

**Testimony Submitted by Melissa A. Behm  
in Opposition to  
Wilson College’s Application for Approval of a Certificate of Authority to  
Amend its Articles of Incorporation**

Gretchen Van Ness has compellingly addressed for Wilson College Women, many other Wilson College alumnae, and other constituencies of the Wilson College community our arguments against the decision of the Wilson College Board of Trustees (hereinafter called “Trustees”) to eliminate at Wilson College (hereinafter called “College”) the current undergraduate, residential program known as the College for Women and instead make the College a coeducational institution across all programs. We ask that in Paragraph 3(a) of the College’s Articles of Incorporation (hereinafter called “Articles”) the following language be retained: “in furtherance of its purpose as set forth in the original charter, to operate a College for Women, which offers residential opportunity....”

Other schools in nearby states provide thriving examples of what Wilson can be in and for Pennsylvania. As Notre Dame of Maryland University’s Chair of the Board of Trustees, Patricia J. Mitchell, said in *The Baltimore Sun* on August 5, 2013, “[T]he choices we have made have enabled us to preserve the value of the single-gender status of our full-time undergraduate college.... We will not waver in our belief in the value of a single-sex education for young women because we know that women’s colleges produce confident, capable leaders at disproportionate levels” (Attachment A, “Women’s Colleges Are Still Vital,” *Baltimore Sun*, 8/5/13).

Wilson, too, has long distinguished itself as a women’s college and has many accomplished alumnae. Changing the single-sex undergraduate residential program to one that is coeducational will strip Wilson of what its faculty excel at providing: an educational environment specifically designed to help young women learn, gain confidence in their own abilities, and develop their full potential. Women’s colleges are committed to ensuring that their graduates are prepared to be leaders capable of making significant societal contributions. As reviewed in the testimony prepared by Paula Tishok, the Trustees re-affirmed as recently as 2009 in their “We Believe” statement the importance of Wilson remaining a college dedicated to the education of women.

To this central argument that Wilson must remain a College for Women, reviewed in depth in the testimony presented by limited participants Gretchen Van Ness, Paula Tishok, and Kendal Hopkins, I will address several other changes that the Trustees and College President Barbara Mistick (hereinafter called “President”) have proposed to the College’s Articles that we believe are unsound. We are asking the Pennsylvania Department of Education (hereinafter called “Department”) to deny their approval.

Our objections to the proposed changes are made on two fundamental grounds:

**Argument 1:** The improper conduct of Wilson College’s Board of Trustees and President.

**1.a.** The process by which these changes were drafted and then proposed to the Department represents ***an abdication by the Trustees of their core responsibilities***. Our particulars for making this charge are covered in the testimony provided by Paula Tishok

and by Gretchen Van Ness, each of whom has served on the Trustees as vice chair and both of whom are now Everitt-Pomeroy Trustees.

**1.b.** Representatives of the College administration and legal counsel for the College advised trustees and former trustees that changes to certain Articles, namely those to do with faculty and endowment, were necessary to comply with Pennsylvania law. ***This assertion of change necessary for legal compliance is untrue***, as will be documented below.

**1.c.** The College administration and the Trustees have proceeded since January 13, 2013 to act upon and implement their proposed changes to the College's Articles ***without waiting for Department approval***. This is contrary to the procedure set forth in Pennsylvania statute, as will be further illustrated below.

**Argument 2:** Many of the proposed changes to the Articles, separate from the coeducation concern we bring before you, also undermine the College's ability to operate effectively as a private college in the state of Pennsylvania. Furthermore, some of those changes are not in alignment with current Pennsylvania law as set forth in Titles 22 and 24.

Elaboration of the above arguments follows.

#### **#1a: Abdication of responsibility as a Board of Trustees**

I refer you to Ms. Tishok's testimony and to Ms. Van Ness's testimony, which provide details on our objections to the actions of the Trustees, not only as a board but as individual members, in the process of submitting to the Department proposed changes to the College's Articles.

