

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF EDUCATION

In Re: Public Hearing and Protest :
on the Application of :
Wilson College for :
Approval to Amend its :
Articles of Incorporation :
:

Pages 1 through 131 Honors Suite
PA Department of Education
333 Market Street, 1st Floor
Harrisburg, Pennsylvania 17126

Monday, June 16th, 2014

Met, pursuant to notice at, 9:00 a.m.

BEFORE: Hearing Officer L. Jill Hans,
Deputy Secretary, Office of
Postsecondary/Higher Education
Karen Feuchtenberger,
Senior Assistant Counsel
Patricia Landis, Division Chief

APPEARANCES:
Elizabeth A. Maguschak, Esquire
McNees, Wallace & Nurick, LLC
100 Pine Street
P.O. Box 1166
Harrisburg, Pennsylvania, 17108-1166
(For Wilson College)

Gretchen Van Ness, Esquire
44 School Street
Suite 510
Boston, Massachusetts, 02108
(For the Petitioners/Limited Participants)

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P R O C E E D I N G S

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3 HEARING OFFICER L. JILL HANS: Good
4 morning. My name is Jill Hans. I'm the Deputy
5 Secretary for the Office of Post Secondary and Higher
6 Education here at the Department of Education. Acting
7 Secretary of Education Dumaresq has appointed me to
8 preside at this informational hearing. With me here is
9 Karen Feuchtenberger, Senior Assistant Counsel, and
10 Division Chief Patti Landis.
11 Limited Participants representing
12 Wilson College Alum, will you please introduce
13 yourselves for the record?
14 MS. HOPKINS: My name is Kendal
15 Hopkins.
16 MS. TISHOK: My name is Paula Tishok.
17 ATTORNEY VAN NESS: My name is Gretchen
18 Van Ness.
19 MS. BEHM: My name is Melissa Behm.
20 HEARING OFFICER HANS: Thank you. For
21 everyone's benefit, you need to push the mic. When
22 it's red, it's on. And please turn down your cell
23 phones or turn them off so that they're not a
24 disruption. And Wilson College representation, will
25 you please introduce yourselves?

1 ATTORNEY MAGUSCHAK: My name is
2 Elizabeth Maguschak from McNees, Wallace & Nurick, and
3 I am Counsel for the College.

4 MS. MISTICK: Good morning. I'm
5 Barbara Mistick. I'm President of Wilson College.

6 MS. DURGIN: I'm Leslie Durgin, member
7 of the Board of Trustees.

8 MR. GIBB: I'm John Gibb. Just left my
9 term as Chair of the Board.

10 HEARING OFFICER HANS: Thank you. The
11 general history of this matter is as follows. In May
12 2013, Wilson College's Board of Trustees voted to amend
13 its Articles of Incorporation. Subsequent to that
14 time, Wilson College submitted to the Pennsylvania
15 Department of Education an application for Approval of
16 Certificate of Authority to amend the Articles of
17 Incorporation. As the process requires, the Department
18 published Wilson College's application in the
19 Pennsylvania Bulletin on July 13th, 2013, which
20 provided a Notice of Opportunity for Hearing and
21 Invitation to Protest.

22 Approximately, 40 individuals and/or
23 organizations responded to the Pennsylvania Bulletin
24 notice, some filing protests, others requesting a
25 public hearing, and filing a Petition to Intervene. In

1 October 2013, the Acting Secretary of Education
2 appointed me as the Hearing Officer, and I granted
3 limited participation status to Gretchen Van Ness and
4 three individuals who filed protests and requested the
5 same status. Those individuals include Paula Tishok,
6 Kendal Hopkins, and Melissa Behm.

7 As requested by me, Wilson College and
8 the Limited Participants each submitted to the
9 Department written testimony, responses to the written
10 testimony, and suggested questions to be asked at this
11 hearing. The hearing is an informational hearing.
12 Therefore, there will not be any Cross Examination of
13 those individuals who are testifying, and the only
14 questions that will be asked will be by me as the
15 Hearing Officer.

16 As previously stated, Wilson College
17 and the Limited Participants submitted suggested
18 questions to me. I have reviewed and considered those
19 questions in developing the questions that I will ask
20 after the testimony has been presented. Wilson College
21 and the Limited Participants will each be allowed two
22 hours to provide their testimony. In a previous
23 conference call, we explained that the College and the
24 Limited Participants did not have to read their written
25 submissions verbatim, but their testimony could not

1 introduce anything new that was not provided in their
2 written submissions. As stated, I will ask questions
3 and there will be no give-and-take from Wilson College
4 and the Limited Participants during the questioning.
5 You will have the opportunity to address issues in
6 post-hearing statements.

7 We will not have a closing statement of
8 any kind at the close of this hearing. Instead, I will
9 receive written statements from Wilson College and the
10 Limited Participants following the hearing as described
11 here. The statements should be in the form of a letter
12 addressed to me as the Hearing Officer with copies
13 provided to all participants. The statements should
14 include both factual and legal discussions. The
15 statements should not exceed 10 pages. Statements from
16 both Wilson College and the Limited Participants should
17 be received here at the Department by August 1st, 2014.
18 I may request additional information or documentation,
19 if necessary.

20 The following materials will be
21 included as part of the record of this proceeding.
22 Wilson College's application for Approval of
23 Certificate of Authority to amend Articles of
24 Incorporation, the written correspondence and
25 statements submitted by Wilson College, the written

1 correspondence and statements submitted by the Limited
2 Participants, and the testimony presented here today.
3 Regarding today's schedule, we will hear Wilson
4 College's testimony first. At the conclusion of their
5 testimony, we will break for approximately 15 minutes
6 and reconvene to hear the Limited Participants. Each
7 will have two hours to present their testimony. At the
8 conclusion of the Limited Participants' presentation,
9 we will break for lunch for one hour. After lunch, we
10 will reconvene here for my questioning of both Wilson
11 College and the Limited Participants. At that point,
12 the hearing will be concluded.

13 Are we ready to begin? Please.

14 ATTORNEY MAGUSCHAK: Good morning.

15 Again, my name is Elizabeth Maguschak and I represent,
16 along with my firm McNeese, Wallace & Nurick and my
17 partner Jeff Champagne who is here somewhere, represent
18 Wilson College. We were first retained by Wilson
19 College in November of 1998 to assist them in various
20 legal matters. We also represent a number of other
21 colleges and universities and have helped other
22 colleges and universities file Articles of
23 Incorporation.

24 We at Wilson College are pleased to
25 participate in this informational hearing and

1 appreciate the time and energy the Department has
2 devoted to this matter. We understand that an
3 information hearing is not the same as an adversarial
4 or adjudicative hearing. That there are not two
5 opposing parties, but rather that some of today's
6 speakers are participants for the purpose of this
7 hearing. We also recognize that as an informational
8 hearing there are no comprehensive rules of evidence,
9 no Cross Examination, and no objections based on
10 relevance or accuracy. Wilson College respects this
11 process and will not voice objections or otherwise
12 treat this as an adversarial court hearing.

13 Even so, we acknowledge that ultimately
14 what the Department of Education is called upon to do
15 in this process is to make a decision within the
16 confines of the law, which defines the questions
17 properly before us. These are not policy questions.
18 These are legal questions. The questions posed here
19 are those stated in 24 Pa.C.S. Section 6503(d) and
20 6504(c). Section 6504(c) poses three questions to
21 answer. It asks whether the College's Articles of
22 Incorporation, one, conform to law including whether
23 they conform to the regulations of the Department.
24 Two, conform to the standards and qualifications
25 prescribed by the State Board. And three, will result

1 in an institution which under rules, standards, and
2 qualifications would be eligible to receive a
3 Certificate of Authority as an institution.

4 The central law to which the Amended
5 Articles of Incorporation must conform is in 24 Pa.C.S.
6 Section 6503(d). This section essentially asks whether
7 the Applicant, in this case Wilson College, one,
8 complies with the standards and the applicable statutes
9 and regulations. Two, has courses of instruction and
10 mission standards and a faculty whose composition
11 appears to be sufficient and conform to the statute.
12 And three, is likely to contribute to satisfying the
13 educational needs of the Applicant's locality and the
14 Commonwealth at large.

15 Although all information pertaining to
16 the amended charter has been deemed allowable in this
17 hearing, it is only the questions in the statutes and
18 regulations which are truly relevant with regard to
19 this proceeding. And the College is confident that all
20 of these questions are appropriately answered in favor
21 of approving the amendments to the College's Articles
22 of Incorporation.

23 None of the questions or standards in
24 Section 6503 or Section 6504 take away from the
25 College's own board the ability to control the pace of

1 innovation and change so long as the resulting
2 institution is eligible under the current rules and
3 formal standards of the Department. These questions or
4 standards do not favor tradition over change or
5 innovation. They do not favor difference over sameness
6 nor do they favor one process over another. These
7 considerations are simply not part of the established
8 standards and should not come into play in this matter.

9 To review, the Department standards are
10 found in Chapter 40 and also in Chapters 31 and 32 of
11 the State Board regulations. Chapter 32 favors equal
12 opportunity within each college. It does not favor sex
13 or gender as a qualification for college. In Chapter
14 31, Section 31.31 addresses admissions. That section
15 favors the selection, admission, and retention of
16 qualified students. It does not favor sex-specific
17 limitations on the selection, admission, or retention
18 of qualified students.

19 Chapter 40 is entitled institutional
20 approval. Some sections within Chapter 40 relate to
21 state system status, state related status, and state
22 aided status. None of these, obviously, apply to
23 Wilson College. Other parts of Chapter 40, however,
24 are applicable, but none of the applicable sections
25 favor single-sex education over coeducational programs

1 and none favors old practices over new practices. None
2 of the Department's standards address either the
3 educational or business models a college or university
4 might choose to employ be it liberal arts versus
5 vocational training or single sex versus coeducation.
6 It is only the information bearing on the standards in
7 these regulations and the statutes I mentioned earlier
8 that are ultimately relevant when the Department
9 applies the law.

10 Because some of what is offered as
11 information by the Limited Participants will not be
12 relevant to the applicable standards, the College will
13 not address all of the points presented today. This is
14 not because of a lack of respect for the Department's
15 process or a lack of respect for today's speakers, but
16 rather a choice to be responsive to the standards and
17 the statutes and regulations mentioned and not to
18 issues that are the province of the College's own Board
19 of Trustees.

20 With that context in mind, the College
21 is pleased to proceed. And at this time, I would like
22 to introduce Barbara Mistick, President of Wilson
23 College.

24 MS. MISTICK: Thank you, Liz. Before I
25 get started this morning, I just want to thank the

1 number of trustees that are in the audience today.
2 They really came out in great number including a number
3 of former trustees and several former board chairs as
4 well as our current Board Chair of the College.
5 Additionally, I want to thank the faculty, staff,
6 administrators, and many of our alumnae who are also
7 here today in support of the College. It really is
8 wonderful to have their support.

9 Before I discuss the process that
10 resulted in the amendments to Wilson's Articles of
11 Incorporation that are before you today, I'd like to
12 offer some relevant background information. Wilson
13 College has a history of serving a male student
14 population. From heeding the government's call to
15 educate returning World War II servicemen to the
16 College's adult degree program and coeducational
17 graduate programs, men have been in Wilson's classrooms
18 for decades. Moreover, for as long as can be
19 remembered, sons of employees have participated in the
20 College's undergraduate program. Indeed, as of fall
21 2013, Wilson's total undergraduate student population
22 was 12-percent male.

23 The Limited Participants would have you
24 believe that the College's decision to enroll men in
25 its residential undergraduate program was rushed and

1 uninformed. As our written testimony demonstrates,
2 this was not the case. Wilson College is and has long
3 been a college that educates female and male
4 undergraduates together. While residential facilities
5 have remained single sex, classrooms and other academic
6 facilities have been and are coeducational. The
7 participation of male students in the undergraduate
8 program has been distinguished from some other
9 students' participation at Wilson College only by their
10 lack of residential status.

11 Female and male students have not been
12 differentiated in terms of the classes they could
13 enroll in or the degrees they could earn. This is the
14 reality of Wilson College. If there is a clear-cut
15 change that is at issue here, it relates to campus
16 housing, not the educational offerings of the College.
17 It is critically important to understand that for many
18 years Wilson College has struggled with its enrollment
19 levels, particularly in the residential undergraduate
20 college. In the enrollment history included as Exhibit
21 E, you can see the student population begin to decline
22 from a high in 1967 of 732 students through the 1970s
23 to less than 200 at the end of the decade.

24 At this time, an emphasis was placed on
25 undergraduate enrollment growth, but enrollment in the

1 residential undergraduate program continued to sit
2 below 200 from 1984 through 1993. Over time, the
3 College has implemented other programs like the adult
4 degree program, graduate programs, and niche majors
5 like equestrian studies and veterinarian medical
6 technology to support an under-enrolled residential
7 undergraduate college. Even so, residential
8 undergraduate enrollment has remained stagnate since
9 1996, falling between 215 and 338 students. In fact,
10 prior to the commission process, the College
11 experienced a nearly 25-percent reduction in overall
12 enrollment during the three-year period from the
13 2009/'10 academic year to the 2011/'12 academic year,
14 dropping from 838 across all programs to 695.

15 Recognizing the financially detrimental
16 effects of stagnant or declining enrollment, my
17 predecessor and the Wilson College Board of Trustees
18 adopted a strategic plan in October of 2010 that
19 established a goal of increasing enrollment to a
20 minimum of 1,000 students. And I quote from that
21 strategic plan, in order to achieve our programmatic
22 growth and achieve financial equilibrium we must enroll
23 a minimum of 1,000 students including minimums of 400
24 full-time residential students and 600 adult degree and
25 graduate students, end quote.

1 I was appointed President of Wilson
2 College on July 1st of 2011. At that time, we began a
3 careful review of the strategic plan. In August of
4 2011 as a first step, my cabinet and I refined the
5 original strategic plan, which had consisted of three
6 goals and 81 objectives and strategies to 11 achievable
7 high-impact goals that supported the original plan's
8 intent of reaching minimum enrollment levels of 1,000
9 students.

10 In October of 2011, we provided the
11 Board with a strategic planning update. Throughout the
12 fall of 2011 and the winter of 2012, my administration
13 continued to work to refine and refocus the strategic
14 plan eventually identifying five key high-impact goals
15 along with action plans. And in February of 2012, we
16 provided the board with an update on the strategic
17 plan. This was part of a continuing and inclusive
18 process. In October of 2011, the College's Board of
19 Trustees recognized the need for a critical assessment
20 of the College moving forward and authorized me to
21 appoint the commission on shaping the future of Wilson
22 College.

23 As defined by the Board of Trustees,
24 the commission was to include representatives from a
25 wide-variety of Wilson constituencies including

1 trustees, alumnae, cabinet members, faculty members,
2 staff, and students. The commission's task was to
3 study and to recommend opportunities to provide Wilson
4 with the optimal scenario for the future. From the
5 outset, it was made clear that all options were to be
6 considered with the development and implementation of
7 programs, infrastructure improvements, marketing
8 efforts, and recruiting of men into the residential
9 undergraduate program being some of the ideas explored.

10 To assist in the commission's work, the
11 College hired Stevens Strategy, a nationally recognized
12 higher education consultant to conduct market research
13 and assist with analyzing the options for strengthening
14 Wilson's future. In November of 2011, the College
15 began the collection of key data including over 40
16 previous studies and sources of data for use and
17 analysis by the commission and Stevens Strategy. At
18 this time, I also began to appoint members of the
19 commission. In December, in consultation with Board
20 Chairman John Gibb, I named Trustee and alumnae Leslie
21 Durgin, class of 1969, as chair of the commission on
22 shaping the future of Wilson College. And in February
23 of 2012, Leslie and I appointed the remaining members
24 of the commission.

25 All of these processes, the strategic

1 plan before my arrival, our review of that plan, and
2 the commission process were all conducted to find ways
3 to reverse the history of stagnant enrollment in the
4 residential undergraduate college and to create
5 financial sustainability at Wilson College. As we have
6 seen both before the College adopted the Wilson Today
7 Plan and recently, we are not alone in making this kind
8 of evaluation. But the key thing to remember about the
9 Wilson Today Plan is that it was a sound process that
10 resulted in a five-part, interdependent plan covering
11 the areas of value and affordability, infrastructure
12 improvements, coeducation, new academic programs, and
13 marketing. All of which are critical to address a wide
14 range of issues that focus on enrollment. It was not
15 and never has been a plan for coeducation.

16 I'll now turn to Leslie Durgin, who was
17 chair of the commission on shaping the future of Wilson
18 College to discuss the commission's work. Leslie.

