees; the Subcommittee on Projects (Diana Taylor, chair; Emily Apter; Lenora Hanson; and Elizabeth Schwartz Crane) was assigned six MLA committees; and the Subcommittee on Meetings and Publications (Anne Ruggles Gere, chair; Angelika Bammer; Brian Croxall; Donald Hall; Tracy Sharpley-Whiting; and Vicky Unruh) worked on short lists for six MLA committees. Following the subcommittee meetings, the council reconvened in regular session to continue working through its agenda. At the end of the afternoon, the council met in executive session to discuss the search for a new executive director (see item 9, below). On 27 February, the council reconvened in executive session to continue its discussion of the search for a new executive director. The council then met in regular session until lunch, during which small groups met to discuss how the four new council members might pursue the

goals articulated in their election statements during their council terms. After lunch the council held one final regular session and one final executive session. The council adjourned at 2:35 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 2015, which showed that the association concluded the fiscal year with a deficit of \$488,908 in the unrestricted fund, most of which was due to a negative return on investments. 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. The exception was the projection for convention revenue, which was reduced because attendance at the Austin meeting was lower than anticipated. Feal reviewed the status of the association's reserves (the endowment plus the cash reserve), which amount to nearly twelve months' operating expenses, and responded to council members' questions.

The Finance Committee's report also reviewed the schedule for the preparation of a budget for the fiscal year 2016–17. 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, Malcolm Smith, Domna Stanton, 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 direction to Rosemary G. Feal as executive director, Kathleen Fitzpatrick as associate executive director and director of scholarly communication, 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 scholarly communication, 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 also adopted a resolution authorizing Rosemary Feal, Kathleen Fitzpatrick, and Terrence Callaghan to execute agreements and other documents that are necessary for the conduct of the association's business with Bank of America and U.S. Trust.

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

Finally, the council reappointed Brian Croxall and appointed Paula Krebs to the council's Audit Committee for 2016.

2. *Revision of the MLA Dues Schedule.* The Executive Council confirmed the action taken by the 2016 Delegate Assembly to revise the portion of the dues schedule of the association that pertains to the criteria for the granting of life membership (see *PMLA*, vol. 131, no. 3, May 2016, p. 848). Beginning with the 2017 membership year, life membership will be granted to members of more than thirty years' standing who have retired from teaching and to all members who have paid membership dues for fifty years.

3. *Proposal of a Constitutional Amendment.* To align the constitutional provision (art. 3) for paid life membership with the new criterion for the granting of life membership after fifty years (see previous item), the council proposed the following constitutional amendment (struck sentence replaced by sentence in boldface):

C. *Life members.* Persons eligible for regular membership may become life members by making a single payment, thereafter becoming exempt from the annual payment of dues. ~~With each completed decade of membership, the fee for life membership shall be diminished by one-fourth.~~ **The fee structure for paid life membership shall be included in the dues structure.** In addition, criteria for the granting of life membership shall be included in the dues structure. Members who

have met these criteria shall be granted life membership and shall thereafter make no payment.

The proposed amendment will be forwarded to the Committee on Amendments to the Constitution for action.

4. *Report of the MLA Trustees.* The council received the trustees' annual report, which showed that at the end of the calendar year 2015 the association's endowment fund and four of the six donor-restricted funds that support a number of association prizes had decreased in market value. The trustees conducted their annual review of the mutual funds in which the MLA had investments. They noted that, as a group, the mutual funds in the MLA's equities portfolio did not perform as well as the S&P 500 stock index. Since the negative performance of one of the funds was attributed to a failure in management, the trustees decided to redeem all shares in this fund and, given the uncertain stock market environment, invest the proceeds in a fixed-income instrument. During their review of the five smaller donor-restricted funds, the trustees confirmed the need to minimize risk for these funds by not investing them in equities. Accordingly, they directed that the monies in the new donor-restricted fund that supports the Matei Calinescu Prize (see May 2015 *PMLA* 900) be invested in fixed-income instruments and short-term certificates of deposit. The trustees said they would continue to monitor closely the performance of the MLA's investments by consulting quarterly.

