

COMMONWEALTH OF PENNSYLVANIA : APPLICATION OF WILSON COLLEGE
DEPARTMENT OF EDUCATION : FOR APPROVAL OF CERTIFICATE OF
: AUTHORITY TO AMEND ITS ARTICLES
: OF INCORPORATION

**WRITTEN TESTIMONY OF WILSON COLLEGE IN SUPPORT OF
IT'S APPLICATION FOR APPROVAL OF A CERTIFICATE OF
AUTHORITY TO AMEND ITS ARTICLES OF INCORPORATION**

I. INTRODUCTION

We, at Wilson College, are pleased to participate in this informational hearing. We understand that an informational hearing is not the same as an adversarial or adjudicative hearing in which there are opposing sides and formal "parties." Some speakers today will be participants, not parties. We understand that, in this informational hearing, there are no comprehensive rules of evidence, no cross-examination by anyone who might be considered to be "the other side," and no proper objections based on such things as relevance. Wilson College respects this, and we will not be voicing objections while others are speaking; we will not treat this as a court room or an adversarial, adjudicative hearing.

Even so, we recognize that, ultimately, what the Department of Education is called upon to do in this process is to make a decision within the confines of the law, which defines the questions properly before the Department. These are not policy questions; these are legal questions. The questions here are the questions stated in 24 Pa CS sections 6503(d) and 6504(c). Section 6504(c) poses three questions for the Department to answer. It asks whether the College's Articles of Incorporation:

- Conform to law, including whether they conform to the regulations of the Department;

- Conform to the standards and qualifications prescribed by the State Board; and
- Will result in an institution which, under current rules, standards, and qualifications, would be eligible to receive a certificate of authority as an institution.

The central law to which the amended Articles of Incorporation must conform is in 24 Pa. CS § 6503(d). This section essentially asks whether the applicant:

- Complies with the standards in the applicable statutes and regulations;
- Has courses of instruction, admissions standards, and a faculty whose composition "appear[s] to be sufficient" and conform to the statute; and
- Is likely to contribute to satisfying the educational needs of the applicant's locality and the Commonwealth at large.

Although *all* information may be allowable in this informational hearing, it is the questions in the statutes and regulations, and *only* the questions in the statutes and regulations, which are truly relevant with regard to the Department performing its statutory function under the law.

We note that none of the questions or standards in section 6503 or section 6504 favor tradition rather than change. None of them favor small change rather than big change. None of these questions or standards take away from the College's own Board the ability to control the pace of innovation and change so long as the resulting institution is eligible under current rules and formal standards of the Department. None of them favors tradition over innovation. None of them favors sameness over difference, or favors difference over sameness. These things are simply not part of the

established standards of the Department. Therefore, they should not be part of the Department's consideration.

The Department's standards are in Chapter 40, and also in Chapters 31 and 32, of the State Board regulations. Chapter 32 favors equal opportunity within each college; it does not favor sex or gender as a qualification for college. In Chapter 31, section 31.31 addresses admissions. That section favors the selection, admission, and retention of qualified students; it does not favor sex-specific limitations on the selection, admission, or retention of qualified students. Chapter 40 is entitled "Institutional Approval." Some sections within Chapter 40 relate to *state system* status, *state-related* status, and *state-aided* status. None of these apply to Wilson College. Other parts of Chapter 40, however, are applicable. None of the applicable sections favors single-sex education over co-educational programs; none of them favors old practices over new practices. Wilson College submits that it is only the information bearing on the standards in these regulations (and the statutes mentioned earlier) which will ultimately be relevant and important when this informational hearing is over and the Department applies the law.

Because some of what is offered as information by today's participants will not be relevant to the applicable standards, Wilson College will refrain from responding to some of what is presented today as information. This is not because of a lack of respect for the Department's process or a lack of respect for today's speakers, but only because the College chooses to be most responsive to the standards in the statutes and regulations we have mentioned, and less responsive to other affairs which are the proper province of the College's Board rather than of the Department.

With that legal context in mind, we are pleased to proceed to present our information, and to listen to the information of other speakers.

