

**Plenary Meeting of the Faculty by Special Petition  
McMurtry Auditorium, April 23, 2009  
Attendance: approximately 200**

- I. Remarks by the Speaker
- II. Brief Presentations by Professors Harter, Boles, Pomerantz, and Quillen
- III. Open Discussion—no motions entertained
- IV. Presentation and seconding of a motion distributed in advance
- V. Debate on the Main Motion
- VI. Motion to Close Debate
- VII. Vote on the Motion (Amended)

***I. OPENING REMARKS (Professor Deborah Harter, Speaker of the Faculty Senate and Convener of the Meeting)***

Calling the meeting to order at 12:05 p.m., **Harter** welcomed the faculty assembled, briefly reviewed the petition process in response to which the meeting had been called, and read aloud the following excerpt from the petition that had been circulated by Professor Moshe Vardi and that was displayed on a screen in front:

*Rice is contemplating a merger with Baylor College of Medicine in what may be the most important decision in our institution's history.*

*When the Faculty Senate was formed, a provision was made for the full faculty to meet whenever events warrant it, upon the collection of 50 faculty signatures. In that spirit, we call for a meeting of the full faculty to discuss this merger and to air both our aspirations and our concerns.*

Harter noted that in the course of the meeting only those motions and comments would be recognized that were germane to the topic for which the meeting had been called, that only those faculty recognized by the Speaker would be free to offer a comment or question, that all motions for which a question was called and seconded would be followed by a vote, that all votes would be ratified ultimately by a vote of the wider faculty, and that Professor Randy Stevenson, Senate Parliamentarian, would adjudicate wherever there was a question of procedure. She asked any students or press in the room to leave.

Harter outlined the meeting's agenda, indicating that there would first be four presentations on the subject of the evaluation that had taken place so far with regard to a possible merger with Baylor. Efforts within the Senate, the Faculty Advisory Committee (FAC), and the administration (respectively) would be reviewed by the Senate Speaker, by John Boles and Jim Pomerantz, and by Carol Quillen. This review would be followed by a brief discussion period during which motions would not be recognized, then by presentation of the motion that had been put forward in advance by Jim Pomerantz and Moshe Vardi, and finally by debate and possible vote.

***II. FOUR BRIEF PRESENTATIONS***

**Harter** explained that the Faculty Senate understood from the beginning that President Leebron had selected a group of 12 faculty members (the Faculty Advisory Committee) to assist him in evaluating a possible merger with the Baylor College of Medicine (BCM). The Senate had nevertheless worked hard to stay as informed as possible as the process had moved forward, meeting twice with the President in Executive Session, inviting members of the Board (Jim Crownover, Chairman, and Bob Clarke) to meet

in open session with the Senate, and organizing two Senate-moderated forums for the faculty at large. Harter noted that there had been regular communication with the administration over the course of the year in the context of monthly agenda meetings with the President and Provost. During one of these, she and Deputy Speaker Duane Windsor had recommended to the President that he invite all department chairs to meet with their faculty and to solicit opinions with regard to a possible merger. A letter to this effect was sent out by President Leebron the very next day.

**John Boles**, Professor of History and a member of the FAC, stated that for him there were two key questions: what are the financial risks of a possible merger and what are the academic benefits? The Board, he said, is working very diligently on the first issue. With regard to the second, the FAC had now organized into two subcommittees, one of which he was chairing and whose task is to investigate potential areas of collaboration. He has been surprised at the depth and variety of academic collaborations already taking place between Rice and BCM, and he and his subcommittee are assuming that a merger would make possible additional collaborations that cannot even be imagined at the present time. He is very interested in making certain that non-medically-related fields of study at Rice will be respected and advanced should a merger occur. The merger, he said, would be positive only if it yielded significant academic benefits to Rice.

**Jim Pomerantz**, Professor of Psychology and also a member of the FAC, said that colleagues often ask him whether the FAC is *for* or *against* the merger. No one on the FAC, he said, can yet answer this, and none will be asked to make such a recommendation. He explained that he is in charge of the FAC subcommittee investigating the relationships at other universities with their medical schools. He emphasized the importance of considering not just what is at stake for Rice in a possible merger but also for Houston, the state of Texas, and medicine in general. He noted two concerns that are often voiced by Rice faculty: (1) whether problems that have arisen with the CRC/BRC foreshadow issues likely to arise with a merger; and (2) whether the faculty's time-honored role in approving matters of curriculum and degree approval and conferral will be respected if Rice acquires BCM. He suggested that the opportunity for Rice to merge with BCM is a rare and almost unprecedented one.