#### **#1b. Misrepresentation of the need for changes to the Articles of Incorporation by the Board of Trustees**

In Argument D in Ms. Tishok's testimony evidence is provided of the misrepresentations, made to the Trustees by Attorney Elizabeth Maguschak, that changes to the Articles were introduced to be in compliance with changes in state law. I will not re-visit that evidence, but will add my personal experience that this misrepresentation of the need for change was also relayed as recently as October 2013.

As a former trustee and still an Everitt-Pomeroy trustee of the College, I was invited by email from the President on October 7, 2013, to participate in a telephone conference call on October 14, 2013, led by the President, Trustees Chair John Gibb, and John Stoviak, an attorney representing the College from the firm of Saul Ewing (retained by the College, per the email, "to represent the College and the Board [of Trustees] in legal matters with regard to the changes at the College"). The email identified the purpose of the call as to "to clearly communicate information about our discussions with the Pennsylvania Attorney General's Office and the status of the charter review with the Pennsylvania Department of Education." The memo explained that the call would "give former trustees and board chairs the opportunity to ask pertinent questions, hear directly from the College, and clear up any misinformation." (See Attachment B.)

When, during the October 14<sup>th</sup> telephone call, former trustee Barbara Tenney asked for more information on the changes to the Articles that involve elimination of the requirements for the College

to maintain a minimum number of full-time faculty and changes with regard to the minimum required endowment, the President offered to answer for Attorney John Stoviak and then stated that as the Charter and Bylaws were updated by the Trustees, an ad hoc committee reviewed them in consultation with the College's attorney [Elizabeth Maguschak]. She said that all the changes were meant to be consistent with state law and the state standards under the Pennsylvania Department of Education, explaining that, at some point in time, she thought the '90s, the Department of Education required a minimum number of faculty and minimum endowment for the College to be recognized by the Pennsylvania Department of Education but that those rules and standards changed and so the Articles were being updated to be consistent with the current state rules and standards, as well as corporate regulations for the state of Pennsylvania, all of which, the President said, had changed since the last time the College revised its Bylaws. Trustee and ad hoc committee chair Susanna Duke (a corporate attorney and chair of the governance subcommittee appointed to review revisions to the Charter and Bylaws) added for those on the call that the President's statement was a good summary. She said the changes President Mistick was describing were not something the Trustees were initiating, but rather action the subcommittee took after looking at the current regulations to bring Wilson's documents fully in compliance.

The statements made by President Mistick and Ms. Duke were not accurate; it was their responsibility to know the state law and respond to this question accurately. As I will return to later in this testimony, the changes in the wording of the Articles that address faculty and endowment do **not** need to be made to be consistent with current state law. The standing 1993 version of the Articles is consistent with the current version of Section 6502 of the Pennsylvania Code and does not need to be changed. As found in Title 24, Part III "Higher Education," Chapter 65 "Private Colleges, Universities and Seminaries," Section 6502 "State board to prescribe standards," the law reads:

**§ 6502. State board to prescribe standards.**

(a) **General rule.**--The State board shall prescribe standards and qualifications for all institutions entitled to apply to themselves the designation of "college," "university" or "seminary."

(b) **Minimum standards.**--No institution shall be authorized to confer degrees in the arts, pure and applied science, philosophy, literature, law, medicine and theology, or any of them, unless it has:

(1) A minimum protective endowment of at least \$500,000, beyond all indebtedness and assets invested in buildings and apparatus for the exclusive purpose of promoting instruction, except that, in the case of tax-supported institutions or those maintained by religious or other eleemosynary organizations, financial support or contributed services equivalent in value to the endowment herein specified may be substituted for such endowment.