II. BACKGROUND OF WILSON COLLEGE'S CHARTER AMENDMENTS AND PROCESS FOR THE AMENDMENTS UNDER REVIEW

Wilson College was originally chartered as a Women's College in 1869. Section 2 of the original Charter stated: "The object and purpose of said corporation are hereby declared to be to promote the education of young women in literature, science and the arts." The Charter is the equivalent of what would now be called a set of Articles of Incorporation. We therefore use the terms interchangeably. While there had been numerous amendments to and iterations of the Charter/Articles of Incorporation over the 100 years following 1869, none addressed this "object and purpose."

In May 1970, however, the Articles were amended. The changes specifically addressed section 2 of the original Charter, and amended it to read as follows: "The object and purpose of said corporation are hereby declared to be, to promote the education of both women and men in literature, science and the arts." **EXHIBIT A - 1970 Charter Amendment.**

The period from 1970 until 1993 saw some reiterations of the Charter, but without any revisions or amendments to the "coeducational" text of section 2. Thus, for 23 years, at a minimum, Wilson's mission as set forth in its Charter was to educate both women and men.

In 1993, the College amended and restated the Articles of Incorporation,¹ stating that the "restated Articles of Incorporation supersede the original Articles and all amendments thereto." The restated Articles as of 1993 provide, at Section 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, or the corresponding section of any future federal tax code (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.

EXHIBIT B – 1993 Charter (emphasis added).

The 1993 restated Articles of Incorporation, then, clearly provide that the College is incorporated for "charitable, educational and scientific purposes" and those purposes are "without limitation." While it goes onto to describe three of the specific purposes sought to be addressed, including Section 3(a) above, those specific purposes do not limit the more general "charitable, educational and scientific purpose." Further, Section 3 makes plain that Wilson College was not to be a single-sex institution throughout its

¹ We have been unable to determine whether the 1993 Articles were approved by the PA Department of Education.

programming. Thus, the language of the 1993 Charter clearly does not prohibit Wilson College from enrolling both men and women.

In hopes of providing further clarification, the College has attempted to learn the reasoning behind the 1993 Charter revision. We spoke with Cynthia Grove, the College's Board Chair in 1993. Ms. Grove only vaguely recollects this change from over twenty years ago. Her recollection, albeit a vague one, is that this was purely a housekeeping change to reflect that the College had both undergraduate and continuing education programs. Ms. Grove does not recall any intention to amend or limit the 1970 statement that Wilson could educate both men and women. We have also spoken with Gwen Jensen, President of the College in 1993. Former President Jensen also recalls that the 1993 changes were administrative, *i.e.*, to reflect changes in IRS and PDE regulations, and that men were always enrolled at Wilson in some capacity during her time as president from 1991-2001.

Thus, the 1993 Articles of Incorporation do not prohibit the College from operating a co-educational undergraduate program (and the 1970 Amendment would encourage it). For that reason, the College takes the position that it was **not required** to revise the 1993 Articles to undertake the programmatic change of recruiting men to the undergraduate program. (In fact, the current and previous Charters have not been understood to bar males from enrolling in Wilson's undergraduate program, as the College has long permitted sons of employees to matriculate as undergraduates). Nevertheless, the College's Board of Trustees chose to revise the Articles of Incorporation to more clearly, and without any room for question, authorize the College

to move forward as a co-educational institution not just in some of its activities, but in all programs.

The Board appointed an Ad Hoc Committee to draft revisions to its Articles of Incorporation; the Committee's recommended revisions included the following text for Section 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, or the corresponding section of any future federal tax codes (the "Code") including, without limitation, the following purposes:

- (a) to promote the education of both women and men in undergraduate and graduate degree and non-degree programs; and
- (b) to offer its students studies in arts, science, and religion 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.

EXHIBIT C – 2013 Charter.

The College, through its counsel, provided Rod Niner of the Department with a draft of the revised Articles for an informal review; although Mr. Niner could not take a position on behalf of the Department, he expressed no objections to the co-educational language.

