

Minutes of the MLA Executive Council

[Note: The Executive Council voted to approve these minutes at its May 2011 meeting.]

THE COUNCIL MET ON 25–26 FEBRUARY 2011 AT THE MLA OFFICE IN NEW YORK. President Russell A. Berman presided. The officers present were First Vice President Michael Bérubé, Second Vice President Marianne Hirsch, and Executive Director Rosemary G. Feal. The Executive Council members present were Barbara K. Altmann, Jonathan Arac, Sara Armengot, Debra Ann Castillo, Jennifer Crewe, Dorothea Heitsch, María Herrera-Sobek, George Levine, Richard M. Ohmann, Karin C. Ryding, Lynne Tatlock, Alexandra K. Wettlaufer, and Kathleen Woodward. Lawrence I. Buell was absent. The MLA staff members present were Director of Operations Terrence Callaghan, Director of Bibliographic Information Services and Editor of the *MLA International Bibliography* Barbara Chen, Director of Programs and ADFL Nelly Furman, Managing Editor of MLA Publications and Director of Publishing Operations Judy Goulding, Director of Financial Operations Amilde Hadden, Director of Convention Programs Maribeth T. Kraus, Director of Research and ADE David Laurence, Director of Book Publications David G. Nicholls, and Assistant to the Executive Director and Coordinator of Governance Carol Zuses.

On the morning of 25 February, the council began by meeting in executive session to review council members' fiduciary responsibilities. Following the executive session, the council first convened in regular session to begin working through its agenda and then met in small groups to continue the work on strategic planning initiated at the previous council meeting (see item 2, below). After lunch, the council reconvened for a brief regular session and then met in subcommittees until mid-afternoon. The Subcommittee on Administration and Finance reviewed four staff reports and three requests and considered appointments to five MLA committees. Attending were Russell Berman, chair; Jonathan Arac; Sara Armengot; Dorothea Heitsch; María Herrera-Sobek; and Karin Ryding. The Subcommittee on Projects (Michael Bérubé, chair; Barbara Altmann; Jennifer Crewe; Richard Ohmann; and Lynne Tatlock) met to discuss four staff reports and three requests and to consider appointments to six MLA committees. The Subcommittee on Meetings and Publications (Marianne Hirsch, chair; Debra Castillo; George Levine; Alexandra Wettlaufer; and Kathleen Woodward) reviewed five staff reports and considered appointments to six MLA committees. At the conclusion of the subcommittee meetings, the full council reconvened in regular session to continue working through its agenda. On 26 February, during two morning regular sessions, the council heard the reports and recommendations of its subcommittees, received brief reports from the leaders of the small groups that had met the day before, and worked through the remaining items on its agenda. After lunch, the council held an executive session that focused on

strategic planning. The council adjourned at approximately 3:00 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 2010, which showed that the association concluded the fiscal year with a surplus of \$530,200 in the unrestricted fund. After members of the council's Audit Committee commented briefly on their meeting with representatives of the independent auditor, EisnerAmper LLP, 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 drew council members' attention to the few changes to revenue and expense projections that could be made at this early point in the fiscal year. She noted that funds budgeted for the Professional Education Assistance Fund that provides partial travel reimbursement to non-tenure-track faculty members who attend the convention had been reallocated to the Professional Education Assistance Fund for graduate students. The reallocation was needed because the amount budgeted for graduate students fell short of the amount needed to provide travel grants to all the eligible graduate students who had attended the convention. The reallocation was feasible because some of the funds budgeted for non-tenure-track faculty members had not been spent. The council approved the reallocation. Feal responded to council members' questions about budget projections and reviewed the status of the association's cash reserve, which slightly exceeded its target level.

The Finance Committee asked the council to consider several matters relating to the preparation of a budget for the fiscal year 2011–12, 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 managing editor of MLA publications and director of publishing operations, and Terrence Callaghan as director of operations 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, managing editor of MLA publications and director of publishing operations, and director of operations 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 the following resolutions relating to the benefits the MLA provides its employees.

WHEREAS, the MLA sponsors a program of benefits plans, programs, practices, and policies;

WHEREAS, the MLA desires to change the name of the Compensation Committee to the Compensation and Benefits Committee;

WHEREAS, the MLA wishes to authorize the Compensation and Benefits Committee to adopt, amend, or terminate any MLA benefits plan, program, practice, or policy (collectively, a "Benefits Plan") which is generally available to MLA employees; and

WHEREAS, such authorization shall include authority for the Compensation and Benefits Committee to delegate its authority to the executive director to adopt, amend, or terminate any Benefits Plan which is generally available to MLA employees, provided (a) such action does not impose a significant cost on the MLA and (b) the executive director is required to timely notify the committee of such action.