(2) A faculty consisting of at least eight regular professors who devote all their time to the instruction of its higher education classes, unless the institution is devoted to a specific subject in the arts, archaeology, literature or science (medical and law schools excepted), in which case the faculty shall consist of at least three regular professors who devote all their time to the instruction in the special branch for which the institution is established, and two or more instructors or fellows in the particular branch, who shall be provided to assist in the instruction to be given the students for the promotion of original investigation and in the development and growth of the special branch of science to which such institution may be devoted.

(<http://www.legis.state.pa.us/cfdocs/legis/LI/consCheck.cfm?txtType=HTM&ttl=24&div=0&chpt=65> and [http://www.education.state.pa.us/portal/server.pt/community/higher\\_education/8711/institutional\\_approval\\_information/522454](http://www.education.state.pa.us/portal/server.pt/community/higher_education/8711/institutional_approval_information/522454))

The current law is readily available on the Internet, at both of the locations noted above. As set forth at the beginning of Chapter 65, it has been the law since late 1990:

**Enactment.** Chapter 65 was added December 19, 1990, P.L.834, No.198, effective immediately.

Section 6503 was amended in June 2012 by P.L. 647, No. 69, with the addition of subsection (e.1) concerning “additional degrees, programs or majors,” but Section 6502 with the minimum standard for faculty stands from the 1990 enactment.

Therefore the rationale for the changes to the Articles that the Trustees seek from the Department with regard to faculty and endowment cannot be based on the claim that the changes are being made because such changes are necessary to be “consistent” (Mistick) and “fully in compliance” (Duke) with state law. It therefore appears that former trustees were specifically given misleading information during this telephone call.

Furthermore, in that October 14<sup>th</sup> call, former trustee Joan Edwards inquired if those alumnae opposed to Wilson going coed were correct in their claim that the Charter should have been changed before the College actually implemented going coed. Ms. Edwards added that Elizabeth McDowell, Secretary of the Trustees, addressed this issue when asked at a meeting in September held by the Alumnae Association of Wilson College (hereinafter called the “Association”) and informed the attendees that the Trustees were told in the winter of 2013 that they would not have to amend their Articles of Incorporation right away and the College could move ahead, i.e., with implementing coeducation across all programs. On the October 14<sup>th</sup> call, Attorney Stoviak responded to Ms. Edwards that “that is a contention,” and added that he did not think anyone had made a determination. Former trustee Jane Murray (but a trustee at the time of the meeting to which she refers) then commented that it was pointed out at a winter 2013 Trustees meeting that, in 1970, the Charter was changed so the College could confer baccalaureate degrees on men. Asking why does that not preclude changing the Charter again, Mr. Stoviak replied that is certainly “our position.”

Attorney Stoviak and others on the call made these representations to former trustees despite the knowledge that the 1993 changes to the College’s Charter supersede all previous changes. Paragraph 8 of the cover memo to the 1993 amendments filed with the Department of State on November 9, 1993, reads: “The restated Articles of Incorporation supersede the original Articles and all amendments thereto.” Article 3 of those amendments states:

3. The corporation is incorporated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, of the corresponding section of any future federal tax codes (the “Code”) including, without limitation, the following purposes:
  - a) in furtherance of its purpose set forth in the original charter, to operate a College for Women, which offers residential opportunity, and, in addition, to operate a co-educational College of Continuing Education; and
  - b) to offer its students studies in literature, science and the arts in a liberal arts program, including preparation for specific careers as well as preparation for graduate and professional school; and
  - c) to grant to students under its charge diplomas or honorary testimonials, in such form as it may designate, and also to grant and confer such honors, degrees and diplomas as are granted by any university or college in the United States.

(Ms. Tishok has provided the full set of the 1993 Charter Amendments in Attachment 26 in her testimony.)

It is clear that the 1993 version of the Articles, which is still in effect, calls for the College to operate a College for Women.