On May 17, 2013, at a properly noticed meeting, the Board of Trustees of Wilson College voted on the revised Charter. The Revised and Amended Charter was approved by the Board of Trustees by a vote of 26 yeas, 1 nay, and one abstention. The

favorable votes exceeded the 2/3 of all sitting Trustees required by the Bylaws; therefore, the Revised and Amended Charter for Wilson College was duly adopted.

After the May 17 vote, the Motion and revised Articles were duly presented to the Pennsylvania Department of Education ("PDE") for review and approval.

Thus, Wilson College fully complied with its own Charter and Bylaws in adopting the revised Charter, and then took appropriate steps to obtain the approval of PDE.

In addition to seeking the approval of the Department of Education, the College also worked with its accrediting body, the Middle States Commission on Higher Education, regarding its decision to recruit males to its undergraduate residential program. In September 2013, Middle States contingently approved the change pending approval from the State.

Soon after the May Board vote, the College received correspondence from the law firm of Salzmann Hughes, purportedly written on behalf of unnamed alumnae, challenging the Board's actions and threatening litigation if the Board did not change its prior decisions. Saul Ewing, on behalf of the College, attempted several times by phone and in writing to meet with this group. As of this date, they have refused to meet with the College or its representatives, instead they filed protests with the Department and OAG.

The Limited Participants argue, wrongly, that in addition to seeking approval from the Department and its accrediting body, the College was required to obtain approval for the revisions from the Orphans Court of the Franklin County Court of Common Pleas. However, there is no specific requirement that changes to a nonprofit organization's Articles of Incorporation be filed with or reviewed by the local court. Under earlier law,

older nonprofits were incorporated at the county level; that is why in some cases there has been a reference to a local court. But Articles of Incorporation are now filed in the Corporation Bureau, a Commonwealth agency, thus displacing part of the role of the Orphans Court.

The Limited Participants will point to 15 Pa.C.S.A. § 5547(b) which states:

Nondiversion of certain property.--Property committed to charitable purposes shall not, by any proceeding under Chapter 59 (relating to fundamental changes) or otherwise, be diverted from the objects to which it was donated, granted or devised, unless and until the board of directors or other body obtains from the court an order under 20 Pa.C.S. Ch. 77 Subch. D (relating to creation, validity, modification and termination of trust) specifying the disposition of the property.

They will attempt to make the argument that the amendment of the Articles of Incorporation reflecting the College's broadening of its existing coeducational status in its undergraduate program is a fundamental change that diverts property from the purposes for which it was donated, granted or bequeathed, thus requiring court approval of this change. This is wrong for several reasons.

First, no property is being diverted from the purpose for which the donor made the donation. Second, assuming *arguendo* that educating men who are not the children of employees as well as women at the undergraduate residential level would be a fundamental change that "diverts property from the purposes for which it was donated," with which the College does not agree, that purported "fundamental change" occurred in 1970 – and that Charter was presented to the Orphans' Court and approved under rules that were then in effect. See EXHIBIT A, above.

Third, at the behest of the Limited Participants and others, the Charitable Trusts and Organizations Section of the Commonwealth's Office of Attorney General has reviewed the College's endowments and donation history (this will be discussed in more detail later). At the conclusion of its inquiry, the Office of Attorney General directed a letter to College counsel on December 23, 2013, stating:

This will acknowledge our review of Wilson College's change to a coed undergraduate Program.

I am acknowledging that based upon the information developed, the office does not contemplate any future action. Thank you for your cooperation in responding to our inquiries.

EXHIBIT D - December 23, 2013 letter to Saul Ewing from Charitable Trusts and Organizations Section of the Office of Attorney General. Thus, the State agency that oversees charitable organizations has already looked into this issue and found no reason to try to reshape the decisions of the College. The Limited Participants apparently would like the Department of Education to second-guess the Office of Attorney General on this issue. The College disagrees.

Fourth, the original Charter for the College stated that: "The object and purpose of said corporation are hereby declared to be to promote the education of young women...." Wilson College has never veered from this purpose, nor does it intend to do so. Indeed, the College is confident that its decision to also actively recruit male students at the undergraduate level will increase female enrollment as well.