The trustees reviewed the council's investment policy (see *PMLA*, vol. 130, no. 5, Oct. 2015, p. 1520; *PMLA*, vol. 129, no. 3, May 2014, p. 584; and *PMLA*, vol. 120, no. 5, Oct. 2005, pp. 1674–76) and reported on the current investment allocation between fixed-income instruments (41.1%) and equities (58.9%). They noted that their decision to reinvest in a fixed-income instrument the proceeds from the sale of mutual-fund shares would bring the allocation closer to 50%-50%.

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. *Request from the MLA Trustees.* In February 2008, the council authorized the trustees to invite someone with financial expertise to serve pro bono as a consultant (see *PMLA*, vol. 123, no. 5, Oct. 2008, p. 1768). The council did not, however, establish a term for the trustees' consultant. At the trustees' request, the council did so at the present meeting. The council set the end of the 2015–16 fiscal year as the end of the consultant's term.

7. *Approval of the October 2015 Council Minutes.* The council approved the minutes of its October 2015 meeting for publication in the May 2016 issue of *PMLA*.

8. *Confirmation of Actions Taken between Council Meetings.* The council took four actions between its October and February meetings. (1) In November, the council approved a code of ethics for MLA staff members. (2) Also

in November, the council approved two statements, one on Texas's new campus carry law and one on the decision taken by several states to exclude Syrian refugees. (3) In December, the council approved a statement on Islamophobia. (4) In January, the council approved a statement on the situation of Turkish academics. When these actions were proposed, the council's procedure for making decisions between meetings was implemented (see *PMLA*, vol. 125, no. 5, Oct. 2010, p. 1102), and the full council was given the opportunity to discuss the actions on its electronic discussion list. Since the council was unanimous in its approval of the proposed actions, its advisory committee did not have to act. At the present meeting, the council confirmed these decisions.

9. *Executive Director Search.* In executive session on Saturday, the council appointed a search committee to advise it on the appointment of a new executive director and asked the officers to select a search firm to assist the council and the committee. The members of the search committee are: Kwame Anthony Appiah, New York Univ. and MLA president (chair); Linda Downs, former executive director and chief executive officer, Coll. Art Assn.; Lenora Hanson, Univ. of Wisconsin, Madison, and current council member; Lanisa Kitchiner, National Museum of African Art, Smithsonian Institution, and former council member; Paula M. Krebs, Bridgewater State Univ. and current council member; Maria Maisto, president and executive director, New Faculty Majority and NFM Foundation; Jill Robbins, Univ. of California, Merced; Tracy Denean Sharpley-Whiting, Vanderbilt Univ. and current council member; and Diana Taylor, New York Univ. and MLA first vice president.

10. *Strategic Planning for Membership Initiatives.* The council received the final version of the strategic plan that had been prepared for the staff and that included the elements that the council had requested in October (see *PMLA*, vol. 131, no. 3, May 2016, p. 846). Kathleen Fitzpatrick, who will administer the plan and oversee its implementation by the staff, said that a public version was in preparation. She noted that some goals had already been reached and might therefore be adjusted and that the planning document might need to be revised in the light of feasibility studies or the discovery of gaps. Rosemary Feal said that the Finance Committee was working on aligning the budget with the strategic plan, so that the staff can document costs. The staff responded to council members' questions on various items in the plan. At the conclusion of the council's discussion, Feal said that the council's help would be needed on certain initiatives and that council subcommittee meetings would be included in the schedule for the May council meeting.

11. *Update on MLA-Sponsored International Symposium.* The staff gave a progress report on preparations for the MLA international symposium scheduled for 23–25 June in Düsseldorf (see *PMLA*, vol. 130, no. 5, Oct. 2015, p. 1518). A call for papers was issued in June 2015. The program committee received approximately

six hundred submissions, about half of which could be accepted. Notifications to presenters were sent out in November, and a preliminary program was scheduled to be posted on *MLA Commons* in March. Registration for the symposium opened in December 2015.

12. *Convention-Related Requests.* Brian Croxall reported that the discussion during the council-sponsored session on the efforts undertaken in support of adjuncts in connection with MLA Action for Allies had prompted two suggestions for council action. The first suggestion was to find a way to avoid scheduling overlaps for a small number of convention sessions dealing with adjunct issues or other topics so as to feature those issues or topics. The second suggestion was to offer free convention registration to local contingent faculty members. The council's discussion of the first suggestion touched on the number of sessions that might be targeted and on other possible programming models. While discussing the second suggestion, council members noted that providing free registration only to local adjuncts was not equitable. They also raised two more general questions—how to maximize accessibility for vulnerable members and how to broaden the MLA membership and participation in the convention—and agreed that time should be set aside at a future meeting to allow the council to address them more fully. The council concluded its discussion of the two suggestions for action by authorizing the staff to investigate the matter of avoiding scheduling overlaps and to investigate the feasibility of and costs related to free convention registration for graduate students and different groups of contingent faculty members.