19 MS. DURGIN: Thank you, Barbara, and
20 good morning. My name is Leslie Durgin. I graduated
21 from Wilson in 1969 and in the years since I've held
22 senior executive positions in the public sector at both
23 the state and local levels, in for-profit business, and
24 in non-profit organizations. I'm currently the
25 director of government affairs for a law firm in

1 Denver.

2 I'm in my ninth and final year as a
3 member of the Wilson College Board of Trustees. I
4 currently chair the commission on trusteeship and
5 governance and until a month ago was vice chair of the
6 board, and as Barbara said I chaired the commission.
7 As Barbara Mistick has already noted in our October
8 2011 meeting, the College's Board of Trustees
9 authorized President Mistick to form the commission on
10 shaping the future of Wilson College and to name its
11 members. As discussed by the Board at that meeting,
12 the commission was to include representatives of a wide
13 variety of Wilson constituencies including trustees,
14 alumnae, cabinet members, faculty, staff, and students.

15 The commission's task was to study and
16 recommend opportunities to provide an optimal scenario
17 for Wilson's future. Nothing was off the table as far
18 as possible alternatives. And from the outset,
19 development and elimination of programs, infrastructure
20 improvements, and recruiting men in the residential
21 undergraduate program were just some of the ideas that
22 the commission explored.

23 The commission first met in February
24 2012. As Exhibit L, the focused strategic review and
25 timeline of the commission demonstrates this was just

1 the beginning of an exhaustive and comprehensive review
2 by the commission that included 14 formal meetings,
3 numerous subcommittee meetings over a 10-month period.
4 As part of its responsibilities to the commission, the
5 College hired Stevens Strategies to assist us through
6 the process. In March and April of 2012 a market
7 survey was designed and launched by Stevens Strategy.
8 The survey was sent to current and prospective students
9 as well as alumnae. Stevens then presented an analysis
10 of the survey results and issued its report, Exhibit M,
11 on May 16th, 2012. Pages 11 through 23 set forth a
12 specific analysis relating to coeducational issues.

13 The commission then met to review the
14 survey results, establish subgroups and a work plan,
15 and review its charge, which was to develop a plan to
16 reach the strategic plan's enrollment goals, achieve
17 financial sustainability, and realistically shape an
18 optimum scenario for Wilson's future. I worked with
19 President Mistick in writing the commission's charge to
20 ensure that we could meet those expectations.

21 Members of the commission met with the
22 Board of Trustees in May 2012 to present the survey
23 results and other data and to review the substance of
24 the commission's charge. Because the commission
25 reported to the president while the charge was

1 discussed and received general approval from the board,
2 it was not required for the board to formally adopt the
3 charge through an official vote. Also, that month,
4 members of the commission met with the president and
5 her cabinet with academic and non-academic division and
6 department heads to present the survey results and
7 other data as well as our initial reactions to the
8 survey and associated data.

9 In June 2012, the commission members
10 met with alumnae during the alumnae weekend to present
11 our work plan, the survey results, and other data, and
12 initial subgroup reactions to the survey and associated
13 data. In August 2012, members of the commission met
14 with members of the Board of Trustees to preview the
15 first open campus meeting presentation. Also in August
16 of 2012, members of the commission met with faculty and
17 staff at which meeting Stevens Strategy presented the
18 survey results and data. Part of the discussion around
19 the presentation of data was that every option,
20 including program changes and coeducation, at the
21 residential undergraduate level was under consideration
22 by the commission in order to meet its charge.

23 In September 2012, the first open
24 campus meeting to which all constituencies were invited
25 occurred. Members of the commission shared the

1 evolving work through presentations and a question and
2 answer session. Events were live-streamed online with
3 a moderator to permit questions to be submitted online.
4 Also on September of 2012, President Mistick held a
5 town hall meeting with Philadelphia area alumnae
6 regarding the work of the commission to date. Prior to
7 the second and third open campus meetings in October
8 and November, respectively, the same process was
9 repeated. Commission members met with the members of
10 the board, with academic and non-academic division and
11 department heads, and with the cabinet to review the
12 presentations and the evolution of the work.

13 The second and third open campus
14 meetings were also live-streamed with a moderator
15 available for submitted questions. Also during the
16 October open campus meeting, the market subcommittee
17 presented information examining the potential role of
18 male students in the future of Wilson College.
19 President Mistick held a second town hall meeting in
20 November of 2012 with the Washington D.C./Baltimore
21 area alumnae regarding the work of the commission to
22 date. As the process moved towards its conclusion in
23 November of 2012, the commission met as a whole to
24 review, discuss, and approve the final report.
25 Thereafter, the commission presented its strategic

1 ideas to a special meeting of the executive committee
2 of the Board of Trustees of Wilson College and to
3 President Mistick outlining the strategic ideas to meet
4 the charge of the commission. These ideas were divided
5 into seven categories; strategic recruitment and
6 retention, tuition pricing and financial aid, marketing
7 and visibility, academic programs, infrastructure, male
8 students, and mission.

9 The strategic idea regarding male
10 students was summarized as follows, and I quote from
11 the report. Wilson should open enrollment to male
12 students across all constituencies and ages and permit
13 male students to reside on campus. Pennsylvania
14 currently is home to six women's colleges. There are
15 14 women's colleges within a four-hour drive of
16 Chambersburg. Six women's colleges in Pennsylvania
17 have gone coed in the past decade. Nationally, in the
18 past decade, 11 women's colleges have closed and 24
19 have gone coed. Of the women's colleges that remain
20 single sex today, all except one are either located in
21 high-density populations, are religiously affiliated,
22 or ideologically are very conservative. Wilson College
23 is the one exception. In order to achieve the
24 enrollment growths needed for financial stability,
25 Wilson must open its doors to this new market, end

1 quote.

2 In their initial written testimony and
3 again in their rebuttal to the College, the Limited
4 Participants claim that the commission timeline
5 presented by the College is false or misleading. As
6 chair of the commission, I can tell you with certainty
7 that the timeline as laid out by the College reflects
8 the true calendar of events. One more note. The
9 Limited Participants assert that the alumnae were not
10 sufficiently involved in the process. Alumnae were an
11 important part of the entire process. The commission
12 included six alumnae and one husband and one son of
13 alumnae. The Board of Trustees in January of 2013
14 included 14 alumnae and three husbands or sons of
15 alumnae. Moreover, throughout the College's testimony
16 we have demonstrated many efforts to involve alumnae in
17 the commission process. Needless to say, they like all
18 other constituencies were asked for their input and
19 their commentary.

20 I'd like to refer to something near the
21 beginning of Ms. Van Ness's written testimony that I
22 agree is both important and true. In early 2012, Ms.
23 Van Ness was an ex-trustee of the College and I was a
24 current trustee. As previously stated, I was appointed
25 chair of the commission and I asked Ms. Van Ness to

1 serve on the commission. In her written testimony, Ms.
2 Van Ness states she was concerned about whether the
3 commission was, quote, just a cover for a decision that
4 had already been made, end quote. I assured Ms. Van
5 Ness that while everything was on the table for
6 consideration by the commission, nothing had been
7 decided. While I question the accuracy of Ms. Van
8 Ness's chronology, I do not question this. It is
9 accurate the commission was not working from any
10 preconceptions about the results.

11 Before I finish, let me take a moment
12 to say one final thing about the commission's work. To
13 suggest that a complex process of this nature would be
14 flawless rather than difficult and contentious, that it
15 would not produce frustration on the part of everyone
16 involved is naïve. But to presume that such difficulty
17 renders the result and the conclusions as inferior or
18 incorrect especially because you disagree with the
19 outcome is disingenuous at best and disrespectful to
20 the work of those involved.

21 I'd like to now turn this over to John
22 Gibb, also a member and a leader of the Board of
23 Trustees.

24 MR. GIBB: Thank you very much, Leslie.
25 My name is John Gibb. My mother graduated from Wilson

1 College in 1929. I'm entering my 17th year on the
2 Wilson Board of Trustees and just ended my term as
3 Board Chair. In my day job, I work for Jones, Lang,
4 LaSalle, which is an international firm. And my role
5 is to advise colleges and universities on finance and
6 real estate. Prior to joining Jones, Lang, LaSalle, I
7 worked at Sallie Mae where I ran a division that was
8 --- that financed colleges and universities nationwide.

9 Based on the work of the commission,
10 President Mistick crafted an interdependent plan for
11 the Board of Trustees' consideration covering five key
12 areas; value and affordability, infrastructure
13 improvements, coeducation across all programs, new
14 academic programs, and marketing. Each of the parts of
15 this plan were and continue to be critical to its
16 success. Throughout the commission, administration,
17 and board processes, coeducation was never isolated as
18 the answer. It was always one element of an
19 interdependent plan with each element supporting the
20 others in growing enrollment over time.

21 On November the 30th and December the
22 1st, 2012, at a specially convened session of the Board
23 of Trustees, President Mistick presented her plan along
24 with supporting data from the commission process.
25 Prior to the meeting, the College offered trustees a

1 series of informational conference calls on topics
2 ranging from the financial model to coeducation. After
3 two days of meetings, information sessions, tours and
4 discussions, the board voted to defer decision on the
5 plan presented by the president and requested
6 reconfiguration of some data to be tied more directly
7 to the plan's initiatives for clarity.

8 By letter dated December 18th, 2012,
9 President Mistick provided the information as requested
10 by the board. On January the 13th, 2013, the Board of
11 Trustees of Wilson College convened a second special
12 session to further consider the plan presented by the
13 president based on the work of the commission. While
14 the president asked that the board vote on the entire
15 package as a whole, the board chose to vote separately
16 on each of the five key areas addressed in the
17 president's plan.

18 The votes on each of these areas
19 including the vote on coeducation across all programs
20 exceeded a two-thirds majority, so all aspects of the
21 plan that the president presented to the board were
22 adopted in that January meeting. In February of 2013,
23 the Board of Trustees created an ad hoc committee to
24 work with the administration and Counsel on revisions
25 to the Wilson College charter in order to more clearly

1 reflect the January board vote. As required by the
2 charter and bylaws, recommended changes to both were
3 distributed to the board on April the 8th, 2013.

4 On May 17th, 2013, at a properly
5 noticed meeting, the Board of Trustees of Wilson
6 College voted on the revised charter. The revised and
7 amended charter was overwhelmingly approved by the
8 Board of Trustees by a vote of 26 yeas, one nay, and
9 one abstention. The favorable votes exceeded the two-
10 thirds of all sitting trustees required by the bylaws.
11 Therefore, the revised and amended charter for Wilson
12 College was approved. The next business day after the
13 May 17th vote, our Counsel provided the motion and
14 revised articles to the Pennsylvania Department of
15 Education for review and approval.

16 The indisputable data available to the
17 trustees show that the residential undergraduate
18 college had been under-enrolled for more than 40 years,
19 and that the numbers had remained flat despite numerous
20 efforts during the past three decades to reverse that
21 trend. Now, you can argue all you want about the
22 percentage increase over time and try to paint a rosy
23 picture, but the fact is that our high mark of 338
24 residential undergraduate students just doesn't come
25 close to meeting the needs of the College. With these

1 facts, the board was convinced that comprehensive
2 change was required to keep Wilson alive and achieve
3 its goal of sufficient students and financial
4 responsibility.

5 The board did not weaken its commitment
6 to women's education or to the rigorous study of
7 liberal arts; rather it expanded the opportunity to a
8 broader student population across all programs. Just
9 because the College chose to admit men in the
10 residential undergraduate college does not mean that
11 the College ceases to educate women, eliminates the
12 Women with Children Program, or becomes as the Limited
13 Participants suggest a community college or a trade
14 school. Such claims are not based on fact or supported
15 by data. The Board of Trustees considered all the
16 substantial information and opinion and concluded that
17 the College could not prudently take another three to
18 four years to continue to try changes on the margin and
19 expect to see Wilson thrive. We looked at the data,
20 listened to the College community, and took action in
21 the manner that we deemed appropriate.

22 I understand that the Limited
23 Participants disagree with the decisions in this regard
24 but that doesn't mean in any sense that the Board of
25 Trustees violated its fiduciary duty or improperly

1 diverged from the College's history or traditions. As
2 chair and someone who considered the plan and the data
3 and had responsibility for voting on the initiatives, I
4 know that I and my fellow board members appropriately
5 exercised our fiduciary duty in making these decisions.
6 The Limited Participants want the Department to accept
7 their financial analysis rather than the financial
8 analysis of the College and the board. Aside from the
9 fact that the financial models are not part of the
10 charter process or amendments, their analysis is
11 inaccurate.

12 As just one example, the Limited
13 Participants present their own financial analysis as
14 evidence, but the analyses submitted are completely
15 flawed. In their documents, they attempt to reconcile
16 the numbers and the predictive financial model, which
17 is inclusive of all new programs, revenue, and
18 expenses, with numbers prepared for a summary that I
19 requested that only takes into account changes in the
20 undergraduate program and that excludes the effective
21 changes in graduate, adult, degree, and online
22 programs. The document is not part of the predictive
23 financial model and was never presented as such. The
24 unsubstantiated revenues the Limited Participants cite
25 as well as the variety of net tuition revenue figures

1 are entirely of their own making arrived at through the
2 selective use of figures taken out of context from
3 documents never intended to be compatible. Those
4 figures do not support either a conclusion that the
5 trustees' decision-making process was flawed or that
6 the trustees' decision could be the basis for rejecting
7 the charter changes by the Department.

8 In significant part, the Limited
9 Participants descend from the result by critiquing the
10 process used as that result emerged. The College's
11 main response is that opinions about the process, which
12 is all that the Limited Participants have put forward
13 simply don't equate to a negative conclusion on the
14 Wilson Charter with respect to the law and the
15 standards of the Department.

16 I find it interesting that the Limited
17 Participants cite each trustee's knowledge of the true
18 nature of the information before them as a reason for
19 the Department to conclude that the trustees'
20 collective decision was improper. Again, as someone
21 who was engaged in the process, the trustees studied
22 the data and how it applied to the plan and we felt
23 confident about the information supplied and in our
24 vote to approve the plan. The notion that our
25 decisions with regard to the Wilson Today Plan or the

1 charter revisions were based on ignorance or
2 misunderstanding and that that is a reason to find that
3 the Wilson College Board of Trustees violated some
4 applicable statute, regulation, or formal Departmental
5 standard is simply not true.

6 I believe that the Limited Participants
7 distort the facts in trying to make a claim of
8 illegality when there is only a difference in the
9 preferred result. This is evident when the Limited
10 Participants assert that the Board of Trustees approved
11 recommendations even though according to one of them we
12 knew that the recommendations were based on information
13 that was inaccurate, incomplete, and misleading. This
14 argument made by someone not on the board at the time
15 of the vote is based on what individual trustee's
16 supposedly knew when a supermajority of them voted in
17 favor of a package of amendments.

18 This argument invites the Department to
19 crawl inside the mind of each of the trustees who voted
20 for what the Limited Participants would not have voted
21 for. Is that the job of the Department? So not only
22 do the Limited Participants ask the Department to
23 believe one mathematical model, theirs over another,
24 they also ask the Department to divine what various
25 trustees believed about those mathematical models.

1 Another Limited Participant argues that
2 there was something improper about the College's
3 understanding of the relationship between the law and
4 certain changes in the articles. There are three
5 significant flaws in that argument. First, what is
6 important here are the revisions to the charter made by
7 the Board of Trustees, not the quality or unanimity of
8 the dialogue that led to that action. Second, what was
9 said to the stakeholders during the charter update
10 process was that proposed changes were meant to be
11 consistent with state law. This is not a flaw in the
12 process because the statement is true. Third, the
13 criticism is only that the changes are not compelled by
14 state law. This may be true, but it's beside the
15 point. The point now is and the statement at the time
16 was the changes are consistent with state law.

17 There is nothing in the dialogue cited
18 by the Limited Participants that taints the College's
19 decision-making process. Wilson College board members
20 know the difference between being consistent with the
21 law and being compelled by the law. Again, the board
22 was not misled and did not base its decisions on
23 misleading information. The Limited Participants only
24 real objection here is the provision of the revised
25 charter that explicitly extends coeducation to the

1 College's residential program. They suggest that in
2 making this decision the Board of Trustees violated its
3 fiduciary duty to the institution by ignoring its
4 history, tradition, and mission. Nothing could be
5 further from the truth. Without repeating the long
6 discussion of the commission and the board processes
7 that led to the revisions of the charter submitted to
8 the Department, it is clear that the board undertook a
9 detailed study prior to voting on a five-point plan,
10 only one facet of which was coeducation at all levels
11 of programming.

12 Not only is it not a violation of the
13 board's fiduciary duty to periodically assess the
14 mission, but it actually is the board's duty to do so.
15 And it is also our responsibility to assess the best
16 ways to not only sustain the institution but empower it
17 to grow and flourish, and that is exactly what we, the
18 Wilson College Board of Trustees, did. I will now turn
19 it back to our College Counsel.

20 ATTORNEY MAGUSCHAK: Thank you, John.
21 Wilson College was originally chartered as a women's
22 college in 1869. Section 2 of the original charter
23 stated, and I quote, the object and purpose of said
24 corporation are hereby declared to be to promote the
25 education of young women in literature, science, and

1 the arts, closed quote. The charter, as the Department
2 well knows, is the equivalent of what would now be
3 called a set of Articles of Incorporation. So you have
4 heard us use and we will continue to use the terms
5 interchangeably.