III. THE WILSON COLLEGE PROCESS THAT RESULTED IN THE AMENDED ARTICLES OF INCORPORATION UNDER CONSIDERATION

The Limited Participants would have the Department believe that the College's decision to enroll men in its undergraduate residential program was rushed and uninformed. Nothing could be further from the truth.

Initially, the Department should understand that men are not new to the Wilson College campus. As early as the 1940's, Wilson heeded the Government's call to educate returning WWII veterans by admitting men to Wilson's programs. Additionally, men have been admitted to the College's Adult Degree Program ("ADP") (a minimum of four years out of high school) and graduate degree programs since their inceptions. Moreover, for as long as can be remembered, sons of employees have been admitted to the College's undergraduate program. Indeed, as of Fall 2012, Wilson's undergraduate student population (including the ADP) was more than 11% male.

For many years, Wilson College has struggled with its enrollment levels, particularly in its undergraduate programming. Although emphasis since the 1970's has been on undergraduate growth, other programs compensated for the lack of growth in undergraduate enrollment. The College has had statistically stagnant enrollment since 1996-1997. There was a nearly 25% reduction in enrollment in the three year period of FY2010 to FY 2012 -- 838 across all programs in FY2010 compared to 695 in FY2012. **EXHIBIT E – 46 Year Enrollment History.** Indeed, in Fall 2012, there were 74 students in Wilson's Graduate degree programs, 305 students in its ADP and 316 in its traditional undergraduate program.

Recognizing the continuously declining enrollment, the Board of Trustees of Wilson College adopted a Strategic Plan in October of 2010 that, among other things, established a goal of increasing enrollment to a minimum of 1,000 students.

In order to achieve our programmatic goal and achieve financial equilibrium, we must enroll a minimum of 1,000 students, including minimums of 400 full time, residential students and 600 adult degree and graduate students. These are the enrollment assumptions built into the Enrollment Plan and the five-year strategic financial planning model.

EXHIBIT F - The Strategic Plan for Wilson College: 2010-2015 (October 2010), p. 2.

Additionally, Goal II of the Strategic Plan stated, as a formal goal:

Increase enrollment to 1,000 students (headcount) including 500 residents and 500 commuters.

EXHIBIT G - The Strategic Plan for Wilson College: 2010-2015 (October 2010), at Appendix C: Goal II.

Barbara Mistick was appointed President of Wilson College on July 1, 2011. The new President and her cabinet carefully reviewed the Strategic Plan from the previous October. In August 2011, the President and cabinet refined the original Strategic Plan, which had consisted of three goals with 81 objectives and strategies, to a revised Plan setting forth 11 achievable, high impact goals that supported the original Plan's intent of reaching minimum enrollment levels of 1,000 students by 2015. In October 2011, the administration provided the Board with a Strategic Planning update. **EXHIBIT H - Mistick Strategic Plan Update.** Throughout the fall of 2011 and winter of 2012, the administration worked to further refine and focus the Strategic Plan into five key, high impact goals along with action plans. **EXHIBIT I - Strategic Plan Summary.** In

February 2012, the Board was presented with an update on the Strategic Plan. This was part of a continuing, inclusive deliberative process.

In its meeting of October 21-22, 2011, the Wilson College Board of Trustees had given President Mistick approval to form the "Commission on Shaping the Future of Wilson College." **EXHIBIT J – October Board Minutes at 7-8.** The Commission was to include representatives of a wide variety of Wilson constituencies, including trustees, alumnae, cabinet members, faculty members, staff and students. The Commission was authorized to study and recommend opportunities to sustain Wilson's future. Nothing was off the table as far as possible alternatives, and from the outset, development and elimination of programs, creative marketing efforts and recruiting men in the traditional undergraduate program were just some of the options to be explored.

To assist in the Commission's work, Wilson College hired Stevens Strategy, a nationally-recognized higher-education consultant, to analyze options for strengthening Wilson's future. In November of 2011, the College began the collection of key data for analysis by Stevens Strategy. In December, Trustee and alumna Leslie Durgin '69, was named Chair of the Commission on Shaping the Future of Wilson College. In February 2012, President Mistick appointed the remaining members of the Commission.

EXHIBIT K - Minutes of February 24-25 Board of Trustees meeting.

