

Minutes of the MLA Executive Council

[Note: The Executive Council voted to approve these minutes at its May 2008 meeting.]

THE COUNCIL MET ON 22–23 FEBRUARY 2008 AT THE MLA OFFICE IN NEW YORK. PRESIDENT Gerald Graff presided. The officers present were First Vice President Catherine Porter, Second Vice President Sidonie Smith, and Executive Director Rosemary G. Feal. The Executive Council members present were Carlos J. Alonso, Charles Altieri, Sara Scott Armengot, Dorian F. Bell, Anne Ruggles Gere, Francis Abiola Irele, Mary N. Layoun, George Levine, Paula Rabinowitz, Lynne Tatlock, Priscilla Wald, and Alexandra K. Wettlaufer. Executive Council members Jane Harper and Hortense J. Spillers were 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.

The council began its morning session on 22 February by meeting in executive session to review council members' fiduciary responsibilities. Following the executive session and for the rest of the morning, the council convened in regular session to begin working through its agenda. After lunch, the council met in subcommittees. The Subcommittee on Administration and Finance reviewed four staff reports and the report from the trustees of the MLA's invested funds and considered appointments to five MLA committees. Attending were Gerald Graff, chair; Lynne Tatlock; Priscilla Wald; and Alexandra Wettlaufer. The Subcommittee on Projects (Catherine Porter, chair; Carlos Alonso; Mary Layoun; George Levine; and Paula Rabinowitz) met to discuss four staff reports and a committee request and to consider appointments to five MLA committees. The Subcommittee on Meetings and Publications (Sidonie Smith, chair; Charles Altieri; Sara Armengot; Dorian Bell; Anne Gere; and Abiola Irele) reviewed five staff reports and considered appointments to seven MLA committees. At the conclusion of the subcommittee meetings, the full council reconvened to hear the reports and recommendations of its subcommittees and to take action on the various requests before it. Before adjourning for the day, the council discussed a draft of the report of the ADE Ad Hoc Committee on Staffing. On 23 February, in morning and afternoon regular sessions, the council continued working through its agenda. The council adjourned at 2:40 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 2007, which showed that the association concluded the fiscal year with a surplus of \$1,287,324 in the unrestricted fund. Rosemary Feal said that the surplus was added to the association's cash reserve, which brought the reserve to the target amount that the council had specified (i.e., enough to cover four months of association expenses; see May 2004 *PMLA* 624).

The council also received the Finance Committee's report, which reviewed the budget for the current fiscal year using four-month projections. The committee noted the most significant changes to date in revenue and expense projections, which were few, and explained that it was too early in the fiscal year to make other changes to budget projections.

The Finance Committee asked the council to consider several matters relating to the preparation of a budget for the fiscal year 2008–09, and the council authorized the staff to prepare a balanced budget.

The council adopted the following two resolutions relating to financial management. [Note: The president certified the council's action by signing the original documents containing the resolutions. These documents were 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.

RESOLVED: That Rosemary G. Feal as executive director of the corporation, Judy Goulding as managing editor of MLA publications and director of publishing operations for the corporation, and Terrence Callaghan as director of operations for the corporation be and hereby are authorized jointly to open a custody account with the United States Trust Company of New York in the name of the corporation and deposit therein such property of the corporation as they may deem advisable.

It is FURTHER RESOLVED: That Rosemary G. Feal, Judy Goulding, and Terrence Callaghan be and hereby are authorized jointly to direct all changes of investments and authorize the delivery of any securities or cash, and the property therein shall be subject to such control until further action by this board.

It is FURTHER RESOLVED: That United States Trust Company of New York be and hereby is designated a depository of this corporation and is authorized and directed to pay checks and other orders for the payment of money when signed in the following manner: [manner of signing specified].

The council also 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 appointed George Levine and reappointed Carlos Alonso to join the officers of the association on the council's Audit Committee in 2008.

2. *Good Neighbor Fund.* Established by the Executive Council in 1988, the Good Neighbor Fund assists permanent residents of soft-currency or developing nations with the payment of MLA membership dues. The fund is supported by members' contributions. Rosemary Feal reported to the council that in recent years the fund had attracted many contributions but few applications. She proposed that the council authorize use of the fund for an additional purpose: to subsidize travel to the convention for members who reside abroad, especially those for whose benefit the fund was originally established. The council asked the staff to develop an implementation plan for the council's consideration at the May council meeting.

3. *Report of the MLA Trustees.* The council received the trustees' annual report, which showed that at the end of the calendar year 2007 the association's endowment fund and five 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 performance of the various mutual funds in which the MLA had investments. They identified underperforming mutual funds and decided to change one of these investments and keep a close watch on the early-2008 performance of another. 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 (39%) and equities (61%), while slightly more aggressive than the 45-55 allocation recommended by the council, was in keeping with the investment policy and was appropriate given the trustees' belief that endowment funds will not be needed to support the ongoing operations of the association at any time in the foreseeable future.