6 While there have been numerous
7 amendments to the iterations of the Wilson College
8 charter over the 100 years following 1869, none
9 addressed the sole, quote, object and purpose, closed
10 quote, until 1970. In May 1970, however, the articles
11 were fundamentally changed. The changes specifically
12 address Section 2 of the original charter and amended
13 it to read as follows, quote, the object and purpose of
14 said corporation are hereby declared to be to promote
15 the education of both women and men in literature,
16 science, and the arts, closed quote. The period from
17 1970 until 1993 saw some reiterations of the charter
18 but without any revisions or amendments to the
19 coeducational text of Section 2.

20 Thus for 23 years at a minimum,
21 Wilson's mission as set forth in this 1970 charter was
22 to educate both women and men. Contrary to the Limited
23 Participants' assertions, whether or not the College
24 acted upon the new distinction does not change the fact
25 that the charter specifically allowed for this change

1 and should the College have allowed for the change
2 should the College have chosen to pursue it. In 1993,
3 the College amended and restated the Articles of
4 Incorporation stating that the restated Articles of
5 Incorporation supersede the original articles and all
6 amendments thereto.

7 The restated articles as of 1993
8 provide at Section 3, and I quote, the corporation is
9 incorporated exclusively for charitable, educational,
10 and scientific purposes within the meaning of Section
11 501(c) (3) of the Internal Revenue Code or the
12 corresponding section of any future federal tax code
13 including without limitation the following purposes: A,
14 in furtherance of its purpose set forth in its original
15 charter to operate a college for women which offers
16 residential opportunity and in addition to operate a
17 coeducational college of continuing education; and B,
18 to offer its students studies in literature, sciences,
19 and the arts in a liberal arts program including
20 preparation for specific careers as well as preparation
21 for graduate and professional school; and C, to grant
22 to students under its charge diplomas or honorary
23 testimonials in such form as it may designate and also
24 to grant and confer such honors, degrees, and diplomas
25 as are granted by any university or college in the

1 United States, closed quote.

2 The 1993 Articles of Incorporation thus
3 did not reverse the coeducational language of 1970 and
4 clearly provided that the College is incorporated for,
5 quote, charitable, educational, and scientific
6 purposes, closed quote. And that those purposes are,
7 quote, without limitation, closed quote. While it goes
8 on to describe three of the specific purposes sought to
9 be addressed including Section 3(a), which I just
10 quoted, those specific purposes do not limit the more
11 general charitable, educational, and scientific
12 purposes.

13 Further, Section 3 does not restrict
14 Wilson College to being a single-sex institution as the
15 original charter had declared. Even if we accept the
16 Limited Participations' reading of without limitation,
17 which we do not, the use of the preceding word
18 including, a purposely non-restrictive word, indicates
19 that the three purposes that follow are not the only
20 purposes allowed but rather some of the purposes.
21 Indeed, the list of three purposes does not include
22 graduate programs regardless of student body makeup,
23 yet the Limited Participants appear to have no issue
24 with this so-called deviation. And Wilson College does
25 have graduate programs.

1 The language of the 1993 charter
2 clearly does not prohibit Wilson College from enrolling
3 both men and women in graduate programs or enrolling
4 both men and women in its residential program. Indeed,
5 this is just the legal advice that I provided to the
6 College when I was first retained by it in November of
7 2012. The Limited Participants have produced the
8 attorney/client privileged document that I provided to
9 the College at that time as Appendix D, Attachment 23
10 to their information. You will see that this is my
11 November 28th memo in which I advised that the 1993
12 articles did not preclude the College from inviting men
13 across all programs and that therefore it was not
14 necessary to revise the College's charter in that
15 regard.

16 The Limited Participants also cite
17 Section 31.71 of Title 22, a postsecondary institution,
18 quote, considering some form of major corporate change
19 shall notify the Department in writing of its intent
20 immediately after its board or council of trustees or
21 directors has approved the major corporate change. The
22 change presented in the Wilson College charter revision
23 that is before the Department today is not a major
24 corporate change in any way.

25 We read 24 Pa.C.S. Section 6504 as

1 referring to mergers of corporations, consolidations of
2 corporations, divisions of a corporation as a corporate
3 change. But no such corporate change is involved here.
4 We believe that changes from single sex to
5 coeducational dormitories may be important changes, but
6 they're not corporate changes. Therefore, references
7 in the law to major corporate changes are not
8 applicable here because the changes at stake here are
9 not mergers, divisions, or conversions of the
10 corporation. We emphasize that the College continues
11 to be as stated in the 1993 charter incorporated
12 exclusively for charitable, educational, and scientific
13 purposes within Section 501(c)(3).

14 The Limited Participants' real
15 objection is to the purpose for which the College may
16 operate, which we have already demonstrated as not
17 being restricted by the charter rendering this argument
18 immaterial. Moreover, the College, through me,
19 provided the amended charter to the Department on the
20 first business day after the board voted to amend the
21 articles.

22 In hopes of providing further
23 clarification to the 1993 amendments, the College has
24 attempted to learn the reasoning behind the 1993
25 charter revision. We spoke with Cynthia Grove, the

1 College's Board Chair in 1993, who is also present here
2 with us today. Ms. Grove vaguely recalls this change
3 from over 20 years ago. Her recollection is that this
4 was purely a housekeeping change to reflect that the
5 College had both undergraduate and continuing education
6 programs. Ms. Grove does not recall any intention to
7 amend or limit the 1970 statement that Wilson College
8 could educate both men and women.

9 We have also spoken with Gwen Jensen,
10 President of the College in 1993. Former President
11 Jensen also recalls that the 1993 changes were
12 administrative to reflect changes in IRS and PDE
13 regulations, and that men were always enrolled at
14 Wilson in some capacity during her time as president
15 from 1991 through 2001.

16 Thus the 1993 Articles of Incorporation
17 do not restrict the College from operating a
18 coeducational residential undergraduate program. And
19 the 1970 amendment specifically allowed for that
20 possibility. For that reason, the College was not
21 required to revise the 1993 articles to undertake the
22 programmatic change of recruiting men to the
23 residential undergraduate program. Nevertheless, the
24 College's Board of Trustees chose to revise the
25 Articles of Incorporation to more clearly and without

1 any room for question move the College forward as a
2 coeducational institution, not just in some but in all
3 of its programs.

4 The board appointed an ad hoc committee
5 to draft revisions to its Articles of Incorporation.
6 The committee's recommended revisions included the
7 following texts for Section 3, and you will note that I
8 will quote from the introductory language which is
9 identical to the introductory language from the 1993
10 document. Quote, the corporation is incorporated
11 exclusively for charitable, educational, and scientific
12 purposes within the meaning of Section 501(c)(3) of the
13 Internal Revenue Code or the corresponding section of
14 any future federal tax code including without
15 limitation the following purposes. And purpose A is
16 listed as to promote the education of both women and
17 men in undergraduate and graduate degrees and non-
18 degree programs. And B, to offer its students studies
19 in arts, science, and religion in a liberal arts
20 program including preparation for specific careers as
21 well as preparation for graduate and professional
22 school. And C, to grant to students under its charge
23 diplomas or honorary testimonials in such form as it
24 may designate and also to grant and confer such honors,
25 degrees, and diplomas as are granted by any university

1 or college in the United States, close quote.

2 After the May 17th vote in which the
3 changes were adopted, the motion and revised articles
4 were duly presented to the Department of Education by
5 me for review and approval. Thus, Wilson College fully
6 complied with its own charter and bylaws in adopting
7 the revised charter and then took appropriate steps to
8 obtain the approval of PDE. In addition to seeking the
9 approval of this Department, the College also worked
10 with its accrediting body, the Middle States Commission
11 on Higher Education, regarding its decision to recruit
12 males to its undergraduate residential program. In
13 September 2013, Middle States contingently approved the
14 change pending approval from the state.

15 Prior to the May 2013 vote, the College
16 received correspondence from the Law Firm of Salzmann
17 and Hughes purportedly written on behalf of unnamed
18 alumnae challenging the board's actions and threatening
19 litigation if the board did not change its prior
20 decisions. The Law Firm of Saul Ewing, representing
21 the College at the time and on behalf of the College,
22 attempted several times by phone and in writing to meet
23 with this group. As of this date, this group, which we
24 believe to include some of the Limited Participants,
25 have refused to meet with the College or its

1 representatives. Instead, they chose to file a protest
2 with the Department and the Pennsylvania Office of the
3 Attorney General.

4 Indeed, at the behest of some alumnae
5 including some of the Limited Participants and others,
6 the Charitable Trusts and Organization section of the
7 Commonwealth's Office of Attorney General has reviewed
8 the College's endowments and donation history. At the
9 conclusion of its inquiry, the Office of Attorney
10 General directed a letter to College Counsel at Saul
11 Ewing on December 23, 2013 stating, and I quote, this
12 will acknowledge our review of Wilson College's change
13 to a coed undergraduate program. I am acknowledging
14 that based upon the information developed, the office
15 does not contemplate any future action. Thank you for
16 your cooperation and responding to our inquiries,
17 closed quote. So the state agency that oversees
18 charitable organizations has already looked into this
19 issue and found no reason to try to reshape the
20 decisions of the College or specifically found fault
21 with the coeducational portion of the overall plan.

22 Finally, the overall charter for the
23 College stated that, quote, the object and purpose of
24 said corporation are hereby declared to be to promote
25 the education of young women, closed quote. Wilson

1 College has never veered from this purpose nor does it
2 intend to do so. Indeed, the College has already seen
3 an increase in the number of female students interested
4 in Wilson, a trend the commission identified during its
5 research as an expected outcome of opening residential
6 enrollment to male students.

7 One section of the amended charter to
8 which the Limited Participants object is the revision
9 of the language regarding the mission and areas of
10 education of the College. In that regard, the language
11 of the charter was changed from offering its students
12 studies in literature, science, and the arts to
13 offering its students studies in the arts, science, and
14 religion. These revisions were suggested by the then
15 secretary of the Board of Trustees of the College to
16 reflect the language in the Latin seal of the College.
17 The ad hoc committee, which included one of the Limited
18 Participants, approved the language change and sent it
19 forward to the board.

20 When the board discussed and voted on
21 the revisions to the charter at its May 2013 meeting,
22 no one saw anything controversial about this revision.
23 It was not designed to change in any way the courses
24 and studies being offered at Wilson. Another Limited
25 Participant critiques proposed changes in the articles

1 not dealing with single sex versus coeducational
2 opportunities. Her criticisms, however, are based on
3 the false notion that the articles must repeat the
4 requirements of various statutes. She refers to such
5 repetition as being, quote, in alignment with current
6 law. This is not the test under Section 6504 of 24
7 Pa.C.S. because that section does not require that the
8 articles repeat the statutes or regulations.

9 Similarly, the Limited Participants
10 point out that the proposed articles do not acknowledge
11 that liabilities must be satisfied before asset
12 distribution. The law does not require that such an
13 acknowledgement appear in any college's Articles of
14 Incorporation. The Limited Participants also ask that
15 a particular phrase in the pre-existing articles be
16 retained, and that was what I just referred to, because
17 the revised version is based on a supposed
18 mistranslation of Latin. This issue whether
19 substantively major or minor is emblematic of the
20 Limited Participants' mistaken belief that the
21 Department's role is to serve as a general editor of
22 the articles even when the articles are lawful.

23 Similarly, at least one Limited
24 Participant would insist that certain topics such as
25 admission standards be addressed in the Articles of

1 Incorporation even though the Department's regulations
2 make clear that these topics can be and are routinely
3 addressed in college catalogues or other publications
4 of the College. The Limited Participants improperly
5 suggest that the Department should treat editorial
6 choices as if they were issues of legality under
7 Section 6504. For example, the Limited Participants
8 treated as legally significant that the Board of
9 Trustees decided to remove from the charter the
10 requirement of at least eight regular professors and
11 decided to change the language regarding the descriptor
12 of the endowment.

13 These changes, however, are not legally
14 significant because, one, the changes are not
15 inconsistent with any law. Two, there is no law
16 requiring that these topics be addressed in a charter
17 or Articles of Incorporation. And three, these changes
18 are consistent with chartered language approved by the
19 Department in connection with other colleges and
20 institutions.

21 The editorial changes in the charter
22 document are in no way intended as a statement by the
23 College that it would not abide by appropriate
24 requirements, but merely an attempt to streamline the
25 charter by removing topics that could permissibly be

1 addressed elsewhere. These editorial changes were the
2 product of a committee that included members of the
3 Board of Trustees who are lawyers and that had access
4 to counsel. Of course, the College has every intention
5 of abiding by all state and federal laws and
6 regulations that govern its existence and its
7 operations. That does not mean, however, that all such
8 requirements as set forth in regulations and statutes
9 too numerous to count must be reflected in an
10 institution's charter.

11 In sum, although the Limited
12 Participants would have the Department believe that
13 these specific revisions to the charter indicate the
14 College's inclination to place itself in violation of
15 Departmental regulations and applicable statutes,
16 nothing could be further from the truth. Moreover,
17 these complaints are distractions having nothing to do
18 with the Limited Participants' true objection to the
19 charter revisions, which is solely with respect to the
20 coeducational language. Even if the Board of Trustees
21 had made none of the other revisions to the 1993
22 Articles of Incorporation, i.e. those relating to
23 endowment and faculty size, the revised charter still
24 would not satisfy the true objections of the Limited
25 Participants.

1 In conclusion, the decision here is the
2 decision of an independent college's own governing
3 board to implement a five-part plan to increase
4 enrollment; a plan that includes extending the existing
5 coeducational nature of its operations to its
6 residential program. At no point was there a major
7 corporate change, and even if you feel that there was a
8 fundamental instructional change in the charter or a
9 fundamental social change in the charter, that change
10 in what the charter allows was not made in 2013 or even
11 in 1993. That change in what the charter allows was
12 made in 1970. And that 1970 charter was approved by
13 both this board and the Franklin County Court of Common
14 Pleas.

15 The board's decision was the result of
16 the facts of insufficient enrollment at the College
17 over a period of decades, which for Wilson are
18 inextricably tied to the College's financial
19 sustainability and questions of its long-term ability
20 to serve any students of the Commonwealth. The Wilson
21 College Board of Trustees, the president, the
22 administration, and the Wilson community worked
23 together to develop a plan that they believe gives the
24 College the best opportunity for success. It is
25 unfortunate but inevitable that not everyone can agree

1 on the correct path to follow, but what we have seen
2 through this process is not a deviation from or
3 disregard for the law or the Department of Education
4 but a difference of opinion. Thank you. And that
5 completes the College's submission.

6 HEARING OFFICER HANS: Thank you.
7 Thank you for that testimony. In keeping with our
8 original schedule, we'll break for 15 minutes. Be back
9 here at approximately 10:20. Thank you.

10 (BRIEF BREAK)

11 HEARING OFFICER HANS: Please take your
12 seats. Thank you. Moving along on the agenda, we will
13 now hear from the Limited Participants.

14 ATTORNEY VAN NESS: Thank you, Deputy
15 Secretary Hans. Is this the right distance from the
16 microphone; is it working for you?

17 HEARING OFFICER HANS: It's working
18 fine for me.

19 ATTORNEY VAN NESS: Thank you. My name
20 is Gretchen Van Ness, and I'm a 1980 graduate of Wilson
21 College. I'd like to introduce Limited Participants
22 who are with me today who will be speaking in
23 opposition to the College's application to make
24 fundamental changes in its Articles of Incorporation.

25 Our first speaker this morning will be

1 Melissa Behm. Ms. Behm is a 1976 graduate of the
2 College. She's the Executive Vice President of Brookes
3 Publishing Company, and the President of Health
4 Professions Press in Baltimore, Maryland. She serves
5 as the President of the Wilson College Club of
6 Baltimore and was a former Director of the Alumnae
7 Association of the College. She served on the Board of
8 Trustees as an alumnae trustee and has received one of
9 the highest honors a Wilson Trustee can receive; that
10 being named the Everitt-Pomeroy Trustee of the College.
11 Although Ms. Behm is not an attorney, she has done an
12 amazing job analyzing the statutes at issue in this
13 matter, and she'll be talking about that in answer to
14 the Department's questions.

15 Our second speaker will be Kendal
16 Hopkins, a 1980 graduate of the College. Ms. Hopkins
17 currently serves as the Vice President of the Alumnae
18 Association of Wilson College. She lives in
19 Bakersville, Pennsylvania and works as the acquisitions
20 librarian at the Carroll County Public Library in
21 Maryland.

22 Our third speaker will be Paula Tishok,
23 a 1971 graduate of the College. Ms. Tishok has served
24 the College in many different capacities. She's the
25 former President of the Alumnae Association of the

1 College, and most recently served as the Vice Chair of
2 the Wilson College Board of Trustees and Chair of the
3 Trusteeship Committee. Ms. Tishok lives outside
4 Pittsburgh and has extensive experience in business and
5 finance. She has also received the high honor of being
6 named an Everitt-Pomeroy Trustee.