**#1.c. The administration and Board of Trustees of Wilson College have proceeded to act upon the changes to the College’s Articles of Incorporation they submitted to the PDE without waiting for PDE approval.**

The state law is clear: As set for in Title 24 of the Pennsylvania Statutes, Part III “Higher Education,” Chapter 65 “Private Colleges, Universities and Seminaries,” Section 6504 “Fundamental Changes”:

**§ 6504. Fundamental changes.**

(a) **General rule.**--It is unlawful for any institution holding a certificate of authority under this chapter authorizing the conferring of degrees to amend its articles of incorporation [*emphasis added*], to merge or consolidate with any other corporation or to divide or convert **without first securing the approval of the department** [*emphasis added*] with respect thereto.

(b) **Form of application.**--Every application for approval of a fundamental change under this section shall be made to the department in writing and shall be in such form and shall contain such information as the department shall require.

(c) **Standards for approval.**--The amendment of articles, merger, consolidation, division or conversion shall be approved by order of the department only if and when the department finds and determines that such fundamental change conforms to law, including the regulations of the department under this chapter, and the standards and qualifications for institutions prescribed by the State board thereunder, and will result in an institution which, under the then current provisions of this chapter and standards and qualifications for institutions of the State board thereunder, would be eligible to receive a certificate of authority as an institution.

(d) **Procedure.**--The proceedings before the department shall be subject to the provisions of section 6503(e) (relating to procedure).

(e) **Judicial review.**--Orders of the department upon an application for approval under this section shall be subject to judicial review in the manner and within the time provided or prescribed by law.

Furthermore, Chapter 65 clearly states:

**§ 6509. Penalty for violation of chapter.**

A person who violates this chapter commits a summary offense.

As Ms. Van Ness’s testimony documents, we have abundant evidence that the College proceeded to act on the proposed changes to the Articles before approval by the Department, and continues to do so. Furthermore, as I will comment on later in this testimony, the standards for approval (§6504(c)) were disregarded, particularly in the matters of minimum protective endowment and faculty size.

**#2. The changes undermine Wilson College’s ability to operate effectively as a private college in the state of Pennsylvania. Furthermore, some of these changes are not in alignment with current Pennsylvania law as set forth in Titles 22 and 24.**

I next will describe the proposed changes and the basis for our objections in the order in which they occur in the Articles. These proposed changes are at odds with state requirements for private educational institutions that confer degrees [cited above, at Title 24 of the Pennsylvania Code, Part III “Higher Education,” Chapter 65 “Private Colleges, Universities and Seminaries,” Section 6502 “State board to prescribe standards,” 24 Pa. C.S.A. § 6502(b)].

If approved, the proposed changes alter the Articles in ways that dilute the mission of the College and make the College vulnerable to subsequent changes in practice that could undermine the College’s ability to operate effectively as a private college. As a private institution operating a college for women

for nearly a century and a half, Wilson has offered a distinctive higher education option, contributed to the development of women leaders, and economically benefited the local community and the state.

### Article 3 (COLLEGE'S AREAS OF STUDY)

Article 3 currently reads:

3. The corporation is incorporated exclusively for charitable, educational, and scientific purposes ... including, without limitation, the following purposes: ... (b) to offer its students **studies in literature, science, and the arts** [*emphasis added*] in a liberal arts program, including preparation for specific careers as well as preparation for graduate and professional school....

The phrase describing Wilson's course of studies has remained unchanged since the College was founded in 1869 and has served the College well. We ask that the phrase be retained as it appears in these 1993 Articles.

The Trustees, however, have submitted changes to the Department that would re-word this Article as follows:

The corporation is incorporated exclusively for charitable, educational, and scientific purposes ... including, without limitation, the following purposes: ... (b) to offer its students **studies in arts, science, and religion** [*emphasis added*] in a liberal arts program, including preparation for specific careers as well as preparation for graduate and professional school....