The Commission first met in February 2012. This was just the beginning of an exhaustive and comprehensive review by, and more than 14 formal meetings and numerous sub-committee meetings of, the Commission over a 10-month period.

EXHIBIT L – Focused Strategic Review Timeline.

In March and April 2012, a market survey instrument was designed and launched. The survey was sent to current and prospective students as well as to alumnae. Stevens Strategy prepared an analysis of the survey results and issued its report on May 16, 2012. **EXHIBIT M - Analysis of Market Research for the Commission on Shaping the Future of Wilson College.** Pages 11-23 set forth a specific analysis relating to co-educational issues. The Commission then met to review the survey results, establish subgroups and a work plan, and review its charge, which was to develop a plan to achieve the Strategic Plan's enrollment goals, achieve financial sustainability, and realistically shape an optimum scenario for Wilson's future.

Members of the Commission then met with the Board of Trustees in May 2012 to present the survey results and other data. Also that month, members of the Commission met with the President and her cabinet, and with academic and nonacademic division and department heads, to present the survey results and other data as well as initial reactions to the survey and other data.

In June 2012, the Commission met with alumnae during alumnae weekend to present its work plan, the survey results and other data, and initial subgroup reactions to the survey and other data.

In August 2012, members of the Commission met with members of the Board of Trustees to preview the first open campus meeting presentation. Also in August of 2012, members of the Commission met with faculty and staff, at which meeting Stevens Strategy presented survey results and data. Part of the discussion around the presentation of data was that every option, including program changes and co-

education at the traditional undergraduate level, was under consideration by the Commission in order to meet its charge.

In September 2012, the first open campus meeting, to which all constituencies were invited, occurred. Members of the Commission shared its evolving work through presentations and question-and-answer sessions. Events were live-streamed online with a moderator to permit questions to be submitted online. **EXHIBIT N - Power Point from Open Campus Meeting, September 4, 2012.**

Also in September of 2012, President Mistick held a Town Hall meeting with Philadelphia-area alumnae (961 invited; 34 attended) regarding the work of the Commission to date. In October 2012, members of the Commission met with members of the Board of Trustees once again to preview the second open campus meeting presentation. Members of the Commission also met with the President and her cabinet, and academic and nonacademic division and department heads before the second open campus meeting to review the refined presentations.

The second open campus meeting -- to which, again, all constituencies were invited -- occurred on October 17, 2012. The Commission once again shared its evolving work through presentations and question and answer sessions. As before, events were live-streamed online with a moderator available to take questions online. **EXHIBIT O - Power Point from Open Campus Meeting, October 17, 2012.** Also during that open campus meeting, the Markets Sub-committee presented information examining the potential role of male students in the future of Wilson College. **EXHIBIT P - The Role of Male Students in the Future of Wilson College.**

In November 2012, President Mistick held a Town Hall meeting with Washington D.C./Baltimore-area alumnae (241 invited; 30 attended) regarding the work of the Commission to date. In the same month, a third and final open campus meeting was held, with the Commission again sharing its evolving work through presentations and question and answer sessions with live-streaming online.

Also in November 2012, the Commission met as a whole to review, discuss, and approve a final report. Thereafter, the Commission presented its "Strategic Ideas" to a special meeting of the Executive Committee of the Board of Trustees of Wilson College, and to President Mistick, outlining strategic ideas to meet the charge of the Commission. **EXHIBIT Q - "Positioning Wilson to Thrive"**. The Commission's strategic ideas were divided into seven categories: Strategic Recruitment and Retention; Tuition Pricing and Financial Aid; Marketing and Visibility; Academic Programs; Admitting Male Students; and Mission. The strategic idea regarding male students was summarized as: "Wilson should open enrollment to make students across all constituencies and ages and permit male students to reside on campus." See Exhibit S at pp. 32-33.