7 After each of these Limited
8 Participants speak, I will be speaking again. And as
9 you know, I'm an attorney in Boston, Massachusetts. I
10 served on the Board of Trustees from 2001 to 2010, and
11 I served on the Commission on Shaping the Future of
12 Wilson College in 2012. And I am also honored to be an
13 Everitt-Pomeroy Trustee of the College.

14 We are all here today in support of
15 Wilson College representing the 40 individuals who
16 filed protests during the comment period last summer,
17 the over 100 alumnae and friends who have traveled to
18 Harrisburg for this historic hearing, as well as the
19 over 900 alumnae and supporters who signed the pledge
20 in support of Wilson as a women's college, and the over
21 1,600 alumnae and supporters who signed a change.org
22 petition calling on the Board of Trustees to reverse
23 the coeducation decision.

24 In the hearing this morning, you've
25 asked us to address three questions; the significance

1 of the 1970 charter, the significance of the 1993
2 amendments, and the authority of the Department to
3 address the issues that have been raised in this
4 hearing. In our testimony today, we will address the
5 Department's question from the perspective of our
6 individual experience and expertise highlighting the
7 key facts and evidence we believe are most relevant to
8 the Department's concerns.

9 As I will explain in more detail after
10 the Limited Participants have spoken, the College's
11 view of the Articles of Incorporation and the role of
12 the Department are incorrect. The 1970 charter is null
13 and void, period. It has been superseded and replaced
14 in its entirety by the 1993 amendments. In addition,
15 the 1993 amendments make clear that the charter does
16 not permit the College to operate a coeducational
17 undergraduate residential college. The College's
18 application thus seeks the authority to make a
19 fundamental change in the charter and mission of the
20 College, which has been a college for women since the
21 Commonwealth of Pennsylvania issued its first charter
22 in 1869.

23 When considering the fundamental change
24 application, the Department of Education does not serve
25 as a rubberstamp required to approve whatever changes

1 to their charters that a college or university
2 eventually submits to it so long as the resulting
3 charter is arguably lawful. As Title 24 of the
4 Pennsylvania Code and the Department's own regulations
5 make clear, the Department is charged generally with
6 the oversight of higher education in the Commonwealth
7 and more specifically the code and regulations require
8 a substantive review of applications for fundamental
9 change. As the record clearly shows here in this case,
10 the College began the implementation of fundamental
11 change to coeducation months before the Board of
12 Trustees voted to amend the Articles of Incorporation
13 and also months before the College filed its
14 application in the present matter.

15 In these circumstances, the Department
16 is authorized to act. And as our testimony will show
17 this morning in these circumstances the Department must
18 act to deny the application. And at this point, I'll
19 turn over the microphone to Melissa Behm.

20 MS. BEHM: Thank you, Deputy Secretary
21 Hans for affording me the opportunity to speak here
22 today. As Gretchen Van Ness said, I'm Melissa Behm, a
23 1976 graduate of Wilson College and an Everitt-Pomeroy
24 Trustee. I have served both as an alumnae trustee of
25 the College and as the Director of the Alumnae

1 Association of Wilson College for several terms. I'm
2 here today to represent Wilson College women and many
3 other alumnae and non-alumnae supporters of Wilson
4 College. My primary basis in objecting to the actions
5 taken by the Board of Trustees of Wilson College has
6 been the Pennsylvania statutes. I will be speaking
7 about some of my concerns in this regard as previously
8 submitted to the Department of Education in
9 collaboration with the other Limited Participants.

10 I will also be addressing other
11 concerns about the College's actions, also was
12 presented previously to the Department of Education.
13 In my remarks, I will first review relevant portions of
14 the Pennsylvania Code, and then I will address the 1970
15 and 1993 amendments to Wilson's Articles of
16 Incorporation.

17 I would like to refer all of us to
18 Title 24 of the Pennsylvania Code Section 6504.
19 Section 6504 is about fundamental change, and this
20 section is clear in setting forth the process to be
21 followed by colleges and universities. The general
22 rule in Subsection A states that it is unlawful for an
23 institution of higher education to amend its Articles
24 of Incorporation without first securing the approval of
25 the Department. Despite this straightforward legal

1 mandate, we have clear evidence that the amendments
2 Wilson submitted to the Department of Education are
3 being implemented before approval has been granted.

4 I believe everyone in this room is
5 familiar with some of these actions; male students
6 already recruited and enrolled in classes in the fall
7 of 2013, coaches for male sports teams hired who are
8 also helping recruit male students, and widespread
9 branding of the college as coeducational. Even the
10 banner on the College website has been changed and
11 already carries the words, a coeducational liberal arts
12 college. These are just three areas of activity that
13 we can name. We have submitted a complete binder of
14 materials showing instances in which the College is
15 already labeling itself as coeducational.

16 In the interest of time, we will not
17 review the contents of the binder, but I respectfully
18 bring this binder and its contents to the attention of
19 the Department. Returning to Title 24 Section 6504
20 also provides the Department with the procedure to
21 follow when considering amendments to a college's
22 Articles of Incorporation and refers us to Section
23 6503. That procedure set forth in 6503(e) states, at
24 least, two important things for our purposes today.
25 One, the Department, quote, may impose such conditions

1 as it may deem to be just and reasonable, closed quote,
2 on the school. And two, the Department may approve an
3 application, quote, in part only, closed quote.

4 Furthermore, Section 6503(e), in turn,
5 refers the Department to guidance in Subsection D.
6 Here the statutes give the Department authority to
7 determine, quote, educational needs of the particular
8 locality, closed quote, and quote, the Commonwealth,
9 closed quote, at large. While the College may argue
10 that the burden for approval the Department of
11 Education must look to is simply quoting again from the
12 College, whether an amendment to a college's Articles
13 of Incorporation conforms to law including the
14 regulations of the Department and the standards and
15 qualifications prescribed by the State Board, closed
16 quote, this is from the response of the College on page
17 15, we read the law here to give the Department more
18 latitude in judgment. And we believe the Department
19 will see it that way too. This would seem prudent and
20 sensible in that Title 24 is giving the Department of
21 Education oversight to ensure that a range of options
22 in higher education is available in Pennsylvania.

23 We have previously submitted extensive
24 documentation of the general benefits of women's
25 colleges, and we are happy to review those sources

1 again today if requested. As currently structured
2 Wilson offers specific benefits to Pennsylvania and the
3 region that no other college offers. One example is
4 the NeXXt Program. If the changes to the Articles of
5 Incorporation that are before the Department now are
6 approved, then the area will no longer have a school
7 able to participate in the distinguished NeXXt Scholars
8 Program sponsored by the U.S. Department of State in
9 collaboration with women's colleges only.

10 The strong contributions to the
11 Commonwealth that Wilson makes as a women's college
12 with distinguished programs such as the nationally
13 recognized Women with Children Program and other
14 programming for women's education will be gone from
15 Franklin County. Furthermore, nowhere in Title 24 does
16 the law say that an institution needs to comply only
17 with a portion of the statute. In the College's
18 testimony on page 8, the College states, quote, thus
19 Wilson College fully complied with its charter and
20 bylaws in adopting the revised charter and then took
21 appropriate steps to obtain the approval of the PDE,
22 closed quote. So the College tells us itself that it
23 needs approval of the Department, and yet it has not
24 waited for that approval. To not have approval is a
25 summary offense under the law. I refer you to Section

1 6509 entitled Penalty for a Violation of a Chapter,
2 which simply reads a person who violates this chapter
3 commits a summary offense.

4 In addition to determining the
5 consequences for Wilson for its disregard of the
6 process set forth in the law for seeking approval, we
7 also ask the Department of Education to use the
8 procedure in Section 6503 to set as a condition for
9 Wilson that it continue to maintain and support its
10 college for women, not shutter it. Wilson by providing
11 an undergraduate residential women's college in
12 addition to its other programming for male and female
13 students in adult education and graduate programs
14 provides a public benefit to the state that will be
15 lost if Wilson becomes just another coeducational
16 college much like the many around it; Shippensburg,
17 Gettysburg, Dickinson, campuses of the University of
18 Pennsylvania, and more. Pennsylvania does not need
19 another small liberal arts fully coeducational college.
20 It does need to keep Wilson as a distinguished women's
21 college that offers an important option to students who
22 are Pennsylvania residents or who come to Pennsylvania
23 while pursuing their college education.

24 Across its 145-year history, Wilson has
25 brought students from many states and from other

1 countries to Pennsylvania to spend time in the
2 Commonwealth pursuing their college education. We
3 firmly believe that Wilson should be doing what other
4 women's colleges are doing. Just two hours to our
5 south, Notre Dame University of Maryland remains
6 committed to its mission to educate women. Quoting
7 Notre Dame's chair of their Board of Trustees, what
8 hope is there for the single-sex colleges that remain?
9 In a word, plenty. Many women's colleges, in fact, are
10 thriving in large part because they have thoughtfully
11 and deliberately recommitted to preserving their
12 distinctive status and have done so in ways that are
13 innovative and imaginative, closed quote.

14 Many Wilson College alumnae
15 wholeheartedly agree with Mitchell. They believe
16 Wilson has not faltered for the reasons the current
17 president of the college and trustees have cited,
18 namely low enrollment and financial straits, but
19 because the administration has not facilitated the kind
20 of deliberate recommitment to women's education that
21 Mitchell is talking about. We're asking that the
22 submitted changes to the Articles of Incorporation be
23 denied or approved only in part, and that the
24 Department of Education consider exercising its
25 authority to intervene and set conditions to enable

1 appropriate leadership to guide the College in renewing
2 its commitment to its core mission as a women's
3 college.

4 This is provided for in Section 6503.
5 With proper guidance and respect for their duty of
6 care, I believe the trustees can make informed
7 decisions that will innovatively and imaginatively, to
8 use Mitchell's words, set Wilson on a course of growth
9 and distinctiveness as a college for women. Wilson
10 College's arguments to sidestep a summary offense
11 strike the Limited Participants as diversionary.
12 Repeatedly, the College attempts in its testimony and
13 response to the testimony of the Limited Participants
14 to argue Wilson has actually been a coed school for
15 decades. How can the College be that disrespectful to
16 the many alumnae who have been asked year after year to
17 continue to support Wilson College as a college for
18 women? How can the College continue to advertise
19 itself as a women's college, to identify itself to the
20 IRS as a women's college, to list itself in college
21 directories as a women's college if the College Counsel
22 and administration declare the College as coed? This
23 argument simply is unfounded as is the notion that the
24 entire debate about Wilson's future hinges not on the
25 educational experience Wilson students receive but on

1 their place of residence on or off campus.

2 The College attempts to argue, quote,
3 it was not required to revise the 1993 articles to
4 undertake the programmatic change of recruiting men to
5 the undergraduate program, closed quote, but that it
6 has chosen to do so, quote, more clearly and without
7 any room for question authorize the College to move
8 forward as a coeducational institution not just in some
9 of its activities but in all programs, closed quote.
10 To this I say, really? What is not clear about the
11 standing 1993 amendments and the charter of the
12 College, which state the purpose of the College is to,
13 quote, operate a college for women which offers
14 residential opportunity and in addition to operate a
15 coeducational college of continuing education, closed
16 quote.

17 The College also tries to argue that
18 regardless of the 1993 charter it still does not need
19 to seek approval to operate as a fully coeducational
20 college because that change occurred in 1970, but the
21 College contradicts itself with this argument because
22 they've already acknowledged in their own testimony
23 that they need to seek approval of the Department of
24 Education. This argument is another example of the
25 College interpreting written documents for its

1 convenience. The 1970 amendments to the Articles of
2 Incorporation were supplanted in 1993 by new
3 amendments. The cover sheet bearing the signature of
4 the Secretary of the Commonwealth that accompanies the
5 1993 amendments states, quote, the restated Articles of
6 Incorporation supercede the original articles and all
7 amendments thereto, closed quote.

8 The College has tried to make much of
9 the now defunct 1970 amendment to Wilson's Articles of
10 Incorporation. It is correct that at the time the
11 College amended its charter to include the education of
12 men as well as women. That change needs to be looked
13 at though in the context of the time, in the context of
14 other documents published by the College in that
15 period, in the actions of the College, and in the exact
16 wording of the amendment. When the College revised the
17 charter in 1970 to state, quote, the object and purpose
18 of said corporation are hereby declared to be to
19 promote the education of both women and men in
20 literature, science, and the arts, closed quote, one of
21 the changes it made was to delete the word young. This
22 section had stated, quote, the object and purpose of
23 said corporation are hereby declared to be to promote
24 the education of young women in literature, science,
25 and the arts. The removal of the word young from the

1 charter permitted the College to offer a non-
2 residential continuing education program for female and
3 male students over the age of 24 that began in 1982.
4 This change did not alter the College's historic
5 mission to provide undergraduate residential education
6 to women. Rather, it added educational programs for
7 students of both sexes beyond the traditional age of
8 undergraduate students who remained female.

9 In our response to the testimony of the
10 College, the Limited Participants provided a timeline
11 of relevant events in 1969 and in the years following
12 the 1970 amendment. I will not review that list in its
13 entirety. But given that the Department of Education
14 requested that the 1970 and 1993 amendments be a focus
15 of the hearing today, I will review some of the
16 pertinent information. I'll now discuss a list of the
17 series of events that considered together demonstrate
18 without question that Wilson did not intend to become
19 coeducational, and in fact, did not become
20 coeducational as a result of the 1970 charter
21 amendments.

22 First, going back to November 1969, the
23 keynote speaker's topic at the Founders' Day
24 Convocation given by the president of another
25 Pennsylvania women's college was the continuing need

1 for women's colleges. Additionally in that same month,
2 November 1969, in the Wilson College Bulletin, then
3 President Havens announced Wilson's entrance into a
4 student-exchange program with Franklin & Marshall.
5 Wilson would need to enable men to come from F&M while
6 Wilson students went to F&M.

7 February 1970, three months later, the
8 1970 amendment we are discussing was approved on
9 February 14th, 1970 by the College's Board of Trustees.
10 The idea, apparently, was not to change Wilson's core
11 mission as a women's college but to enable men to be on
12 campus for programs such as the F&M exchange. July
13 1970, Charles Chester Cole became President of Wilson
14 College after President Paul Swain Havens' retirement
15 in April 1970. In October 1970, President Cole
16 delivered his inaugural address entitled the meeting of
17 tradition and change. He did not mention coeducation
18 but spoke at length about the education of women and
19 the value of women's colleges. December 1970, Wilson's
20 Board of Trustees approved Wilson's participation in a
21 consortium with three other colleges, all of whom were
22 coed; Dickinson, Franklin & Marshall, and Gettysburg.
23 In the spring of 1971, the Alumnae Quarterly and other
24 publications announced that the Board of Trustees had
25 declared their intention to maintain Wilson as a

1 women's college. A press conference was even held on
2 March 1st of that year here in Harrisburg to report
3 that the trustees had decided by unanimous vote to keep
4 Wilson a women's college.

5 Jumping forward, May 1979, Judge Keller
6 described Wilson as a women's college in the Franklin
7 County Orphans' Court Decision when he reversed the
8 Board of Trustees' decision to close the College.
9 2009, in 2009, just ahead of the release of the 2010-
10 2015 strategic plan, the Board of Trustees submitted a
11 letter to the then President of Wilson College, Lorna
12 Edmundson, to express their position that Wilson should
13 remain a women's college. This letter to the president
14 has become known as the We Believe Letter. 2010, as
15 the Board of Trustees began its search for the next
16 President of Wilson College anticipating the retirement
17 of the current president in July 2011, they prepared a
18 leadership profile that set forth the expectation that
19 the next President of Wilson would embrace Wilson as a
20 women's college.

21 As the preceding timeline shows,
22 Wilson's intent in 1970 was not to become fully
23 coeducation. Rather, as the doors to formerly men's
24 colleges opened to women, the College saw to offer
25 attractive new opportunities and programs. In

1 addition, the College sought to serve the surrounding
2 community by establishing a continuing education
3 program for adult men and women. Throughout this
4 period, however, Wilson preserved, protected, and
5 promoted the undergraduate residential women's college.

6 In addition to the College's intended
7 change to the Articles of Incorporation to allow for
8 coeducation in all programs, we are deeply concerned
9 about a number of other proposed changes to the
10 Articles of Incorporation. These we have covered
11 previously and have submitted them in our testimony.
12 They include changes to the College's instruction based
13 on ars scientia and religio, the requirement for a
14 minimum number of full-time faculty, the minimum
15 required endowment, and more. Since we have set out
16 these concerns previously, we will not speak about them
17 today unless the Department would like us to. But I do
18 want to add, the College argues that their removal of
19 clauses previously in the charter are allowable. We
20 argue why remove them when they have been in the
21 charter for decades and their inclusion provides
22 helpful guidance and good governance to a Board of
23 Trustees whose members will surely not be familiar with
24 such details of Pennsylvania code and the specific
25 language of which is indeed set forth in the code.