The words bolded above indicate the requested change. Although it might, upon initial inspection, appear to be an inconsequential change, it is, in fact, a fundamental misinterpretation of the purpose of the College as represented in its long-standing motto, "ars, scientia, religio." This motto (in Latin) embraces liberal arts education to enhance critical thinking (*ars*), knowledge (*scientia*), and ethical and moral values (*religio*). This Article does not intend to refer to three specific disciplines (arts, science, and religion), as the editor of the redlined-version of the changes to the Articles submitted to the Department has mistakenly interpreted the words. Rather, the intention is to invoke the broader purpose of a liberal arts education offering instruction across a breadth of disciplines to prepare graduates for meaningful roles in life and equip them to address various opportunities and challenges in life.

The actual translation of the Latin terms brings one to very different meanings from the English words derived from the Latin. These are the meanings the College intended and that faculty have taught their students over the decades:

- *Ars* means "practical skill," and is equivalent to the Greek Term "techne" from which the terms "technique" and "technology" are derived. The Latin word "ars" should therefore not be translated as "art" in English.  
(See <http://www.perseus.tufts.edu/hopper/resolveform?type=exact&lookup=ars&lang=la>)
- *Scientia* means "a knowing, knowledge, intelligence, science."  
(See <http://www.perseus.tufts.edu/hopper/resolveform?type=exact&lookup=scientia&lang=la>)  
This Latin noun, "scientia," derives from the Latin verb *scio*, which means "to know, understand, have skill in, have expertise in" and is meant to refer to comprehensive knowledge.

(Hutchinson, E.J. "What is jurisprudence?," retrieved 3/10/14 from <http://calvinistinternational.com/2013/06/26/what-is-jurisprudence/>)

- *Religio* means "conscientiousness, sense of right, moral obligation, duty"  
(See <http://www.perseus.tufts.edu/hopper/resolveform?type=exact&lookup=religio&lang=la>)

(URLs from the Perseus Digital Library, Tufts University, Medford, MA, and *The Calvinist International*)

The "arts, science, and religion" translation as proposed should not be allowed to stand, thereby removing the broader academic thinking envisioned by "ars, scientia, and religio." The translation in the current Article—"literature, science, and the arts"—should be kept intact.

#### **Article 4 (USE OF ASSETS)**

The proposed new wording and organization of Article 4 broaden how the College's assets may be disposed of, rather than maintain the original charitable focus:

**Upon the dissolution of the college, assets shall be distributed** [*emphasis added*] for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the college is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The above proposed paragraph also does not acknowledge that College liabilities must be satisfied before asset distribution. Additionally, the term "such purposes" is used twice in the last sentence, but what it is referring to is unclear; this ambiguity leaves this Article open to confusion in future interpretations by others of intent.

Compare this proposed wording to the wording in the current Article 8, which has been eliminated in its entirety in the proposed new Articles:

8. In the event that the corporation is dissolved and liquidated, **after paying or making provision for payment of all of the know liabilities of the corporation**, its properties and assets shall be distributed exclusively for charitable, educational, and scientific purposes, or to such organizations as are organized and operated exclusively for purposes within the meaning of section 501(c)(3) of the Code.

Of concern in the proposed new Articles, too, is that the current 4(e) has been removed:

The corporation shall not merge or consolidate with any corporation unless the successor corporation is an exempt organization within the meaning of section 501(c)(3) of the Code.

This change could permit the Trustees to make a future decision to place the College and its assets in the hands of a commercial entity as opposed to ensuring for the state the ongoing existence of this College as a public asset. Moreover, only action upon dissolution or liquidation of the College is addressed in the proposed new Articles; they stay silent on allowable action under merger, consolidation, or other manner of corporate reorganization. Further to this concern, it is set out at Chapter 24, Section 6504(a) of the Pennsylvania Code that "It is unlawful for any institution holding a

certificate of authority under this chapter ... to merge or consolidate with any other corporation or to divide or convert without first securing the approval of the department with respect thereto.” The wiser course would be to reflect this statute in the Article than to remove all reference to the standard for approval.

We ask that the original language of Articles 4 and 8 be preserved.