Based on the work of the Commission, the President and her cabinet crafted an interdependent plan to be presented to the Board of Trustees covering five key areas: (1) value and affordability, (2) infrastructure improvements, (3) co-education across all programs, (4) new academic programs, and (5) marketing. Each of the parts of this plan were and continue to be critical to its success. Throughout the Commission, Administration, and Board processes, coeducation was not isolated as "the answer" – it was just one important element of the overall interdependent plan. For example, the

success of programs is dependent on a bigger market of students in those programs; new programs without a bigger market of students would not bring sufficient revenue to the College.

On November 30 and December 1, 2012, at a specially convened session of the Board of Trustees, President Mistick presented her plan along with supporting data from the Commission process. **EXHIBIT R – President's Presentation to Board (11/31/12)**. After two days of meetings and discussions, the Board voted to defer decision on the Plan presented by the President and also requested realignment of some data for clarity. **EXHIBIT S - Minutes of the Special Meeting**.

By letter dated December 18, 2012, President Mistick provided the information as requested by the Board. **EXHIBIT T – President Mistick's December 18 Memo to Board**.

On January 13, 2013, the Board of Trustees of Wilson College convened a second special session to further consider the Plan presented by the President, based on the work of the Commission. The Board decided to vote separately, rather than as a package, on each of the five key areas addressed in the President's Plan. The votes on each of the five key areas, including the vote on co-education across all programs, exceeded a two-thirds majority. Thus, all aspects of the Plan (with some adjustments by the Board) that the President presented to the Board were adopted in that January meeting. **EXHIBIT U - Minutes of the January 13, 2013 Board Meeting**.

In February 2013, the Board of Trustees created an *ad hoc* committee to work with the administration and counsel on revisions to the Wilson College Charter, in order

to reflect the January Board vote. **EXHIBIT V – February 13 Ad Hoc Committee Minutes.**

As noted above, the College, through its counsel, provided Rod Niner of the Department with a draft of the revised Articles for an informal review; although Mr. Niner could not take a position on behalf of the Department, he expressed no objections to the co-educational language.

On May 17, 2013, at a properly noticed meeting, the Board of Trustees of Wilson College voted on the revised Charter. The Revised and Amended Charter was approved by the Board of Trustees by a vote of 26 yeas, 1 nay, and one abstention. The favorable votes exceeded the 2/3 of all sitting Trustees required by the Bylaws; therefore, the Revised and Amended Charter for Wilson College was duly adopted.

After the May 17 vote, the Motion and revised Articles were duly presented to the Pennsylvania Department of Education ("PDE") for review and approval.

IV. ADMINISTRATIVE INQUIRY BY THE CHARITABLE TRUSTS AND ORGANIZATION SECTION OF THE PENNSYLVANIA ATTORNEY GENERAL'S OFFICE

In early summer of 2013, Wilson College was informed that the Charitable Trusts and Organizations section of the Pennsylvania Office of Attorney General ("OAG") had received a number of written claims and complaints seeking relief against Wilson College. In response, the OAG opened an administrative inquiry into the claims. Wilson College retained the law firm of Saul Ewing to represent it with respect to that investigation.

The OAG informed Saul Ewing that it was primarily looking into three issues:

- 1) Whether Wilson College's decision to admit men into its undergraduate program starting in 2014 constitutes a "fundamental change";
- 2) If so, whether the College followed its Bylaws in implementing this change;
and
- 3) Whether the College has restricted assets that might be impacted by this change.

Through a series of meetings, phone calls, and correspondence, the College responded to each of these issues, and its responses are summarized here.

The "fundamental change" issue was discussed briefly above. First, assuming *arguendo* that educating men as well as women at the undergraduate residential level would be a "fundamental change," that purported fundamental change occurred in 1970 – and that charter was presented to the Orphans Court of Franklin County and approved. See EXHIBIT A, above.

Second, as noted throughout this document, Wilson College has been educating men for decades as a core part of its mission. The decision to begin formally admitting men (beyond sons of employees) as undergraduates is not a fundamental change in Wilson College's mission, and the changes made to Wilson's Articles of Incorporation (and its Bylaws) merely reflect this longstanding reality.