1 As I have watched the College's action
2 since 2012, studied their testimony and response, and
3 read other documents issued by the College, I'm struck
4 by the College's capacity to contradict itself, to
5 alter the stories as the circumstances suit. The facts
6 of the matter are that the 1970 amendment did not
7 change Wilson into a coeducational college. The 1993
8 amendments clarified how the College had operated since
9 1982 when it established an adult education program for
10 women and men while retaining an all-female,
11 undergraduate college for women. And the College has
12 violated Pennsylvania code by implementing change to
13 coeducation that has not been approved by the
14 Department of Education. These facts are irrefutable.

15 And so I thank you for the opportunity
16 to present these objections to the College's behavior.
17 And on behalf of all Wilson College women who long to
18 see Wilson succeed, we hope for the Department of
19 Education's intervention in the matter of the
20 application before the Department from Wilson and for
21 rejection of the current amendments to the Articles of
22 Incorporation. Thank you.

23 ATTORNEY VAN NESS: And our next
24 speaker is Kendal Hopkins.

25 MS. HOPKINS: Good morning. I have

1 served as Director of the Alumnae Association Board
2 since 2010, and I currently serve as the vice president
3 of that board. I would like to thank you for my
4 opportunity to speak today. From my first meeting with
5 Dr. Niner and throughout the months leading up to this
6 hearing, the process has been open and straight-
7 forward, and I appreciate that.

8 In the testimony submitted by the
9 College, we are described as women who care only for
10 tradition who want to keep Wilson the same, who don't
11 understand the responsibilities of the Board of
12 Trustees, or the PA Department of Education. I want to
13 assure you, unequivocally, this is not about tradition.
14 The serious allegations and questions are not an
15 attempt to hold Wilson College back from change. We
16 want Wilson to thrive.

17 Our chief complaint today is that this
18 administration and this Board of Trustees ignored the
19 laws of the Commonwealth by acting on a change to the
20 mission of Wilson when they began recruiting and
21 admitting men to the undergraduate college immediately
22 after the Board of Trustees' vote in January of 2013
23 without first seeking your approval for such a change.
24 We defend our right to challenge the College's actions
25 on this matter based on Title 24 Subsection 6504

1 entitled fundamental changes, general rule. It is
2 unlawful for any institution holding a Certificate of
3 Authority under this chapter authorizing the conferring
4 of degrees to amend its Articles of Incorporation, to
5 merge or consolidate with any other corporation, or to
6 divide or convert without first securing the approval
7 of the Department with respect thereto.

8 We speak today from our experiences as
9 women who have been actively involved with Wilson.
10 Three have served honorably as trustees. Not one of
11 our allegations is frivolous or based on tradition. We
12 have absolutely nothing to gain personally from this
13 effort. Ours is a long relationship with our alma
14 mater. We have insight of historical perspective and
15 institutional memory, the experience of our own
16 excellent education in a community of women, and the
17 context of other leadership roles that inform our
18 opposition to the recent proceedings at Wilson. Wilson
19 College women and our supporters want Wilson to
20 succeed. And prior to the Board of Trustees' decision
21 to make the College fully coeducational, offered to
22 help the College in many ways so it would survive and
23 thrive. Alumnae were ready to help this administration
24 and this board make Wilson the strongest college it
25 could be while retaining its core identity as a women's

1 college.

2 As my written testimony indicates,
3 Wilson alumnae are honor bound to speak up for this
4 College, to support it with our time and treasure, and
5 to remain connected. So in support of Wilson College,
6 we reject the changes to the Articles of Incorporation
7 as submitted a year ago in June because the process did
8 not comply with the law and because several other
9 changes to the articles might dangerously weaken the
10 institution.

11 What is the role of the Pennsylvania
12 Department of Education if not to ensure that non-
13 profit boards of private and public colleges and
14 universities follow the laws of this state? Words are
15 powerful. In this case, they must assign authority,
16 guide decisions, protect investments and donations,
17 make a promise to students, and ensure the proper
18 administration of boards of trustees not just in the
19 present but far into the future of this College. We
20 do, however, understand that the Commonwealth does not
21 routinely become involved in the day-to-day operations
22 of a private college or university. The future success
23 of Wilson College does impact alumnae as well as
24 faculty, staff, students, and the surrounding
25 community. In a very concrete way, our diplomas

1 represent a brand that will be diminished if the
2 proposed changes to the charter are approved.

3 So what recourse is available to donors
4 when the actions of an administration and governing
5 board of a non-profit are questionable and may, in
6 fact, endanger the future value of their investments of
7 time and money? What remedy is open to both because
8 the changes described in the proposed Articles of
9 Incorporation were enacted without reporting this major
10 corporate change as stipulated by the code cited
11 earlier? The alumnae gathered here request that you
12 consider not simply the words in the charter document
13 but the actions behind this document, because those
14 actions tell a story of a rushed and unsubstantiated
15 decisions and indifference to the rules that apply to
16 all of Pennsylvania's institutions of higher education.

17 The attorney for the College and her
18 clients would like you to believe that the updates to
19 Wilson's Articles of Incorporation from the 1970
20 version to the 1993 version were neither memorable nor
21 important. The change, which clarifies that Wilson
22 College operates a residential college for women and
23 also an adult degree program for both women and men,
24 was important because it brought all of the College's
25 mission documents back into alignment with day-to-day

1 procedures and practices of the College. Wilson was,
2 at that time, very purposefully operating a residential
3 college for women up until January 13th, 2013 in all
4 advertising, in all fundraising endeavors, in all
5 recruitment documents, described in the mission
6 statement, on the College website, in the 990 documents
7 filed with the IRS, as members of the Women's College
8 Coalition and ADAPT, and in the official Wilson
9 catalogue the College described itself as a college for
10 women. There is a multitude of documentation that
11 proves no intention on the part of the administration
12 and Board of Trustees from 1970 onward to make Wilson a
13 fully coeducational institution as was erroneously
14 inferred.

15 In fact, we have presented evidence in
16 our testimony and provided documented recollections
17 from alumnae of the 1940s and the 1970s. These
18 documents tell of a very few male students who attended
19 Wilson in order to fulfill very specific limited
20 cooperative agreements for defined and qualified
21 lengths of time. These exceptions were matters of
22 cooperation, not a change in mission or intention. We
23 know from the documents that we did find that in the
24 Hankey Center archives is factual evidence that clearly
25 reveals the original intent of the circa 1970 board.

1 As a distinguished and well-respected alumna who spent
2 a career in higher education said to me recently, we
3 are up to our eyeballs in documentation that Wilson is
4 a college for women.

5 In contrast to the bleak picture Wilson
6 officials paint for the future of women's colleges, we
7 provided testimony from a host of institutions that
8 women's colleges are succeeding. Many are not only
9 holding enrollment steady but are growing, because they
10 are in touch with their mission and they know how to
11 articulate it. Information from the common datasets
12 show that in 2012 there were 39,000 applications made
13 to women's colleges in our east coast market area.
14 This does not include statistics from all women's
15 colleges. Several of these colleges keep waiting lists
16 for admission including Bryn Mawr, still a women's
17 college and located outside of Philadelphia. Data from
18 that National Center for Education Statistics of the
19 U.S. Department of Education indicates that full-time
20 enrollment in private colleges will increase every year
21 out to 2021 with women outpacing men by thousands.

22 Women's colleges have rigorously
23 prepared their students to live in and contribute to
24 the world in a uniquely meaningful way: Gloria Steinem,
25 Hillary Rodham Clinton, Gwen Ifill, Speaker Nancy

1 Pelosi, Geneticist Nettie Stevens, Pennsylvania
2 Congresswoman Allyson Schwartz, Secretary Madeleine
3 Albright, Governor Kathleen Sebelius, and Marian Wright
4 Edelman are only a few of the high achievers with
5 undergraduate degrees from women's colleges. Since
6 1869, Wilson has done the same: Margaret Criswell
7 Disert, the first Pennsylvanian inducted into the U.S.
8 Navy WAVES; Alice Mackenzie Swaim, internationally
9 known as the poet for the ages; Senator Elizabeth
10 Richards Andujar, the first Republican woman to serve
11 in the Texas Senate; and Patsy Mink, a senator from
12 Hawaii.

13 Are women's colleges relevant in the
14 21st Century? All one need do is read the daily paper
15 to know that women still struggle for equal space at
16 the table, safety, and pay comparable to men in the
17 same professional work positions. Princeton conducted
18 a study in 2012, which surprised the researchers. Even
19 in that competitive and aware environment, female
20 students were noticeably less likely to take on
21 leadership roles in the classroom and in
22 extracurricular activities. In a February 2013 Forbes
23 Magazine blog entitled What's in a Women's College,
24 student Rachel Hennessey wrote in support of her own
25 experience, it's a place where students dare to defy

1 gender norms. It's a place where students come to
2 engage in leadership roles that they may not otherwise
3 have access to. The goal is to foster a community in
4 which women have greater access to engage in a variety
5 of opportunities.

6 In south-central Pennsylvania, there is
7 a host of established coed liberal arts colleges of
8 many sizes including Gettysburg College, Dickinson,
9 Messiah College, Shippensburg University, and Penn
10 State Mont Alto. What about a coeducational Wilson
11 College will be distinctive? As a women's college on a
12 safe and beautiful campus in a bustling small city
13 within a two-hour drive to three major cities with 144
14 years of commitment to educating strong women, Wilson
15 College is already distinctive. Boasting a recently
16 certified organic farm in the Fulton Center for
17 Sustainable Living paired with a state-of-the-art
18 science center for hands-in-the-dirt environmental
19 studies blessed with an extremely dedicated faculty who
20 encourage scholarship that exceeds many larger
21 colleges.

22 One example, Wilson students regularly
23 present papers and posters at scientific conventions
24 that cater to graduate level scholarship, host to a
25 unique equestrian program, one of only three such

1 bachelor level programs in the United States, and
2 offering one of the first nationally recognized
3 resident programs for women with children. Wilson
4 College has the goods to grow and flourish if the
5 efforts that have been expended to recruit just a few
6 male students are instead refocused on young women.
7 Any actions that Wilson College administration has
8 taken in the past 18 months towards coeducation are
9 just as appropriate for a single-gender college. Every
10 new recruiting technique, every upgrade to campus,
11 every change in the curriculum, nearly every dollar
12 spent could have been creatively directed to the
13 mission of the existing women's college if the Board of
14 Trustees had trusted the 2010-2015 strategic plan.

15 This strategic plan was based on solid
16 investigative work by the sitting Board of Trustees.
17 It was unanimously approved just a short year before
18 President Mistick's arrival. One of four key
19 advantages included in the development notes of the
20 strategic plan reads, trustees offered their best
21 thinking and support regarding holding to the core
22 mission as a women's college following their fall 2009
23 retreat. Before doing so, they reviewed the literature
24 on single-sex and coeducational institutions,
25 considered Wilson's strengths and prospects, and

1 expressed their beliefs about Wilson's best
2 opportunities for successfully delivering on its
3 mission. We trust the careful, considered, deliberate
4 decisions that led to the 2010-2015 strategic plan,
5 which are in stark contrast to the rushed and flawed
6 process of the unfinished commission work.

7 A key aspect of the relationship
8 between alumnae and this administration is a lack of
9 trust. For instance, Wilson alumnae are accustomed to
10 receiving updates about enrollment and fundraising as
11 the information rolls in at the end of the fiscal year.
12 Despite the rosy picture painted by President Mistick
13 about applications and fundraising, none of the hard
14 numbers were shared during the recent reunion weekend,
15 neither for enrollment nor fundraising. In fact, even
16 after repeated requests by the Alumnae Association
17 Board of Directors questions about these key indicators
18 of success and health on any campus were rebuffed and
19 ignored. Wilson has always relied on the generosity of
20 her graduates. As I indicated in my written testimony,
21 the historically broad support of the annual fund has
22 recently been compromised. Total giving decreased by
23 \$3,462,700 between 2012 and 2013, which includes in the
24 2013 total a special fundraising effort broadly
25 sponsored by those of us who opposed to the coed

1 decision, which raised \$81,808 in 30 days.

2 President Mistick has said repeatedly
3 that she has the support of major donors, but they are
4 less than six percent of the donor base. Those \$50 and
5 \$100 donations, many lost since the coed decision, add
6 up and keep percentage of giving healthy. We have
7 challenged the changes to the Articles of Incorporation
8 not because we are obstinate about change at Wilson
9 College but because the changes were conducted
10 improperly, undermine its operations as a non-profit
11 institution, and were conducted improperly and were
12 enacted before approval by the state of Pennsylvania.
13 The College's attorney argues that the changes in the
14 articles are not necessary, not different, and were
15 only done to comply with new Pennsylvania Department of
16 Education policies. But we disagree.

17 The institution described in the
18 redlined articles under your consideration is divergent
19 and completely at odds with the Wilson College of the
20 1993 articles in regards to details more completely
21 described by other Limited Participants. Wilson
22 College can flourish in its mission as a women's
23 college. The Board of Trustees believed that in 2010,
24 and they believed it when during the hiring process and
25 interviews they asked Barbara Mistick as they asked

1 each of the final candidates if she was committed to
2 shepherding and growing a women's college. Since she
3 was hired to fill the position, clearly she answered
4 yes, yet here we are today. As a result of the vote on
5 January 13th, 2013, there are currently three young men
6 enrolled in the traditional undergraduate college that
7 is still according to Pennsylvania code a women's
8 college, because this recruitment of male students
9 began before seeking approval from the Department of
10 Education for a change in mission.

11 You have the authority to reject these
12 Articles of Incorporation, and we ask you to carefully
13 evaluate our case. Thank you.

14 MS. TISHOK: Good morning, Deputy
15 Secretary Hans, Counsel, and other representatives and
16 participants. My name is Paula Tishok, and I'm an
17 alumna from the class of 1971, and I fully support
18 Wilson College. Thank you for permitting me to be
19 designated as a Limited Participant and for the
20 opportunity to submit testimony in this hearing before
21 the Pennsylvania Department of Education. While I
22 understand that all written testimony from Counsel for
23 the College and the Limited Participants detailing the
24 process leading up to the board's actions to amend the
25 articles has been read and reviewed, I wanted to

1 emphasize a few key points in this oral testimony.

2 Counsel for the College and
3 representatives of the College who spoke today would
4 have you believe that the Board of Trustees made an
5 informed decision. The Limited Participants strongly
6 disagree. We assert that the board's actions were
7 based on false and misleading information presented to
8 the board by the College's administration, and that the
9 board failed to implement the necessary process to
10 review, discuss, and analyze President Mistick's
11 recommendations, and furthermore, failed to address and
12 resolve legitimate concerns raised by several trustees
13 and others. And then most importantly, the College
14 proceeded to implement, to immediately implement, the
15 board's decision to extend coeducation to the
16 undergraduate college even though amendments to the
17 articles were required along with prior approval from
18 the Department of Education.

19 The first point I would like to make is
20 that false and misleading information was presented to
21 the Board of Trustees. As I previously testified in
22 writing, there were numerous examples of false and
23 misleading information presented to the board. For
24 example, over a period of several months commencing in
25 the summer of 2012 through news releases, campus

1 forums, and communications with the Board of Trustees
2 and the Wilson community, the President directly and
3 through her administration repeatedly made the
4 following claims. First, Wilson College is in dire
5 financial straits. In stark contrast to the College's
6 assertions, Forbes Magazine and the Chronicle of Higher
7 Education published rankings about the financial
8 condition of U.S. colleges with enrollment greater than
9 500 students for fiscal year 2011, the first year of
10 President Mistick's term. Forbes financial GPA for
11 Wilson College was 4.031 out of a possible 4.5 giving
12 Wilson an A rating and ranking Wilson at number 73
13 nationwide.

14 Likewise, the Chronicle gave Wilson its
15 highest rating, a 3.0. And while the College has
16 \$31,000,000 in bonds outstanding as capital debt used
17 for the construction of the science complex, it also
18 had over \$30,000,000 in an unrestricted quasi-endowment
19 as of June 2012 set apart for the repayment of that
20 debt. However, the existence of the quasi-endowment
21 was not made public to the Wilson community or to the
22 media. The misleading assertion about Wilson's dire
23 financial straits startled, shocked, and eventually
24 splintered the College community. With these public
25 statements, the College's administration damaged

1 Wilson's reputation, dispirited and divided the Board
2 of Trustees, and set the stage to attempt a fundamental
3 change to Wilson's historic mission of educating women.

4 By the time of the board's vote, the
5 media was consistently reporting the president's view
6 that absent the coeducation option, the College would
7 have to close. Not only was this far from the truth
8 but also the patent intent of these negative comments
9 was to pressure the board into accepting the
10 president's recommendation for coeducation across all
11 programs.