#### **Article 10 (TRUSTEES)**

Article 10 in its current wording simply states,

The number of trustees shall not exceed 32 nor be fewer than 9 trustees.

The proposed new Article 9 reads,

The business and affairs of Wilson College shall be managed under the direction of its board of trustees, which shall consist of a minimum of twenty-one (21) persons and a maximum of thirty-three (33) persons. All trustees shall be elected by the board of trustees of the college.

The addition of this last sentence is unacceptable and inaccurate in two key ways. First, this sentence fails to identify that the president of the Alumnae Association of Wilson College (the “Association”) serves *ex officio* on the Board of Trustees, not after election by the Trustees but after election of the membership of the Association. Second, this sentence fails to acknowledge the process for the election of Alumnae Trustees, and by this oversight jeopardizes the role of Alumnae Trustee.

The Association is incorporated separately from the College, with its own Articles of Incorporation and Bylaws. The Association elects its president for a 3-year term, and by that election, the president serves *ex officio* on the Board of Trustees as a full voting member. The president of the Association is a trustee and also becomes an Everitt-Pomeroy trustee after her service on the Board of Trustees.

With regard to the position of Alumnae Trustee, there is a process identified both in the Bylaws of the Association and in the Bylaws of the College that must not be jeopardized by, or appear in conflict with, the wording of the Articles of Incorporation of the College. In that process, historically supported by both College and Association, 1) the Association Board of Directors identifies its alumnae trustee candidates through a nominating process and submits those names to the Trustees’ Committee on Trusteeship for review, 2) the Trustees advise the Association Board of Directors of its approval of the nominations, and 3) the Association body votes to elect its Alumnae Trustees. Three Alumnae Trustees serve on the Board of Trustees for 3 years in staggered terms so that only one Alumnae Trustee joins as a new trustee each year. Upon expiration of an Alumnae Trustee’s term, she becomes an Everitt-Pomeroy trustee of the College.

This relationship between the College and the Alumnae Association of Wilson College has been critical in the history of the College. (More detail is provided in Ms. Hopkins’ testimony.) It is worth noting the striking acknowledgment from Pennsylvania Orphans’ Court of the crucial role of Wilson alumnae. When in 1979, the Board of Trustees attempted to close the College, alumnae sued, won, and were successful in keeping the College open. In his decision, Judge Keller affirmed the importance of the position of Alumnae Trustee:



Parenthetically, we are constrained to observe that we have grave doubts as to the wisdom of this Board or any governing body being a self perpetuating entity; for it tends to thwart the introduction of innovative programs and concepts, stultify progress and consecrate past action and decisions, which may no longer be viable. We would commend to the Board for its consideration the amendment of the By-Laws to permit the election of a certain number of trustees annually or biannually by the natural constituency of Wilson College, its alumnae.

Speaking of the Wilson alumnae, the Court feels it only appropriate to conclude this discussion by noting the singular appropriateness of Daniel Webster's famous statement in the Dartmouth College case: "It is sir, as I have said, a small college, and yet there are those who love it."  
(The Wilson College Case, Orphans Court, Franklin County, PA, May 25, 1979, at p. 84)

It is of the utmost importance that the Association continues to have the authority to identify from its membership qualified graduates to serve as Alumnae Trustees.

Our above arguments notwithstanding, there is a third reason this last sentence in the proposed rewording of Article 9 should not stand as worded. At Chapter 31 (Title 22) of the Pennsylvania Code, the following is stipulated:

**§ 31.12. President and board or council of trustees.**

(a) For an institution, the minimum and maximum number of trustees shall be stated in the articles of incorporation of the institution. The composition, **selection** [*emphasis added*], term of office, and the like, of the board or council of trustees **shall be stated in the bylaws** [*emphasis added*] of the corporation. The composition of the board or council must include members of the professions, business, industry and other organizations or lay persons. The board of trustees shall have as its main function the legal operation of the institution....