13. *Selection of Sites for the 2019 and 2020 MLA Annual Conventions.* The council selected Chicago as the site of the January 2019 convention and Seattle as the site of the January 2020 convention.

14. *PMLA Editor Search Process.* Vicky Unruh, a member of the council's recent *PMLA* editor subcommittee, had suggested that the next subcommittee might benefit from receiving detailed information on the search procedures followed by the recent subcommittee. The council agreed, so Unruh had drafted for the council's consideration a document that outlined those procedures, which included modifications of past procedures based on the subcommittee's experience with the search process. The council commented on the draft, asked Unruh to create a final draft, and instructed the staff to make the document available to the next *PMLA* editor subcommittee.

15. *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.

16. *Report from the Working Group on K–16 Alliances.* The council received a report on the activities undertaken by the working group since its establishment in February 2015 (see *PMLA*, vol. 130, no. 5, Oct. 2015, pp. 1518–20). One major focus of the working group in its first year was

the creation of a public site on *MLA Commons*, which was launched in November 2015. The site allows the working group to share information and promote discussion of its research and writing projects. The report provided information on the sessions that the working group sponsored at the 2016 MLA convention and on the status of its ongoing projects. The working group sponsored a session at the 2015 convention of the National Council of Teachers of English (NCTE) and will submit a session proposal for the 2016 NCTE convention. Council members discussed how to draw more attention to the working group's activities and decided to explore this question further at a future meeting.

17. *Further Consideration of a Recommendation from the 2015 Delegate Assembly.* In February 2015, the council decided that it could not implement the Delegate Assembly motion calling for increasing the representation of part-time faculty members in MLA governance roles and on MLA committees until the assembly clarified what it meant by *part-time* (see *PMLA*, vol. 130, no. 5, Oct. 2015, p. 1524). At the present meeting, the council received the assembly's advice: that the implementation of the motion should be based on members' self-identification as part-time faculty members. The council authorized the implementation of the motion and agreed to make committee appointments so as to increase the overall representation of self-identified part-time faculty members on MLA committees.

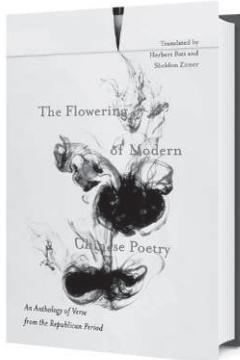
18. *Review of the Resolution Approved by the 2016 Delegate Assembly.* In accordance with article 7.B.3 of the MLA constitution, the council reviewed the resolution that the 2016 Delegate Assembly had approved (see *PMLA*, vol. 131, no. 3, May 2016, pp. 834–38) to determine whether to forward it to the 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. The resolution called on the MLA to “support faculty members and students who challenge Islamophobic rhetoric and the increased militarism, xenophobia, and racism associated with the upsurge in Islamophobia”; the council determined that the resolution posed no constitutional, legal, or fiduciary problems. The council therefore authorized nonsubstantive copyediting changes to the wording of the resolution and forwarded it to the membership for the required ratification vote. 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.

19. *Review of the Constitutional Amendments Approved by the 2016 Delegate Assembly.* As required by the MLA constitution (art. 13.D), the council reviewed the constitutional amendments approved by the 2016 Delegate

Assembly and forwarded them to the membership for the required ratification vote.

20. *Election of a Council Member to the DAOC.* The council elected Lenora Hanson to the DAOC for a two-year term (2016–Jan. 2018).

21. *Appointments to MLA Committees.* The council made fifty-four appointments to the standing committees of the association and appointed eleven committee chairs or cochairs. The names of all new and continuing committee members will appear at the MLA Web site in July.

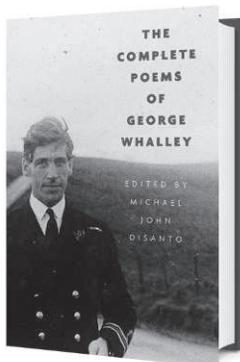


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