12 Second, President Mistick also
13 repeatedly asserted that the commission would attempt
14 to identify strategic ideas for achieving the
15 enrollment goals as set forth in the strategic plan
16 2010-2015. Despite the fact that the Board of Trustees
17 had approved an enrollment goal of 1,000 students in
18 the strategic plan, the commission was directed by the
19 president to achieve an enrollment goal of 1,325
20 students by 2021; a goal which was two times greater
21 than Wilson's total enrollment of 662 students in the
22 fall of 2013. By October 2012, the commission
23 identified and presented strategic ideas that if
24 implemented would result in an enrollment growth of
25 1,325 students excluding the implementation of

1 coeducation.

2 After these presentations to the Wilson
3 community, which were given late in the commission
4 process, President Mistick increased the target
5 enrollment goal to a seemingly unrealistic goal of
6 1,500 students. But then in the president's report to
7 the board in November of 2012, the enrollment goal for
8 Wilson College was increased for a third time to 1,761
9 students or nearly three times the current enrollment
10 without explanation or any additional supporting data
11 or documentation from the commission.

12 As a result, a majority of the trustees
13 were misled into believing that they had to approve a
14 fundamental change to the College's mission to extend
15 coeducation across all programs even though many
16 trustees were openly skeptical about the enrollment
17 goals set forth in the president's report calling them
18 illusory and unrealistic. And yet, the enrollment
19 goals set forth in the predictive financial model was
20 critical to the board's decision for Wilson College to
21 become coeducational. For this reason, it is fair to
22 conclude that the illusory enrollment goal of 1,761
23 students was artificially inflated to support the
24 coeducation initiative and to convince trustees that
25 Wilson could not survive as a women's college.

1 In stark contrast, Counsel for the
2 College in its testimony consistently referred to the
3 enrollment goal of 1,000 students as approved by the
4 board in the strategic plan and failed to mention that
5 the enrollment goals during the commission process had
6 been manipulated, and furthermore, that the board had
7 been given a predictive financial model with
8 coeducation that was based on an unsupported enrollment
9 goal of 1,761 students. Had the commission been asked
10 to develop strategic ideas to achieve an enrollment
11 goal of 1,000 students as set forth in the strategic
12 plan, the president's recommendation for coeducation
13 would never have been approved.

14 Third, in her final report to the
15 board, President Mistick wrote, in reviewing the
16 predictive financial models, our need for revenue is so
17 great that in addition to all other transformative and
18 innovative strategic ideas and proposals, there is no
19 other conclusion to be reached than the best case
20 scenario would be for the undergraduate college to
21 become fully coeducational. The president's plan and
22 the predictive models with the recommendation for the
23 undergraduate college to become coeducational contained
24 false and misleading information including tens of
25 millions of dollars in unsubstantiated net tuition

1 revenue and subsequently was presented to the Board of
2 Trustees for their decision.

3 Counsel for the College would have you
4 believe that the analysis of the predictive financial
5 models that I presented in my written testimony are
6 flawed and take into account only changes in the
7 undergraduate program and exclude changes to the
8 graduate, adult degree, and online programs. Contrary
9 to Counsel's assertions, the data I utilized in my
10 analyses was provided to the board by the president,
11 which included all programs as detailed in the
12 comprehensive summary and summary business case of the
13 president's recommendations shown as Attachment 12 in
14 my written testimony.

15 I now refer you to Attachment 13 of my
16 written testimony, which is a data analysis of tuition
17 revenue based solely on worksheets provided to the
18 Board of Trustees by the College's administration.
19 This analysis is a mathematical exercise to test the
20 validity of the tuition revenue stream in the
21 predictive financial models. This should've been an
22 easy and straight-forward task accomplished by taking
23 revenue data from the predictive model that represents
24 the status quo and adding incremental net revenue for
25 the president's recommendations including the proposed

1 new programs. As I said, this should've been a simple
2 mathematical exercise of A plus B equals C. But this
3 math exercise failed.

4 Let me take a moment to briefly
5 describe these predictive financial models. Individual
6 worksheets were developed for all 12 of the president's
7 recommendations such as pricing, marketing, health
8 services, and coeducation. Some of the worksheets
9 included subcategories. For example, in health
10 services there were worksheets for nursing, nutrition,
11 and physical therapy. The predictive financial model
12 summarized worksheets by grouping and then by
13 recommendation and then comprehensively. Using the
14 comprehensive summary that was presented to the board,
15 you cannot mathematically arrive at the totals on the
16 predictive financial models, specifically developed to
17 include all new programs including coeducation.

18 The final result of this exercise
19 revealed an unsubstantiated net revenue of \$58,000,000
20 for the nine-year period. To put this extraordinarily
21 high number in context, total net tuition revenue for
22 all the president's recommendations including
23 coeducation was projected to amount to \$39,000,000 for
24 the nine-year period from 2013 to 2021. And yet, the
25 president is claiming an additional \$58,000,000 in net

1 tuition revenue, which is unsupported by any
2 supplemental worksheets and does not appear in the
3 comprehensive summary of her recommendations as
4 presented to the board. There is no question that data
5 in the predictive financial models were manipulated to
6 mislead the board into believing that coeducation was
7 the only viable option for Wilson. It is important to
8 note that over the course of this proceeding the
9 College has not provided nor referred us to any data or
10 supporting documentation that substantiates the
11 \$58,000,000 revenue projection.

12 The president has an obligation to
13 ensure that the board has accurate data and information
14 necessary to make prudent decisions. Instead, the
15 president sought to control the board through
16 manipulative tactics and false and misleading
17 information that resulted in a pervasive atmosphere of
18 distrust making it impossible for trustees to fulfill
19 their fiduciary duties. For these reasons, the
20 College's application to amend its Articles of
21 Incorporation should be denied.

22 The second point I want to emphasize is
23 that the Board of Trustees failed to properly review,
24 discuss, and analyze the president's recommendations
25 and furthermore, failed to address and resolve

1 legitimate concerns raised by several trustees. A
2 properly functioning board does most of its work in
3 standing committees and this had been the historic
4 pattern at Wilson's Board of Trustees; trustees
5 expected to convene in those standing committees to
6 review recommendations presented by President Mistick.
7 Committees that should've convened but failed to were
8 advancement, academic affairs, buildings and grounds,
9 enrollment management and student life, and finance and
10 its investment subcommittee.

11 Committee meetings are the appropriate
12 place where trustees can review and discuss and analyze
13 recommendations. Contrary to the board's past
14 practices, these committee meetings did not take place.
15 Rather, the board met as a whole without a defined
16 process to analyze each recommendation individually.
17 Despite the fact the trustees raised questions and
18 concerns, the board did not properly address and
19 resolve these concerns. As a result, the board failed
20 to utilize the expertise of individual trustees.
21 During the meeting when the board met as a whole,
22 several trustees identified eight areas of high and
23 very high risk as defined in the statement of potential
24 risks included as Attachment 2 in my written testimony.
25 However, the board failed to conduct an assessment of

1 those risks and other adverse consequences.

2 Because several trustees identified
3 these potential risks, members of the board's finance
4 committee asked to convene a meeting to review and
5 analyze the predictive financial models, but Board
6 Chair John Gibb never convened the meeting. Likewise,
7 other committees failed to convene which resulted in a
8 situation where trustees could not obtain reliable
9 information, could not analyze risks and other adverse
10 consequences, could not address and resolve their
11 concerns, and therefore could not properly perform
12 their fiduciary duties.

13 When the board was asked to make its
14 decision on the president's plan, trustees knew that
15 the financial data as presented contained materially
16 incorrect and misleading information. For this reason,
17 14 trustees voiced their disapproval of the president's
18 plan at the December 1st, 2012 meeting citing that more
19 review and analyses were needed. This fact was noted
20 in the minutes of the November 30th/December 1st, 2012
21 special meeting of the board shown as Attachment 3 of
22 my written testimony. Some of the key pieces of
23 information that were requested by the board as noted
24 in these minutes of the special meeting but missing in
25 the president's proposal included the following: a

1 summary business plan that addressed proposed
2 investments, capital expenses, markets served,
3 enrollment results, and net revenue, a justification
4 for each proposal based on its own merit including
5 information that the board needed to know as the
6 proposal was being implemented, and a compilation of
7 data to form the basis for the enrollment numbers and
8 the methodology used in analyzing that data. The board
9 then agreed to meet on January 13th, 2013 to further
10 consider the president's recommendations. However, as
11 of the January meeting, the president never provided a
12 summary business plan or justification for each
13 proposal or a preliminary implementation plan or data
14 that supported the enrollment projections in her
15 recommendations as presented to the board, and yet, the
16 board was pressured to vote on the president's
17 recommendations nonetheless.

18 A board must conduct an independent
19 review including financial analyses and risk
20 assessments of any proposed recommendations. This did
21 not occur at Wilson. The president's plan included 12
22 recommendations, some of which had significant
23 budgetary impact. Contrary to Counsel's testimony that
24 the board undertook a detailed study prior to voting on
25 the president's recommendations, the board lacked

1 critical information needed to make an informed and
2 independent decision and failed to adequately analyze
3 and address risks and other adverse consequences.
4 Therefore, the College's application to amend the
5 Articles of Incorporation should be denied.

6 The third point I want to make is that
7 the process for amending the Articles of Incorporation
8 was flawed. As I mentioned previously, the Board of
9 Trustees met in a special meeting on January 13th of
10 2013 to review President Mistick's strategic
11 recommendations. During this meeting, Elizabeth
12 Maguschak, Counsel from the Harrisburg Law Firm of
13 McNees, Wallace, and Nurick was introduced as legal
14 Counsel for the College. At that time, Ms. Maguschak
15 confirmed that the 1993 version of Wilson's Articles of
16 Incorporation was binding and superceded all other
17 versions as clearly stated within the document. It is
18 important to note specifically that Section 3A of these
19 articles states that, quote, the purpose is to operate
20 a college for women which offers a residential
21 opportunity and in addition to operate a coeducational
22 college of continuing education, end quote.

23 Ms. Maguschak's confirmation of these
24 facts was noted in the minutes of the Board of
25 Trustee's meeting on January 13th, 2013 as shown as

1 Attachment 22 of my written testimony. In February
2 2013, the executive committee of the board met with Ms.
3 Maguschak, who presented revised Articles of
4 Incorporation, which she referred to as the charter.
5 Ms. Maguschak based her revisions on the currently
6 binding 1993 charter, and furthermore, she presented
7 revised bylaws for Wilson College. In her memorandum,
8 Ms. Maguschak clearly stated revisions to the charter
9 were made --- I'm sorry, quote, revisions to the
10 charter were made to bring it in line with current law
11 and best practices and to ensure consistency between
12 the charter and the bylaws, end quote. Ms. Maguschak's
13 memorandum appears as Attachment 23, and furthermore,
14 the redlined version of the 1993 charter and the bylaws
15 appear as Attachment 24 of my written testimony.

16 At no time did Ms. Maguschak provide
17 the executive committee or the Board of Trustees with
18 Wilson's 1970 charter nor was there any discussion of
19 Wilson's 1970 charter. Counsel for the College now
20 claims that Wilson's superceded charter of 1970 broadly
21 allows for the education of male and female
22 undergraduates together. Additionally, Counsel would
23 also have you believe that the only difference between
24 male and female students relates to housing services.
25 Contrary to Counsel's assertions, the College for women

1 has been operating continuously as a women's college
2 since 1869 offering a residential opportunity for
3 traditional age female students only. In 1993, the
4 College began to offer classes in the College for
5 Continuing Education now known as the adult degree
6 program for adult female and male students. This
7 reality is clearly stated in the currently binding 1993
8 charter. Moreover, the College for women and the
9 College for Continuing Education, which primarily
10 enrolls part-time students, have been marketed uniquely
11 and priced distinctively since 1983.

12 The College cannot have it both ways.
13 If the College for women has been allowing for the
14 education of males and females together since 1970 then
15 the Board of Trustees received false and misleading
16 information from Ms. Maguschak from January through May
17 of 2013 as part of the process to amend the Articles of
18 Incorporation. The board clearly understood that it
19 was voting to amend the 1993 charter, not the 1970
20 charter. For these reasons, Counsel's argument that
21 the College for women has been operating for years as a
22 coeducational institution is specious, without merit,
23 and clearly designed to persuade the Department that a
24 fundamental change at Wilson is not taking place. It
25 is also a smokescreen intended to divert the

1 Department's attention away from the fact that the
2 College violated the Department of Education's
3 regulations by implementing the amended articles
4 without the Department's approval of those amendments.

5 The fourth point, and perhaps the most
6 important point for the Department's consideration,
7 that I would like to make is that implementation of
8 Wilson's coeducation program at the undergraduate
9 college began prior to both the board's and the
10 Department's approval to amend the Articles of
11 Incorporation. In January 2013, shortly after the
12 board voted to approve the president's plan to extend
13 coeducation to the undergraduate college, the board
14 directed the president to develop an implementation
15 plan for further review and approval by the board.

16 Because enrollment was projected to
17 increase significantly, many trustees believed that the
18 implementation plan would address issues such as
19 student services, safety and security, housekeeping and
20 maintenance, athletic programs, academic and
21 administrative office space, and parking to name a few.
22 Such an implementation plan was never presented to the
23 board. Instead, the president developed a spending
24 plan for capital projects that sought to spend down the
25 unrestricted quasi-endowment that was established to

1 repay the College's bond debt, and thereby reducing the
2 endowment from \$30,000,000 to \$7,000,000 during the
3 period from 2013 to 2021.

4 Beginning in January 2013, shortly
5 after the board's decision, the president announced
6 that Wilson had enrolled its first male undergraduate
7 student. By March 2013, the president moved forward
8 and authorized hiring of two athletic coaches for male
9 sports; cross-country and basketball. Most
10 importantly, the president in an open campus forum
11 announced plans to renovate one of the residence halls
12 to accommodate male students. All of these actions
13 were accomplished long before the Board of Trustees
14 approved any amendments to the articles despite the
15 fact that the trustees repeatedly asked the president
16 not to get out ahead of the board and create
17 expectations. She consistently did so in her effort to
18 back the board into a corner and to solidify her
19 coeducation agenda.

20 Moreover, this pattern of behavior is
21 consistent with the College's actions with respect to
22 the Department of Education. Even though the
23 Department has not ruled on the College's application
24 for approval to amend its articles, the College has
25 publicly announced and marketed itself as a fully

1 coeducational institution since January 2013. Should
2 the Department of Education approve the College's
3 application for a Certificate of Authority, the
4 Department will be establishing a dangerous precedent
5 that colleges and universities in Pennsylvania can
6 proceed to implement a fundamental change without
7 requiring amendments to their Articles of Incorporation
8 and without first obtaining the Department's approval.
9 Such a precedent will draw into question the relevancy
10 of the Department's regulations.

11 In January 2013, Ms. Maguschak advised
12 the Board of Trustees that it was necessary to obtain
13 approval from the Department to amend the College's
14 articles. However, the College has willfully and
15 purposefully ignored the law. The College chose to
16 proceed without the Department's approval for two
17 reasons; to avoid giving opponents to coeducation more
18 time to challenge the president's recommendations and
19 the board's decision, and two, to make it more
20 difficult for the Department of Education to deny the
21 College's application since doing so would require the
22 College to undo changes it has already implemented.
23 You have the authority and the responsibility to
24 enforce your regulations, and I urge you to do so.

25 In her written submission to the

1 Department, Counsel for the College posed the following
2 question about my role in the process of amending the
3 charter. Quote, why didn't Paula Tishok, a member of
4 the ad hoc committee who recommended charter and bylaw
5 revisions to the board, object to the non-coeducational
6 changes at the committee level rather than waiting to
7 oppose them now, end of quote? I'd like to answer that
8 question at this time. The ad hoc committee and the
9 board were told repeatedly both verbally and in writing
10 by Ms. Maguschak and Board Secretary Liz McDowell that,
11 quote, the revisions to the charter were made to bring
12 it in line with current law and best practices, end
13 quote.

14 Additionally, Ms. Maguschak asserted
15 that she and other members of her firm have extensive
16 experience with institutions of higher education and
17 other non-profits. At the time of our committee and
18 board meetings in the spring of 2013, I relied on Ms.
19 Maguschak's advice and council. When I learned during
20 the summer of 2013 about the changes to the charter
21 that are not consistent with Pennsylvania law, I filed
22 a protest with the Department of Education, which is
23 why I am here today.

24 Finally, I want to share with you my
25 personal experiences on the board. For seven years I

1 had the honor of serving as a trustee on the Wilson
2 College Board of Trustees. I first served as President
3 of the Alumnae Association for six years, which has
4 given me the distinction of becoming an Everitt-Pomeroy
5 Trustee. For two years, I served as Vice Chair and
6 Officer of the Board, an honor for which I am deeply
7 grateful. In my roles as President of the Alumnae
8 Association and Officer of the Board, I was able to
9 serve Wilson College community in meaningful and
10 lasting ways. Some individuals have described my
11 service as passionate since I have devoted many long
12 hours to serving the College community with love,
13 honor, and integrity.