Given all of the above, the sentence that has been proposed to be added to Article 9 should not be approved.

It is also worthy to note that the Trustees submitted the change to Article 9 to the Pennsylvania Department of Education without notifying the Board of Directors of the Alumnae Association of Wilson College of the change. Consideration of changes that affect two corporate bodies working so closely together should be reviewed by the leadership bodies of both organizations.

**Article 11 (ENDOWMENT)**

Article 11 currently reads:

The corporation shall maintain a minimum protective endowment of at least \$500,000 beyond all indebtedness and assets invested in buildings and apparatus for the exclusive purpose of promoting instruction.

The proposed new wording states:

The corporation shall maintain at all times an unencumbered endowment of no less than five hundred thousand dollars (\$500,000).

With no definition of "unencumbered" in the Articles, this wording for Article 11 fails to protect College

assets needed for instruction, and does not take into account debts or assets of the College that pertain to the use of endowment funds necessary to keep the institution protected and solvent. Based on the proposed wording, the College could run down its endowment to \$500,000 of unrestricted monies, which is not in compliance with the minimum standard set forth in state law.

Section 6502 of the Pennsylvania Code includes as one of its standards of approval for private colleges, “A minimum protective endowment of at least \$500,000, beyond all indebtedness and assets invested in buildings and apparatus for the exclusive purpose of promoting instruction....” The law is clear, and the Trustees may not set a lower standard. Yet not only have they set a lower standard, but in the phone call with former trustees discussed earlier in this testimony, they claimed that the changes were made to be in keeping with current state law.

## **Article 12 (FACULTY)**

Article 12 currently reads:

The corporation shall maintain a faculty consisting of at least eight regular professors who devote all their time to the instruction of its higher education classes.

The Trustees propose to delete this Article in its entirety. It is the only reference to faculty in the Articles. Yet, Pennsylvania law sets forth a “minimum standard” for all private colleges and universities at Title 24’s Section 6502(b)(2), and it begins with the exact wording of this Article that the Trustees want to remove.

Despite this direct parallel between state statute and the College Article, on October 14, 2013 both the President and College counsel advised (as reported earlier in this testimony) that the changes to the Articles were to comply with state laws. Good practice would suggest that the state’s minimum standard would remain set forth in the College’s Articles, just as it has been for decades.

The disregard for this minimum standard is of further concern coming as it does at a time when debates rage in higher education about the use of affiliate or adjunct faculty rather than retaining full-time instructors to teach. We have learned from faculty at the College that they were not aware of the proposal to eliminate this Article. To delete any reference to faculty in the articles of incorporation of an institution of higher education inappropriately diminishes the critical role of faculty in higher education and could prove harmful to the academic integrity of the College. A diminishment of quality in instruction not only would likely put accreditation by the Middle States Commission on Higher Education at risk and damage the College but could reflect poorly on the state as well.

Section 6502 of Title 24 is not the only section that refers to faculty. Section 6503 identifies the “composition of faculty” as an evaluative metric for the state in assessing when to issue a certificate of authority:

### **§ 6503. Certification of institutions.**

(d) Standards for issuance of certificate.--A certificate of authority shall be issued by order of the department only if and when the department finds and determines that:

(1) The application complies with the provisions of this chapter, the regulations of the department thereunder and the standards and qualifications for institutions prescribed by the State board thereunder.

(2) The courses of instruction, the standards of admission to the institution and the **composition of the faculty** [*emphasis added*] appear to be sufficient and to conform to the requirements of this chapter.

(3) The educational needs of the particular locality in which the institution is to be situated and of the Commonwealth at large are likely to be furthered by the granting of the application.

In addition to Chapter 65 of Title 24, Chapter 31 of Title 22 sets forth standards and qualifications for faculty. Relevant subsections include:

**§ 31.24. Faculty.**

(a) To provide for the achievement of stated institutional objectives, the faculty shall be sufficient in number to meet instructional needs and provide student advisement appropriate to the level of instruction.