The council thanked the trustees for their work and took special note of the twentieth anniversary of Malcolm Smith's service as managing trustee. The council asked Rosemary Feal to write to Smith to express the council's gratitude and appreciation for his extraordinary service to the MLA.

During the council's discussion of the trustees' report, the Subcommittee on Administration and Finance reported that it had reviewed the council's investment policy and found no need for changes.

4. *Request from the MLA Trustees.* Rosemary Feal reported that, during the trustees' annual meeting, Malcolm Smith had inquired about inviting a consultant to join in the trustees' deliberations to help ensure long-term continuity in the management of the association's financial affairs. Smith and the other trustees decided to request that the council authorize them to invite a person with financial expertise to serve pro bono as a consultant. The council would then have the option of appointing the consultant as managing trustee if at any point Smith chose not to continue. The council gave the requested authorization.

5. *Approval of the October 2007 Council Minutes.* The council approved the minutes of its October 2007 meeting for publication in the May 2008 issue of *PMLA*.

6. *Departmental Reports.* The council accepted staff members' annual departmental reports with thanks and asked the chairs of the three council subcommittees that had reviewed the staff reports to summarize the questions discussed during the subcommittee meetings. In conjunction with the report on trends in the *Job Information List (JIL)*, the council authorized the staff to post the report on the Web site. The council also encouraged the staff to make it easier for users of the online *JIL* to find expired job listings.

7. *Progress Report from the Council Subcommittee on Teaching and Learning in the Humanities.* The council subcommittee charged with developing a document that would elucidate the values of a humanities education and the criteria that inform teaching in the humanities had not had time to produce the revised draft that was discussed at the previous council meeting (see May 2008 *PMLA* 826). Gerald Graff, the subcommittee chair, asked council members to comment instead on his President's Column in the Spring 2008 issue of the *MLA Newsletter*, "Assessment Changes Everything." During the discussion, council members expressed many different views on the subject of outcomes assessment. The council concluded that it would not be able to decide whether and how to articulate a position on outcomes assessment without first gathering information on the extent to which departments have implemented programs of outcomes assessment and on the methods they use and then trying to identify best and worst practices. The subcommittee therefore offered to

develop a proposal on an information-gathering survey for the council's consideration in May.

8. *PMLA Editor's Term.* The council exercised its option to extend Patricia Yaeger's term as editor of *PMLA* by two years. Yaeger was therefore invited to continue serving as editor through June 2011. [Note: Yaeger accepted the term extension.]

9. *Selection of a Site for the 2009 Annual Convention.* The council selected Philadelphia as the site of the December 2009 convention.

10. *Recommendation from the Program Committee.* The Program Committee reported that it had completed its review of the allied organization status of the American Association of Professors of Yiddish (AAPY), which had been deferred from 2006 to 2007 (see Jan. 2007 *PMLA* 368 and Jan. 2008 *PMLA* 268), by resolving a question about whether the AAPY involved a large and diverse portion of its membership in its convention program. Following the committee's recommendation, the council renewed the allied organization status of the AAPY for six years, through the January 2014 convention.

11. *Proposals from the Ad Hoc Committee on the Structure of the Annual Convention.* At its October 2007 meeting, the council authorized the Ad Hoc Committee on the Structure of the Annual Convention to seek the 2007 Delegate Assembly's endorsement of two committee proposals, one for reallocating guaranteed convention sessions and eliminating scheduling inequities and one for developing two new types of sessions (see Jan. 2008 *PMLA* 264–66). At the present meeting, Rosemary Feal reported to the council that the assembly had overwhelmingly endorsed the ad hoc committee's proposals. As a result, the ad hoc committee wished to present its proposals formally to the council for action. The council authorized the ad hoc committee to pursue the implementation of the proposals.

12. *Request from the Committee on the Status of Graduate Students in the Profession (CSGSP).* The CSGSP requested the council's permission to post a document it had developed, "Recommendations for Good Practice for Graduate Students of Color," on the committee's page at the MLA Web site. The Subcommittee on Projects reviewed this request during its meeting on Friday afternoon and recommended to the council that permission not be granted. The subcommittee also recommended a process of document revision for the CSGSP to undertake. The council accepted both of the subcommittee's recommendations and instructed the staff to transmit to the CSGSP the subcommittee's recommendations for revision of the document.

13. *Recommendations from the 2007 Delegate Assembly.* The council received and acted on a report on the two motions approved by the Delegate Assembly during the assembly's meeting on 29 December 2007 in Chicago. [Note: For a full account of the Delegate Assembly meeting, including the text of each motion, see May 2008 *PMLA* 809–22.]