14 Throughout these years I have called
15 for and supported some governance policies and
16 procedures to protect the institution's mission,
17 vision, and values. Early in the commission process, I
18 became concerned about the possibility of changing the
19 mission of the College. Because I embraced the tenants
20 of good governance, I first spoke confidentially and
21 repeatedly with Board Chair Gibb, and afterwards with
22 members of the executive committee and the board.
23 Subsequently, I became one of eight trustees opposed to
24 the flawed process that led to the board's approval of
25 the president's recommendations for coeducation.

1 In addition to my stance on governance
2 and coeducation, I've become increasingly alarmed by
3 the fiscal actions authorized by the board. With 35
4 years of experience in financial management and
5 operations analysis, I was able to clearly understand
6 the flawed and misleading financial projections
7 presented to the board in support of the coeducation
8 recommendation. I also opposed the board's decision to
9 authorize spending of the unrestricted quasi-endowment
10 for purposes for which it was not intended. Instead,
11 those funds should remain dedicated to the repayment of
12 the College's bond debt.

13 I view these actions of the board as
14 unethical, reckless, and perhaps illegal. For these
15 reasons, I had to examine my conscience and my personal
16 beliefs and determine that I could no longer serve as a
17 trustee on a board that did not value the opinions and
18 the expertise of its members, and moreover, failed to
19 address the legitimate concerns raised by its members.
20 In May 2013, I was one of four trustees who resigned in
21 protest. Three of us held leadership positions as
22 members of the executive committee and served as
23 committee chairs. The fourth trustee who resigned held
24 a leadership position on the Alumnae Association Board
25 as an alumnae trustee. These resignations were

1 unprecedented in the history of Wilson College and
2 should not go unnoticed.

3 I sincerely appreciate the opportunity
4 to speak at this hearing today, and I urge the
5 Department of Education to deny the College's
6 application to amend its Articles of Incorporation.
7 Thank you.

8 ATTORNEY VAN NESS: Thank you for the
9 opportunity to address you once again this morning.
10 There are several different points I want to make, and
11 I'll try to make them in as organized a way as
12 possible. We took seriously your request of us to
13 address the questions around the 1970 charter, the 1993
14 charter, and your authority. And I hope that we've
15 begun to answer some of your questions with the
16 testimony that you've heard so far this morning.

17 First, I wanted to just mention before
18 we go any further that we're pretty cool Wilson women
19 up here. We got really great educations at our alma
20 mater, so we know the difference between opinion and
21 fact. And I think that you know the difference between
22 opinion and fact as well, and so you'll see that we
23 have submitted every single piece of evidence and
24 document that supports the various claims and arguments
25 that we have made and we trust that you will be able to

1 find the support that you need in the record as you go
2 forward and contemplate your decision.

3 We also know the difference between
4 providing background and relevant facts or the facts
5 that we think are relevant, and they may not all be
6 relevant to you, and the difference between that and
7 what the Department of Education's authority is in this
8 matter. So we've tried to present a picture of a
9 couple different things in our testimony. One is that
10 we want you to know our college. Wilson College is a
11 pretty special place to all of us. It's a pretty
12 amazing place. It has caused the four of us and people
13 that are not here today and people that are here today
14 to spend the last couple of years of their lives
15 bringing this matter to you in the most organized and
16 passionate but appropriate way that we can. So we take
17 very seriously the representation that --- the people
18 that we're representing here, the history that we're
19 representing, and the issues that are before all of
20 you.

21 And we think that you're in a very
22 difficult position. We understand that these types of
23 protests don't happen very often and these types of
24 hearings don't happen very often, and we want to thank
25 you again for giving us this opportunity today. And so

1 I'm going to try to address some of the questions about
2 the charters, 1970, 1993, and the Department's
3 authority that haven't been addressed by my fellow and
4 sister Limited Participants here.

5 The most important thing is that the
6 1970 charter has absolutely no legal effect today.
7 This is true as a matter of corporate law, and it makes
8 perfect sense. If a previous charter of any kind of
9 corporation for profit or non-profit has lingering
10 effects on the current Articles of Incorporation that
11 have been duly approved by the Commonwealth of
12 Pennsylvania, we're looking at creating a situation
13 where there's no predictability and potential chaos in
14 trying to understand what a corporation has the
15 authority to do as a matter of law.

16 And so the document that was attached
17 to our original protest, the Articles of Incorporation
18 from 1993, includes the cover sheet that was prepared
19 --- that's prepared by the Secretary of the
20 Commonwealth, and it says very clearly the restated
21 Articles of Incorporation supercede the original
22 articles and all amendments thereto. The language is
23 clear. There's no ambiguity here. Once the 1993
24 articles were duly approved by this Commonwealth of
25 Pennsylvania, this is the operative document. This is

1 what Wilson College is authorized to do as a matter of
2 law.

3 But I think that the 1970 charter is
4 relevant in a very important way. And the way that
5 it's relevant here is that it shows what the College
6 should've done in 2013 if it was to make a fundamental
7 change to the charter and the mission of the College.
8 So what the record has shown is that before the Board
9 of Trustees considered coeducation in a binding vote
10 before the committee discussed that issue, the Board of
11 Trustees and the College went to this Department and
12 went to the Courts of Common Pleas and got the
13 authority to implement, to make Wilson College
14 coeducational, if that was the decision that was
15 eventually made. So that's the step --- those are all
16 the steps that should've been taken in 2013 before
17 coeducation was implemented by the College, and those
18 steps were not taken.

19 So what happened in 1970 was that the
20 College fulfilled its legal responsibility. It got the
21 authority to introduce and transition to coeducation if
22 that's what the Board of Trustees decided to do. And
23 as the record clearly shows and as the College joyfully
24 and with passion and all of the love of Wilson College
25 reaffirmed later in 1970 and '71, it decided not to go

1 coeducational. It decided to remain a women's college
2 and it recommitted itself to remaining a women's
3 college. So what does it mean that the charter
4 retained the authority for coeducation until 1993?
5 Nothing. The authority of the charter also gives the
6 authority of the College to act if the College were
7 ever to close. There's all kinds of unrealized
8 authority in a college charter that has no legal
9 bearing in the moment unless those events take place
10 and actions must be taken.

11 So when the new charter was approved in
12 1993, that was when the College reaffirmed in its
13 Articles of Incorporation that it was a women's college
14 and intended to remain a women's college. And that is
15 the facts and that is what --- the only document that
16 is relevant to the College's application today and your
17 consideration. And the reason that the College,
18 however, wants to keep going back to the 1970 charter
19 is that they realize that the 1993 charter doesn't
20 really do and authorize what they're saying that it
21 doesn't authorize. And I refer specifically to this
22 without limitation phrase within the charter. So my
23 sister attorney would argue that without limitation
24 apparently opens the door for any previous charter that
25 was ever enacted at the College to be considered --- to

1 give authority to the current Board of Trustees. I
2 have never found a single case, any kind of precedent
3 that says without --- I'm sorry, without limitation.
4 Without limitation would open the door to considering
5 all previous charters. Without limitation has nothing
6 to do with previous charters. It has to do with the
7 exact objects of the current charter. So the
8 interpretation of without limitation has no foundation
9 that I know of in law anywhere, and if that phrase
10 which appears in many, many different Articles of
11 Incorporation for colleges and universities does indeed
12 mean that the College is permitted to do anything that
13 it was authorized to do in the past.

14 Again, we're talking about chaos and
15 lack of predictability and lack of orderly
16 administration of colleges and universities within the
17 Commonwealth of Pennsylvania. It's simply not an
18 interpretation of that phrase that makes any kind of
19 sense. The phrase without limitation simply refers to
20 the College's ability to do the things that it's
21 authorized to do, to do all necessary things that it is
22 authorized to do. And one of those things is to
23 maintain a residential undergraduate college for women.

24 The College also wants to talk about
25 the 1970 charter and other special moments when men

1 attended Wilson to try to convince you that the change
2 from being a women's college for the past almost 145
3 years to a coeducational institution is not a
4 fundamental change. Now, I have to tell you that I
5 think of myself as a pretty good legal researcher, and
6 I've done a lot of difficult legal issues in my time.
7 And I looked, and I looked, and I looked for a case to
8 bring to you today to talk about whether when a college
9 that has been a women's college changes to a
10 coeducational institution, has that been considered a
11 major change or a fundamental change. And I couldn't
12 find a case that said that.

13 So what does that mean? That means
14 that we look at the facts of this case, and it means
15 that we apply our common sense. And the facts that
16 we've laid out very carefully and in detail that you
17 have been enormously patient to review show that this
18 is a college that has been a women's college. It's a
19 residential undergraduate women's college since it was
20 first chartered in 1869. There are special programs at
21 different times that have permitted men to attend
22 classes, to get degrees. The adult degree program was
23 directed to non-traditional age men and women to be
24 able to attend the college, but it's clear that Wilson
25 College has been a proud women's college since 1869.

1 And it's not simply a matter of housing
2 choices and opportunities versus educational choices
3 and opportunities. To have the women's college at
4 Wilson be reduced to simply housing choices is one of
5 the most insulting things that I think I've heard in
6 describing our beloved college. Women who live and
7 have an education on women's college campuses have an
8 experience that is unique and unlike other colleges and
9 coeducational colleges. It's because women live among
10 other women in their living communities and their
11 learning communities, women fill all the positions in
12 every extracurricular activity, women are the leaders,
13 anything that happens on campus women have to make it
14 happen. So you just get used to seeing women doing
15 things. And everybody who gets an A in class and
16 speaks, that's a woman. And everybody who gets ---
17 those people that don't do so well, they're also women.
18 So you see a whole range of possibilities for how women
19 can be in the world. It's not just about housing. And
20 if that is what the College thinks in terms of its
21 history, no wonder it's confused about its current
22 mission.

23 I also wanted to mention before I
24 forget that the attorney for the College mentioned the
25 Attorney General's investigation. And there were

1 complaints filed with the Attorney General's Office,
2 and there was a pre-investigation or some investigation
3 done by the Attorney General. That investigation was
4 closed without any kind of determination on the merits
5 of the complaints. As Ms. Tishok mentioned, as you'll
6 see in our testimony, one of the complaints was filed
7 by her and we were told by the Attorney General that
8 there simply wasn't enough information to proceed. So
9 that means nothing in terms of there's no substance and
10 there's no guidance to you in the decision of the
11 Attorney General not to proceed. There's no merits
12 decision, so that means that this investigation could
13 be restarted or reopened at any time when more
14 information becomes available. So how the College has
15 characterized it is incorrect.

16 The College also talks a little bit
17 about Title IX in its testimony, and I wanted to
18 mention that quickly as well. The College argues that
19 Title IX does not prevent the College from returning to
20 be a women's college if the coeducation option doesn't
21 work out for it. And it cites a couple of lower court
22 decisions in support of that argument. But there's
23 been no definitive ruling by the U.S. Supreme Court in
24 a Title IX case about the status of women's colleges.
25 And what Title IX practitioners believe and we have

1 operated on this belief is that Title IX provides an
2 exception for historically women's colleges, but that
3 it would most likely prevent the foundation of new
4 women's colleges. So the stakes are very high, which
5 is one of the reasons that we're here today, not just
6 for Wilson College but for women's colleges in general
7 because we don't know whether if the coeducation is not
8 successful at Wilson if it really can return to being a
9 women's college. It will have abandoned its historic
10 mission at that point and from my reading of Justice
11 Scalia's dissent in the Virginia Military Institute
12 Decision, he's warning that that Decision probably
13 means that private women's colleges are not permissible
14 under Title IX.

15 So this is a warning that I think that
16 we have to take into account in considering the
17 possibility that we are losing a unique institution
18 that can never be restored. And that is another reason
19 that the Department of Education needs to look at this
20 application in a very careful, careful way. But most
21 importantly, either --- we believe that there is a
22 fundamental change before you, an application to make a
23 fundamental change in the mission and in the charter of
24 the College. And that means that a different law
25 applies than what the College has been talking about.

1 And we've laid that argument out in our testimony and
2 Melissa Behm also summarized it again today. The
3 important thing is that under Section 6503(d) a
4 Certificate of Authority will issue only if, and I'm
5 quoting the statute now, only if and when the
6 Department finds and determines that the application
7 complies with the provisions of this chapter and the
8 regulations of the Department there under.

9 I would argue that this provision that
10 allows you to grant a Certificate of Authority only if
11 the law has been complied with requires that you deny
12 the present application, because we've shown that there
13 has not been compliance with all of the statutes and
14 regulations that are relevant to the Department of
15 Education. The College doesn't get to pick and chose
16 which regulations apply. That would be your decision
17 in the end of the day, but we do believe that this is a
18 fundamental change that is being sought and therefore
19 the application should've come to you before it was
20 implemented and before the actions that we've described
21 to you today.

22 Let me just confer with my colleagues
23 for just a moment. I think I could finish early, which
24 I know you'd appreciate. So let me just end, again, by
25 thanking you for giving Wilson College women and

1 everyone we represent this opportunity to address you
2 again today.

3 And thank you, again, for your patience
4 with us throughout this entire process. I was a junior
5 at Wilson College in 1979, and that was when Judge
6 Keller reversed the Board of Trustees' decision to
7 close Wilson College. Then, as today, the College took
8 unauthorized actions that conflicted with the charter
9 and the state approved mission of the College. Then,
10 as today, how to find the path forward that was neither
11 clear nor certain but this is what Judge Keller had to
12 say in that very important case, and I quote, while we
13 recognize as we must the distinct possibility that a
14 time will come when the continuation of Wilson College
15 as a teaching institution may become either
16 impracticable or impossible a fulfillment, the totality
17 of the evidence did not persuade us that this time is
18 now. The difficult days that lie ahead for Wilson
19 College, its governing board, its alumnae and students
20 are obvious. However, we doubt that those future days
21 are any more fraught with peril, any more risky, or any
22 more doomed to failure than the conditions and
23 circumstances which confronted the incorporators 110
24 years ago. I would say 145 years ago.

25 And Judge Keller concluded by quoting

1 Daniel Webster. It is, sir, as I have said a small
2 college and yet there are those who love it. Thank you
3 for your time today.

4 (ROUND OF APPLAUSE)

5 HEARING OFFICER HANS: Thank you.
6 Thank you, Limited Participants and Wilson College
7 administration. At this time we'll break for lunch.
8 We'll be back around 1:00. Thank you.

9 (LUNCH BREAK)

10 HEARING OFFICER HANS: Thank you. At
11 this time we'll continue with the proceedings, and I'll
12 be asking questions of both the Limited Participants
13 and the College representation. My first question is
14 for the College representation. Do you have evidence
15 that the 1993 change was approved by PDE?

16 ATTORNEY MAGUSCHAK: Yes, it was.

17 HEARING OFFICER HANS: What evidence do
18 you have?

19 ATTORNEY MAGUSCHAK: Jeff came over and
20 looked at your file.

21 HEARING OFFICER HANS: Watch the cord
22 there.

23 ATTORNEY CHAMPAGNE: Forgive the
24 interruption. My name is Jeff Champagne. I work with
25 Liz Maguschak, and we looked through the files that Ms.

1 Landis maintains for the Department and saw the
2 approvals there.

3 HEARING OFFICER HANS: Thank you. Do
4 you have that with you?

5 ATTORNEY CHAMPAGNE: I'm sorry, I have
6 it but not with me.

7 HEARING OFFICER HANS: And who approved
8 it? What are you referring to, a letter or ---?

9 ATTORNEY CHAMPAGNE: My recollection is
10 that there was an approval note that was signed by the
11 then Secretary. We can include that in our post-
12 hearing submission if you would like us to?

13 HEARING OFFICER HANS: Yes.

14 ATTORNEY CHAMPAGNE: Sure.

15 HEARING OFFICER HANS: And the Limited
16 Participants, do you have evidence of that approval?

17 ATTORNEY VAN NESS: No, I'm sorry, we
18 don't, so we'd be interested in seeing it as well.

19 HEARING OFFICER HANS: This next
20 question, I believe, has been answered with a lot of
21 context, but my intent in asking it now is to just get
22 a very succinct answer from both of you. So first to
23 the College regarding the 1970 amendment to the
24 Articles of Incorporation, can you explain why you
25 believe those articles are valid or invalid and why?

1 ATTORNEY MAGUSCHAK: The 1970 articles
2 as well as the original charter and all other
3 amendments to the original charter were superceded by
4 the 1993 charter. However, I think they have
5 historical merit, but no legal merit. And that's what
6 I've said all along.

7 HEARING OFFICER HANS: The Limited
8 Participants, the same question regarding the 1970
9 amendment to the Articles of Incorporation, please
10 explain why you believe they are valid or invalid and
11 why?

12 ATTORNEY VAN NESS: We believe that
13 they are invalid for the reasons stated in the 1993
14 articles, which superceded and replaced all previous
15 amendments. And this makes sense in terms of the
16 operation of corporations that there would be one
17 charter, one Article of Incorporation so that people
18 understand the authority of that corporation.