(b) Both full-time and part-time faculty members shall be employed and qualified to teach in their fields of specialization. At a college or university, a majority of the faculty members shall hold a master's degree or a doctorate or an equivalent, in the field in which they are teaching. Faculty members offering graduate and professional instruction shall, in most instances, have experience or professional accomplishment supplementing the attainment of the highest degree.

(c) Full-time faculty members shall constitute a majority of the total number of full-time-equivalent faculty employed by the institution. Care shall be taken to ensure that total commitments of part-time faculty do not impair the quality of the program.

Returning to Title 24, found at Section 6504(c) is this:

(c) **Standards for approval.** The amendment of articles ... shall be approved by order of the department only if and when the department finds and determines that such fundamental change conforms to law, including the regulations of the department under this chapter, and the standards and qualifications for institutions prescribed by the State hereunder....

With this kind of instruction and the President's and Trustees' stated desire to be "consistent" and "fully in compliance" with state law (October 14, 2013 telephone call with former trustees), it seems curious that there would be no mention in the proposed revised Articles of what the Pennsylvania Code now says about faculty.

**Article 13 (PUBLICATION OF ADMISSION REQUIREMENTS)**

The current Article 13, long-standing in the College's Articles, states:

The statement of the requirements of admission to and the course of study to be pursued shall be as found in the most recent catalogue of the corporation.

The Trustees have proposed that this Article be deleted. A requirement that the College have a fixed place where it sets forth admission requirements seems a prudent inclusion in the articles of a corporation established to be an institution of higher education; the College does have an online catalog that can be downloaded (<http://www.wilson.edu/academics/course-catalog/index.aspx>), and it includes admissions requirements (pages 70–75).

Indeed, Chapter 31 of Title 22 in the Pennsylvania Code speaks to this point:

**§ 31.31. Admissions requirements.**

(a) **Published admissions standards** *[emphasis added]* shall be so structured that they result in the selection, admission and retention of those qualified to accomplish work at the level at which the program is offered.

Furthermore, Section 31.32, which was last amended in July 2006, well after the existing 1993 College Articles, states:

**§ 31.32. Catalog and announcements.**

(a) An institution's current catalog and official publications, as appropriate, must describe accurately the institution's policies, including the institution's policy of nondiscrimination, grievance procedures, regulations and programs affecting students, and include the academic expectations and responsibilities of students.

(b) The catalog shall make explicit tuition costs and fees for which students will be charged and shall include a statement of the institution's refund policy.

(c) Each institution shall file its current official catalog with the Department in print or electronic format.

(d) Each institution shall provide each student a copy of the current catalog, in print or electronic form, upon enrollment.

If, indeed, the Trustees intended their proposed changes to reflect changes in Pennsylvania law since the 1993 Amendments to the Articles, then it seems odd that they did not incorporate updates reflective of relevant subsections in Title 22, Section 31.

**Conclusion**

I join Gretchen Van Ness, Paula Tishok, and Kendal Hopkins, as the four of us offer testimony as limited participants on behalf of hundreds of other Wilson alumnae who object to the proposed changes to the Wilson College Articles of Incorporation, and ask that a certificate of authority for their approval be denied.

It is unconscionable that the Trustees, President of the College, and other College administrative leaders would proceed after submitting their proposed changes to the College's Articles of Incorporation to act outside the law and implement proposed changes without having received the state-required certificate of authority to proceed. We seek a termination to these unauthorized actions.

Furthermore, for the legal reasons related to the mishandling of edits to the Articles that I have set out above, we ask that the entire application be disapproved. For the reasons eloquently set forth by the other limited participants, we ask that Wilson College remain a residential college for women, with additional programs that provide educational opportunities to men as well as to women. Wilson College is an asset to the state and an asset for women seeking a higher education experience that not only provides instruction in the disciplines they select but also prepares them for a meaningful role as leaders in their personal and professional lives.