NOW, THEREFORE, it is

RESOLVED, that effective as of 25 February 2011, the MLA hereby renames the Compensation Committee as the Compensation and Benefits Committee;

RESOLVED, that effective as of 25 February 2011, the MLA hereby authorizes the Compensation and Benefits Committee to adopt, amend, or terminate any MLA Benefits Plan; and

RESOLVED, that effective as of 25 February 2011, such authorization shall include authority for the Compensation and Benefits Committee to delegate its authority to the executive director to adopt, amend, or terminate any Benefits Plan which is generally available to MLA employees, provided (a) such action does not impose a significant cost on the MLA and (b) the executive director is required to timely notify the committee of such action.

The council approved a resolution appointing Judy Goulding associate executive director and granting to the associate executive director the authority to sign contracts in the absence of the executive director.

The council authorized the following staff members to sign nonpayroll checks over \$1,000: Terrence Callaghan, Barbara Chen, Rosemary Feal, Judy Goulding, Maribeth Kraus, and David Laurence.

Finally, the council reappointed Jennifer Crewe and George Levine to join the officers of the association on the council's Audit Committee in 2011.

2. *Strategic Planning.* The president asked the council to follow up on the strategic planning initiated during the October 2010 council meeting (see May 2011 *PMLA* 854) by focusing on four areas at the current meeting: language learning, graduate education, the working conditions of faculty members and instructors in higher education, and scholarly communication in the context of new media. In the small-group meetings held on 25 February and in the executive session held on 26 February, council members identified policies and activities that the association might pursue in each area.

3. *Presidents' Circle.* Rosemary Feal reported that consultations with past presidents had shown that they are interested in remaining involved in association activities. She proposed, and the council approved, the creation of a Presidents' Circle, a formal structure to connect the past presidents to one another and to the current council. The members of the circle will communicate through an electronic discussion list and will meet occasionally in New York and at the convention. The past presidents will be consulted on such matters as advocacy, association projects, trends in the profession, and development activities.

4. *Report of the MLA Trustees.* The council received the trustees' annual report, which showed that at the end of the calendar year 2010 the association's endowment fund and all six of the donor-restricted funds that support a number of association prizes had increased in market value. The trustees conducted their annual review of the performance of the various mutual funds in which the MLA had investments. They were pleased to note that, overall, the rate of return on the association's investments surpassed the rate of return of the S&P 500 stock index and several other investment benchmarks. Because two of the mutual funds held by the association had not performed as well as the others in the portfolio or as the market in general, the trustees decided to sell the shares in these mutual funds and invest the proceeds in two other funds, the socially responsible fund in the MLA's portfolio and a new fund that had been recommended by a consultant to the trustees (see Oct. 2008 *PMLA* 1768). The new fund was an exchange-traded fund that had performed well since its inception. The past performance and other characteristics of this fund suggested to the trustees that it would be a sound investment. They informed the council, however, that their consultant had a structural conflict of interest with respect to the fund—he works for a company that advises the com-

pany that manages the fund. Council members decided that this was not a cause for concern. The trustees also reviewed the council's investment policy (see Oct. 2005 *PMLA* 1674–76) and noted that the current investment allocation between fixed-income instruments (43%) and equities (57%) was in keeping with the 45-55 allocation recommended by the council. Because of the continuing uncertain state of the economy, the trustees said they planned to maintain their frequent consultations on the performance of the MLA's investments. The council thanked the trustees for their work on behalf of the association.

5. *Review of Executive Council Statement on Investment Policy.* In conjunction with the report of the MLA trustees, the council reviewed its Statement on Investment Policy and decided that no changes were necessary.

6. *Approval of the October 2010 Council Minutes.* The council approved the minutes of its October 2010 meeting for publication in the May 2011 issue of *PMLA*.

7. *Departmental Reports.* The chairs of the three council subcommittees that had reviewed the annual reports from the MLA department heads summarized subcommittee members' comments and questions. After this general review, the council accepted the reports with thanks.

8. *PMLA Policy against Republishing.* During their review of the staff report on the editorial department, the members of the council's Subcommittee on Meetings and Publications had questioned *PMLA's* policy against republishing, because it does not recognize how the publishing environment has changed in the context of the Web. The council voted to ask the *PMLA* Editorial Board to reconsider this policy in consultation with local council members and to present a revised policy to the council for approval.