19 I believe that there is one, however
20 --- I want to clarify something I said this morning.
21 There is one part of the 1993 amendments that does
22 refer back to a previous charter, and that's Section 3A
23 which states, in furtherance of its purposes set forth
24 in the original charter. So the only previous charter
25 that's relevant for interpreting the 1993 charter is

1 the original 1869 charter and the original purpose of
2 that charter. But the 1970 amendments have no legal
3 relevance whatsoever.

4 HEARING OFFICER HANS: Thank you.
5 These questions are for the College. What actions has
6 the College taken to convert to a coed college before
7 receiving PDE's approval with regard to advertising,
8 admitting; can you provide a little context?

9 ATTORNEY MAGUSCHAK: Yes. I'll ask
10 President Mistick to do that in a bit. But before that
11 I would like to say as I said in my previous testimony
12 is that we do not believe that we needed to come to PDE
13 with revised Articles of Incorporation. We believe,
14 and I stated this to the College in November of 2012
15 when we first were retained that the 1993 articles
16 permit the College's actions to increase their
17 coeducational throughout all programs. And I stated
18 that to the College. So to the extent they're claiming
19 illegality by not coming to you first, it is my fault
20 and it was based upon my legal opinion. But I still
21 believe my legal opinion to be absolutely valid. The
22 1993 charter permits coeducation across all programs in
23 that the language of the 1993 charter says that the
24 corporation was incorporated exclusively for
25 charitable, educational, and scientific purposes

1 including without limitation the following purposes.
2 And I believe that that 1993 charter permits the
3 College to do what it has been doing. But I did
4 recommend to the College as well that it come to you
5 with changes so that it would reflect those changes
6 very specifically. But I believe the 1993 charter is
7 sufficiently broad to cover what the College is doing
8 now. If you have any questions in that regard, but I
9 can then turn it over to President Mistick to talk
10 about what they have done, what the College has done.

11 HEARING OFFICER HANS: Thank you.

12 MS. MISTICK: Post the commission
13 process, the College entered into a process of
14 implementation committees, so we formed a wide-range of
15 implementation committees that would look at things
16 like our pedagogy and how we continued to deliver a
17 women's centered education given our academic
18 programming. We looked at some of the issues around
19 marketing and communications of being a fully
20 coeducational college. I think in the scope of the
21 last year we have updated over 125 different print
22 publications that came out of the College; everything
23 from the catalogue to the view book for prospective
24 students to website design. There's a lot of different
25 vehicles, and I'm certain that we still have some more

1 to update as well.

2 We did admit three commuting male
3 students in this past academic year into the
4 undergraduate college program. And they've
5 successfully completed this past academic year. In
6 addition, we entered into some work that needed to be
7 done really irrespective of the issue of coeducation
8 but consistent with the Wilson Today Plan, which was
9 looking at infrastructure improvements. We had both an
10 upgrade to our student center and to one of our major
11 dorm buildings, McElwain-Davison. And that is now
12 complete. With those two infrastructure improvements,
13 we also made some changes to our fitness center. It
14 moved into a previously --- an old gym location that's
15 now the new fitness center so that the student center
16 could be in the old fitness center, you know, those
17 kinds of reconfigurations on campus.

18 And we are looking over the course of
19 the summer to continuing some of those infrastructure
20 changes. We've also last year hired a Director for
21 Health Sciences programs, which was an important part
22 of the Wilson Today Plan. We saw a number of students,
23 prospective students were really interested in careers
24 in the health sciences. And so we thought that this
25 was really a key part of the Wilson Today Plan. And

1 that program director started last year. Our board has
2 since approved the beginnings of some of the health
3 sciences programs and RN to BSN program and RN to MSN
4 program. And we've also approved a Master's in Health
5 Sustainability and some other academic programs, a
6 Master's in Fine Arts, which would be a low-residency
7 program, was also approved in this past year.

8 In addition to those things, we did
9 file a change with Middle States accrediting agency.
10 That was done just about concurrent with the submission
11 process to the Department of Education last year, and
12 we have gotten an approval from Middle States. Of
13 course, it's contingent on your final approval of the
14 charter change.

15 HEARING OFFICER HANS: Thank you. The
16 next is a clarifying question. You say that you have
17 admitted three male students commuter status, and
18 they've completed?

19 MS. MISTICK: Yes, what we --- in the
20 commission process what our --- as I think you've heard
21 lots of testimony about, our need for revenue really is
22 real, and so as we made the changes in January of 2013,
23 we very purposely decided that the first academic year,
24 so that was the 2013/2014 academic year, that we would
25 only admit male students on a commuting basis. What we

1 learned in the commission process was that other
2 colleges that had made this transition from single sex
3 to coeducation if they rushed the implementation
4 process it had a negative impact on retention for
5 students. So we wanted to make sure that as we stepped
6 into the undergraduate residential college with male
7 students that we had adequate time to take a look at
8 all the implementation procedures so student life and
9 student development has looked at where men are going
10 to live on campus. That conversation went on this
11 whole entire past year.

12 But for the 2013/2014 year, we did
13 admit commuting male students. They did not live on
14 campus, but they did engage in the undergraduate
15 college and fully participated in both co-curricular
16 life as well as athletic life as well as academic life
17 of the College. And I think they've made a great
18 transition this year. And they did join other male
19 students, I think as I testified earlier, our student
20 population on campus is about 12 percent male. And so
21 we saw them blend into that campus community throughout
22 this past year.

23 HEARING OFFICER HANS: The 12-percent
24 male population is made up of special groups?

25 MS. MISTICK: The 12-percent male

1 population is made up of the adult degree program so
2 people that are in a continuing education program at
3 the College and students that are in our master's
4 degree program. So we have a couple of master's degree
5 programs that we've just added, two additional master's
6 degree programs. So they're in those different cohort
7 groups. But one of the interesting things that we saw
8 is once we made this decision, the board made a
9 decision to be fully coeducational, is that the various
10 men that participated in those other cohort groups
11 really became more active on campus. And so despite
12 the very small number that we enrolled in the
13 undergraduate college this year in the traditional
14 undergraduate college, the number of men on campus has
15 been more visible this past year.

16 ATTORNEY MAGUSCHAK: And just to
17 clarify, the 12 percent are in undergraduates.
18 Basically, they sit in the same classrooms as our
19 residential women students. Yes, they do. And they
20 sit in the same classrooms, and the only qualification
21 other than educational qualifications is that they be
22 four years out of high school. So those in the adult
23 degree program or otherwise known as the continuing ed
24 program, so those 12 percent have the same --- they're
25 entitled to sit in the same classrooms, sit in the same

1 --- do the same kind of programming as our female
2 students. And that was true before President Mistick
3 walked in the door.

4 MS. MISTICK: During the commission
5 process, we had a number of open campus meetings that
6 were open to every constituency in our campus
7 community. A number of our students spoke about being
8 in classrooms with men currently and what a difference
9 that made for them from a perspective and point of
10 view. And our male students have talked about that
11 too. So we don't run separate classrooms. Our Counsel
12 is absolutely correct. If you're in a business track
13 program and you're an undergraduate female student or
14 if you are a continuing education male student, you're
15 in the same classes with the same instructor, same
16 professor throughout that program.

17 HEARING OFFICER HANS: So excluding the
18 special populations and just considering the group of
19 the three male students that you had admitted, in that
20 category, what is the status for this coming fall?

21 MS. MISTICK: Well, the three males ---
22 so the special populations do do the same exact
23 classes. So if you sign up as an adult degree student
24 and you're looking to get a bachelor's degree, you're
25 taking the same track of classes as our undergraduate

1 students are taking. So there's not two separate ---
2 it's not like a separate instructional program. It is
3 co-joined, the same instructional program.

4 HEARING OFFICER HANS: I must be
5 missing something though, because the three students
6 are categorized separately from these other
7 populations.

8 MS. MISTICK: And they're only
9 categorized separately because they're under 22. Our
10 adult degree program is for any students that are over
11 age 22. So if they're out of high school for four
12 years, they would be in the adult degree program. So
13 it's really a classification for us for where we track
14 those students, but in terms of where they get their
15 educational delivery they are joined together with the
16 undergraduate college. They take the exact same
17 classes. They're in the exact same classrooms. So the
18 three students who joined as commuting students in this
19 past year's class, they were joined into those same
20 classes.

21 HEARING OFFICER HANS: Okay. So
22 students that are in the same age group as those three,
23 what's the status for '13/'14 fall?

24 MS. MISTICK: '13/'14 fall, we are ---.

25 HEARING OFFICER HANS: I'm sorry, the

1 upcoming fall semester.

2 MS. MISTICK: '14/'15, okay.

3 HEARING OFFICER HANS: Yes.

4 MS. MISTICK: '14/'15. So I think the
5 number one indicator for us is really about
6 applications because we're a rolling admissions school,
7 so we don't have a final --- I can't give you a final
8 enrollment number for next year. But our applications
9 right now are over 1,100. And compare that to last
10 year when our applications were about 546 for the same
11 time period. So we've seen a doubling of our number of
12 applicants to the College. We think that's a very good
13 sign for us. About 19 percent of the applications for
14 this fall are by male students. So we have seen an
15 increase in the number of female students that have
16 applied, but we've also seen I think a healthy number
17 of male students. It's on track with what other
18 women's colleges that have moved to coeducational
19 status have seen in their first year post the decision.
20 And our goal for next year is to enroll 160 students in
21 the incoming freshman class, and I think we're on
22 target to meet that goal.

23 HEARING OFFICER HANS: So you've made
24 offers of admission to students for this upcoming fall?

25 MS. MISTICK: Yes, we have.

1 HEARING OFFICER HANS: But you can't
2 say how many because it's rolling at this point?

3 MS. MISTICK: It's rolling, and you
4 know, I think in this particular --- every year seems
5 to have a different personality, a different culture,
6 and this year seems to be a little slower to respond.
7 But I do think that we're seeing very good interest in
8 terms of the number of applications, the quality of the
9 applications to the institution, and we're very
10 optimistic about the fall.

11 HEARING OFFICER HANS: Thank you. One
12 moment, please. Can you describe changes that were
13 made to residential facilities?

14 MS. MISTICK: We went through a pretty
15 extensive process last year to do an entire conditions
16 report on all of our campus building --- all of our
17 dormitory buildings on campus, all of our residence
18 hall buildings. And based on that extensive study of
19 all of the residence halls, we made a decision to
20 renovate McElwain-Davison, which has the largest
21 concentration of rooms on campus and is right at the
22 center of our campus community. It's right above the
23 dining hall area. It's 119 beds altogether. The
24 upgrades that we made to that particular building were
25 primarily infrastructure; a lot of upgrades with

1 electrical and waterlines and the addition of air
2 conditioning to that particular dorm.

3 In addition, we were able to capture a
4 couple of ADA accessible rooms on each of the floors.
5 Another reason why we selected this residence hall is
6 because it had an elevator. It's our only residence
7 hall on campus with an elevator. So it allowed us to
8 make sure we had some ADA accessible dorm rooms. It
9 also allowed us to reconfigure the bathrooms in those
10 particular dorms in McElwain-Davison to provide for
11 more privacy in each of those bathrooms to upgrade them
12 to current standards, so all of that was completed at
13 the end of March, beginning of April this year. And as
14 a matter of fact, it was first occupied for reunion
15 weekend last weekend by our reunion classes at the
16 College. So we're looking forward to having it fully
17 occupied in the fall.

18 HEARING OFFICER HANS: Thank you. I
19 believe you addressed this a few minutes ago, but I'm
20 just going to pose the question again to provide an
21 opportunity to clarify it, but how does the College
22 justify taking these actions converting to coed and/or
23 accepting male students for undergraduate courses prior
24 to receiving approval of the amendments to the
25 articles?

1 ATTORNEY MAGUSCHAK: Yes, and I did
2 address that before. When I was initially contacted by
3 President Mistick to represent Wilson College the first
4 question that was asked of me was to advise whether the
5 Articles of Incorporation permitted the College to
6 offer coeducational enrollment at the undergraduate
7 residential level. My office reviewed from the
8 original charter through the 1993 charter and at that
9 time on November 28, 2012 we opined that the 1993
10 charter as written would permit the College to go ahead
11 and make those coeducational changes across the board
12 without any need to revise it. That was based on the
13 language of the charter that said the corporation is
14 incorporated exclusively for charitable, educational,
15 and scientific purposes within the meaning of Section
16 501(c) (3) of the Internal Revenue Code including
17 without limitation. And then it gives three examples
18 of purposes that are included within that without
19 limitation language. And one of those is in
20 furtherance of its purpose set forth in the original
21 charter to operate a college for women which offers
22 residential opportunity and in addition to operate
23 coeducational college of continuing education. And
24 there were two other purposes as well. It was our
25 opinion based upon reviewing that, and frankly, without

1 knowing any of the controversy that was going on, but
2 based solely on our legal review of the 1993 charter
3 that that charter did not preclude the College from
4 going coed across all of its programmatic changes. And
5 that is the legal advice that we gave to the College at
6 that time.

7 I also recommended, however, that the
8 College go ahead and revise its charter to more
9 specifically set forth what the College was doing at
10 that time. But I do not believe that frankly we need
11 to be here. And again, I'm not saying anything about
12 your process, but I believe that the 1993 charter and I
13 still believe that today was --- its language of
14 including without limitation permitted the College to
15 go ahead and become coeducational across all of its
16 programming.

17 HEARING OFFICER HANS: Thank you.

18 ATTORNEY MAGUSCHAK: You're welcome.

19 HEARING OFFICER HANS: This question is
20 for the Limited Participants first. If an institution
21 of higher education requests PDE's approval to amend
22 its Articles of Incorporation to change from a single
23 gender institution to a coeducational institution what
24 is the authority PDE has to deny or approve the
25 amendment?

1 ATTORNEY VAN NESS: Thank you for that
2 question. I believe we've tried to address that in our
3 filings before today, and I'll try to summarize our
4 argument there. Our reading of the statute and
5 regulations convinces us that it's the public policy of
6 this Commonwealth --- that the Department of Education
7 has a substantive role in the regulation of higher
8 education in the Commonwealth. And among the many
9 different goals or purposes of the Department of
10 Education, I believe in the summary paragraph of the
11 rebuttal we mention the diversity of institutions of
12 higher education as well as helping and protecting the
13 historic missions of institutions of higher education.
14 So that's the last paragraph in our rebuttal that we
15 filed with you. So we believe that you have an
16 obligation and the authority to act to determine what's
17 in the public interest and also what is consistent with
18 the mission of a particular institution. And the very
19 strong language around fundamental changes to charters
20 and missions says to me very clearly that the
21 Commonwealth of Pennsylvania takes very seriously when
22 a historic mission is potentially changed and that you
23 have the right to deny such an application for a
24 variety of reasons. One of those reasons appears to be
25 clear on the statute, if the applicant hasn't complied

1 with all the statutes and regulations that's one reason
2 to deny an application, but also I believe you have the
3 authority to deny an application for fundamental change
4 if it doesn't advance the purposes of why a particular
5 institution is chartered in the first place; the
6 variety of educational institutions, the community
7 that's served in that particular place, the students
8 that come to that institution, and the other options
9 that they have for education, what's unique about a
10 particular institution, and what that institution
11 brings to the community. So I believe that we've
12 addressed those particular statutory pieces in that
13 argument, but I'd be happy to explain some more if you
14 think that I can give you some more information.

15 HEARING OFFICER HANS: Thank you. To
16 Wilson College, I have the same question. If an
17 institution of higher education requests PDE's approval
18 to amend its Articles of Incorporation to change from a
19 single-gender institution to a coeducational
20 institution, what is the authority PDE has to deny or
21 approve?

22 ATTORNEY MAGUSCHAK: It's my belief
23 that if the institution otherwise meets all of the
24 regulations and statutes and is otherwise kosher, for
25 lack of a better word, I don't believe that the

1 Department has the authority to tell an institution it
2 has to be coed or it has to be single gender. I do not
3 believe you have that authority.

4 HEARING OFFICER HANS: Thank you. Just
5 a moment. That concludes my questions, and I apologize
6 for extending this after lunch. We probably could've
7 finished before lunch, but I really thought that it was
8 going to take considerably longer to ask and hear your
9 answers. So thank you. Did you ---?

10 ATTORNEY VAN NESS: If I could just add
11 one piece of clarification? President Mistick
12 neglected to let you know that one of the other changes
13 that has been made for male students is the hiring of
14 coaches for male teams and the addition of additional
15 male recruiters in the admissions office. It's in our
16 materials.

17 HEARING OFFICER HANS: I thought I
18 heard somebody say that.

19 ATTORNEY VAN NESS: Oh, I apologize if
20 we missed that.

21 MS. BEHM: I mentioned it this morning.

22 ATTORNEY VAN NESS: Yes, Melissa
23 mentioned it, but I don't believe the president did.

24 HEARING OFFICER HANS: Okay. Thank
25 you.

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C E R T I F I C A T E

I hereby certify, as the stenographic reporter,
that the foregoing proceedings were taken
stenographically by me, and thereafter reduced to
typewriting by me or under my direction; and that this
transcript is a true and accurate record to the best of
my ability.

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