First, the assembly approved a motion calling on the Executive Council "to pursue the revision of the 1990 'Statement on Censorship and Academic Freedom' from the

Committee on Academic Freedom and Professional Rights and Responsibilities, taking into consideration the 2007 Delegate Assembly's open discussion of academic freedom." In addition to the motion, the council considered a set of recommendations from the Committee on Academic Freedom and Professional Rights and Responsibilities (CAFPRR), which had met at the MLA office the preceding week, about the issues that a revised statement should address. During the council's discussion of the motion and the CAFPRR's recommendations, it was noted that the 1990 CAFPRR statement was an internal committee document and that a revision would aim to produce a public document. Council members had reservations about some of the issues that the CAFPRR had identified and expressed concern that a statement covering all the CAFPRR's issues would be too diffuse. The council agreed that a new public statement was needed and decided to implement the motion by asking the CAFPRR to draft a new statement for the council to use as the basis for an MLA statement.

The second motion called for changes in the handling of reports from MLA committees in general and for the publication of a letter from members of the Ad Hoc Committee on Diversity and Tolerance along with the recommendations that the ad hoc committee had submitted to the council in October 2004 as part of its final report. In February 2005, the council decided not to publish the ad hoc committee's recommendations because the council did not accept some of the recommendations and modified others (see Oct. 2005 *PMLA* 1678). The council reaffirmed this decision in May 2006 in response to a request from members of the ad hoc committee. When considering the assembly's motion, the council affirmed again that it was not possible to publish recommendations that had been superseded by other council actions. The council also found that both parts of the motion were based on an unfortunate misunderstanding of settled association procedure with respect to committee reports. An MLA committee reports to the body that charged the committee, and the charging body decides the disposition of the committee's reports. Because the council hoped to avoid this sort of misunderstanding in the future, it instructed the staff to prepare clear guidelines for all committees so that committee members will be fully aware of the procedures that govern their work. As required by the constitution, the council will explain the reasons for not implementing this motion to the 2008 Delegate Assembly.

14. *Review of Resolutions Approved by the 2007 Delegate Assembly.* In accordance with article 7.B.3 of the MLA constitution, the council reviewed the three resolutions approved by the 2007 Delegate Assembly (see May 2008 *PMLA* 816–20) to determine whether to forward the resolutions 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 first two resolutions that the council reviewed posed no constitutional, legal, or fiduciary problems, so the council authorized nonsubstantive copyediting changes to the wording of the resolutions and forwarded them to the membership for the required ratification vote. The first resolution was a statement of support for "state legislation aimed at ensuring fair pay and job security with full due-process protections for contingent faculty members and at establishing a higher proportion of full-time faculty members." The second urged universities to "resist the inclusion of unsolicited outside opinion in faculty appointment or promotion reviews" and called on the MLA to "defend the academic freedom and the freedom of speech of faculty members and invited speakers to address the issue of the Middle East in the manner they choose."

During the council's review of the third resolution, which dealt with the University of Colorado's investigation of Ward Churchill, council members discussed at length the applicability of the provisions of article 7.B.3 to this resolution. Because the council could not resolve the questions raised, it deferred action on the resolution and asked Rosemary Feal to consult with the association's lawyer about council members' questions.

15. *Review of Constitutional Amendments Approved by the 2007 Delegate Assembly.* As required by the MLA constitution (art. 13.D), the council reviewed the constitutional amendments approved by the 2007 Delegate Assembly and forwarded them to the membership for the required ratification vote.

16. *Election of a Council Member to the Delegate Assembly Organizing Committee (DAOC).* To widen the pool of council members eligible for service on the DAOC, the council provisionally suspended its requirement that one of the council's two DAOC members represent the field of English, including American, and the other represent another field. The council then elected Dorian F. Bell to the DAOC for a two-year term (2008–09).

17. *Appointments to MLA Committees.* The council made sixty appointments to the standing committees of the association and appointed eight committee chairs or cochairs. The names of all new and continuing committee members will appear in the September 2008 (Directory) issue of *PMLA* and at the MLA Web site.

18. *Request to Join the Free Exchange on Campus Coalition.* The council received a request that the MLA join the Free Exchange on Campus Coalition, whose mission is to protect the free exchange of speech and ideas on college and university campuses. During the council's discussion, it was noted that the council could support the coalition's goals but that the council had little information about the activities of the coalition, which had been formed in 2006. In response to council members' questions, Rosemary Feal said that the council could withdraw from the coalition if its activities or its expectations of coalition members created problems for the MLA. The council concluded its discussion by voting to join the coalition.