Third, and as discussed above, the 1993 Articles of Incorporation clearly and without question incorporated the College for all purposes within the purview of Section 501(c)(3) of the Internal Revenue Code, "including, ***without limitation***... to operate a College for Women which offers residential opportunity, and, in addition, to operate a

Co-Educational College of Continuing Education...." These Articles of Incorporation also explain Wilson's predominant intention to be a thriving liberal arts college that continues 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." Wilson will continue to educate women and offer residential opportunities to women; these educational purposes are not changing. Wilson now will offer this outstanding liberal arts education opportunity to undergraduate men, thereby benefiting more Commonwealth citizens. The core educational mission of the College, however, is not changing.

The second question that the OAG's administrative inquiry considered was whether the College followed the procedure in its Bylaws to "make the co-ed change." Again, we would disagree that "change" is being made; instead, Wilson is now offering its existing and longstanding educational mission to a larger pool of potential applicants and students. Similarly, it is working from its existing coeducational status and extending that status across more of its programming. In any event, the decision to do so followed an exhaustive and comprehensive 12-month process that included the collection and analysis of data, and the exploration, deliberation and ideation by the Commission on Shaping the Future of Wilson College as set forth above. The Commission's findings led to the President making five key recommendations for consideration by the full Board of Trustees at its November 2012 meeting. These matters were carefully and fully vetted over the course of that Board session as well as at a specially called January 2013 Board meeting. In that January meeting, the Board voted to accept the five points of the President's plan, including offering undergraduate

programming to men (even those who are not sons of employees) as well as women. Based on that January vote, the Board's Executive Committee developed revisions to the Articles of Incorporation as set forth above. Then, on May 17, 2013, at a properly noticed meeting, the Board of Trustees of Wilson College voted in favor of a Motion to Approve the Revised Charter for the College. The favorable votes exceeded the 2/3 of all sitting Trustees required by the Bylaws, and therefore, the revised and amended Charter for Wilson College was duly adopted.

These actions were consistent with the College's Bylaws which grant broad powers to the Board of Trustees, including the power "to review and approve proposed changes to the College's academic programs and other enterprises consistent with the College's mission and goals" and "to have and to exercise all the powers and means appropriate to affect the purposes for which the College is chartered."

Finally, with respect to the question of "restricted endowments", the College worked diligently with the OAG to conduct an exhaustive review of its restricted endowment funds. It located only ten such donations that had some gender-specific language or restrictions in them. The two largest, by far, represent funds restricted for use in the Women With Children ("WWC") program, which has been and will remain an important program at the College. Similarly, the language and intent of all of these donations can be adhered to and will be adhered to even with more undergraduate men admitted to the College. The College did not locate any restricted asset that can only be used to fund Wilson College as a women's-only residential college.

The College shared all of this information with the OAG over a six-month period. The result was a letter directed to Saul Ewing, counsel for Wilson College dated December 23, 2013 from the Charitable Trusts and Organizations Section of the Office of the Attorney General stating:

This will acknowledge our review of Wilson College's change to a co-ed undergraduate program.

I am acknowledging that based upon the information developed, the Office does not contemplate any future action. Thank you for your cooperation in responding to our inquiries.

See Exhibit F, above. Thus, the governmental agency that oversees charitable organizations has scrutinized the *charitable donation* aspect of the matter and has decided that there is no critical or negative action to take.

V. CONCLUSION

The decision here is a decision of an independent College's own governing Board to extend the existing coeducational nature of its operations to more of the College's operations. If there was a coeducational Rubicon at Wilson College, it was crossed decades ago. The Board's decision was the result of the facts of enrollment numbers, which of course are very closely related to facts of financial numbers and questions of the long-term ability to serve any students. The College developed an interdependent plan that included 5 elements – of which coeducation is only one - to position Wilson to thrive despite these enrollment and financial challenges.

Wilson College is able to serve the needs of its region and of the Commonwealth at large. It has taken steps to enable itself to serve more of the women of Pennsylvania, and also more of the men of Pennsylvania. Those steps are thoroughly compatible with the rules and standards in the statutes and regulations mentioned at the beginning of our presentation. Those steps are also the product of a painstaking, data-driven, thoughtful decision-making process involving multiple constituencies of the College. The changes will benefit more Wilson women, and more Wilson men, and will satisfy the published standards of the Department.

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