9. *Adoption of Peer-Review Guidelines for Translations.* Catherine Porter submitted to the council a set of peer-review guidelines for translations that she and Michael Henry Heim had developed. She explained that translation courses and programs play an increasingly important role in the undergraduate humanities curriculum. As a result, faculty members' literary and scholarly translations have begun to be considered a form of scholarship. The guidelines are intended to address the need to evaluate this work in the context of hiring, retention, promotion, and tenure decisions. Porter noted that the document had been endorsed informally by the American Literary Translators Association, the PEN American Center Translation Committee, and the Translation and Interpreting Summit Advisory Council, and she requested that the council approve the guidelines as an MLA document and disseminate them widely to the membership. The council made one suggestion for a change in wording and approved the peer-review guidelines as an MLA statement. To begin disseminating the document to the membership, the council authorized the publication of the guidelines at the MLA Web site.

10. *Request from the Committee on Contingent Labor in the Profession (CLIP).* The CLIP submitted to the council a document that outlines desirable employment practices for

non-tenure-track faculty members (NTTs) and presents self-study questions intended to help departments assess their policies and practices with regard to NTTs. The committee requested that the council endorse the document as an MLA statement. The council reviewed the document and noted that the committee had not taken into account the 2003 MLA Statement on Non-Tenure-Track Faculty Members and that the document would benefit from the addition of introductory material to explain the intent of the self-study questions. The council therefore asked the CLIP to revise the document and resubmit it. The council also asked Michael Bérubé to provide any necessary assistance to the committee.

11. *Establishment of a Prize in the Field of Indigenous Literatures and Cultures.* The council received the background information it had requested in October about numbers of books published and the membership status of authors and editors (see May 2011 *PMLA* 856). Since answers to the council's other questions were still forthcoming, the council postponed its decision on the establishment of a prize until May.

12. *Review of the Resolution Approved by the 2011 Delegate Assembly.* In accordance with article 7.B.3 of the MLA constitution, the council reviewed the resolution that the 2011 Delegate Assembly had approved (see May 2011 *PMLA* 846–50) to determine whether to forward the resolution to the membership for ratification. 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 council determined that the resolution, which is a statement of support for undocumented students seeking paths to legal status by attending institutions of higher education, posed no constitutional, legal, or fiduciary problems. The council therefore authorized non-substantive 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.

13. *Review of the Constitutional Amendment Approved by the 2011 Delegate Assembly.* As required by the MLA constitution (art. 13.D), the council reviewed the constitutional amendment approved by the 2011 Delegate Assembly (see May 2011 *PMLA* 842–44). During the council meeting, a council member pointed out a flaw in the wording of the amendment that caused a misinterpretation of the amendment's intent. A full explanation of the problem was provided after the meeting on the council's electronic discussion list. To address the problem, the council implemented its procedure for making decisions between meetings on time-sensitive matters (see Oct. 2010 *PMLA* 1102). Since the constitution permits the council to make

nonsubstantive modifications to the wording of an amendment as part of its review, council members remedied the problem by revising the wording of the amendment to eliminate any misinterpretation of the amendment's intent. The council then forwarded the revised amendment to the membership for the required ratification vote.

14. *Election of a Council Member to the Delegate Assembly Organizing Committee (DAOC).* The council elected Debra Ann Castillo to the DAOC for a two-year term (2011–Jan. 2013).

15. *Appointments to MLA Committees.* The council made fifty-three 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.

16. *Requests from Members.* The council received two requests from members. First, the council was asked to consider proposing a clearinghouse for graduate school letters of recommendation in literature and language departments, since schools' increasing use of online recommendation systems that are not standardized had made the submitting of recommendations more time-consuming and frustrating than in the past. During their discussion of this request, council members noted that the problems cited affected all fields, not just languages and literatures, and that the decentralized system for graduate school applications was not one that the MLA alone could change. Action by a different organization (e.g., the Association of American Colleges and Universities, the Council of Graduate Schools) would be necessary to institute a centralized system, one perhaps modeled on the Common Application for undergraduate admissions.

Second, the council was asked to require departments that advertise in the *Job Information List (JIL)* to state explicitly in their job announcements whether their institutions provide domestic partner benefits. The council's consideration of this request included a review of the MLA's current policy statement, adopted in 2002: "Institutions that offer domestic partner benefits are encouraged to indicate these benefits in their job announcements or in the benefit information they make available to candidates they wish to interview." Council members agreed that the current policy statement served the needs of advertising departments and job seekers alike and that the proposed requirement posed logistical problems for advertising departments that might lead to a reduction in the number of ads carried in the *JIL*, which would diminish the list's openness and its usefulness to job seekers. The council did not approve the request. It did, however, refer the request to the Committee on Academic Freedom and Professional Rights and Responsibilities and ask the committee to suggest ways to foreground the MLA's current policy, to determine whether other benefits should be signaled to job seekers, and to consider the relation between equal-employment-opportunity requirements and the provision of domestic partner benefits.