**Carol Quillen**, Vice Provost for Academic Affairs, said she was speaking both as a faculty member and as a member of the University administration. A confidentiality agreement was signed by Rice and BCM in August 2008, and since then the President and Provost have tried to engage the faculty to the extent possible. In August, President Leebron spoke with the deans of the various schools at Rice, with the leaders of the Faculty Senate, with department chairs, and with a few select departments, including Biochemistry and Cell Biology and Ecology and Evolutionary Biology. He found that there was interest expressed by faculty in the potential academic benefits of a possible merger but also major concerns with regard to faculty governance, campus culture, the financial health of the institution, overall balance at Rice, and the challenge of successful implementation. Addressing these concerns, Quillen suggested, is an important aspect of ongoing conversations with BCM. A Memorandum of Understanding (MOU) was signed in March 2009. There is a joint steering committee comprised of seven Rice representatives and seven BCM representatives co-chaired by President Leebron and BCM President Butler that is coordinating negotiations under the MOU. There are four joint subcommittees: academic, financial, clinical, and regulatory that are studying issues related to a possible merger. A possible joint committee in the future, Quillen said, would focus on integration and implementation should discussions warrant it. She said that faculty would be involved in the work of the academic committee.

### **III. OPEN DISCUSSION**

**Harter** thanked the other speakers for their presentations and acknowledged the hard work and collaborative efforts of Moshe Vardi in the days leading up to the meeting. She then opened the floor to

discussion. Questions were raised and answers offered with regard to the timing of upcoming decisions, the nature of the MOU that was recently signed, and why the proposed committee had been renamed and the preamble dropped since an earlier draft of the motion. (That preamble emphasized the unique role that academic faculties often play in decision-making at their institutions, the breadth of their expertise, their embodiment of the spirit of an institution, and the importance therefore that the Faculty at Rice play an active part in the merger decision at hand.)

**Moshe Vardi** explained that he too liked the preamble, but that what was important was the motion's main substance. On the question of the MOU, **President Leebron** indicated that this agreement between Rice and Baylor was not typical, in that it primarily addresses the process for further discussions and establishes a framework for those discussions. In general it does not provide a detailed resolution of substantive issues. It does address the issue of governance, and some financial issues, in broad terms.

#### ***IV. PRESENTATION OF A MOTION PREVIOUSLY DISTRIBUTED TO THE FACULTY***

**Pomerantz** moved the motion by reading it aloud and showing it on a screen in front. (Please find this motion in final amended form at the end of these minutes.) **Vardi** seconded the motion, noting the full-capacity attendance at the meeting and suggesting this was proof of the faculty's deep interest in this issue. On the proposed motion, he explained that President Leebron is the current Chair of the FAC.

#### ***V. DEBATE ON THE MAIN MOTION***

An amendment was proposed and seconded changing the name of the new committee to "Faculty Merger Review Committee" from "Faculty Merger Committee" in order to make clear that a merger had not yet taken place. A vote was taken and the amendment overwhelmingly passed (by show of hands).

In response to a question about the relationship between the proposed new committee and the FAC (about the meaning of the phrase "created from"), **Pomerantz** and **Vardi** made clear that their expectation and preference was that most, but not necessarily all, of the FAC members would continue into the new committee, to which new members could be added. **Vardi** explained that the final composition and the choice of chair would be up to the Senate in consultation with the administration, as stated in the motion.

**Jim Young** said that one reason the President formed the FAC was in order to be able to discuss confidential matters with a small group. **President Leebron** said that the new committee, like the FAC, would need to keep some information confidential.

**Harter** asked the President how he felt about the motion, and **President Leebron** replied that **Vardi** and **Pomerantz** make a good point with this proposal and that in his view the preamble had been appropriate. The potential merger with BCM, he added, may be the most important decision for Rice in the last 50 years. He noted that the members of the FAC have spent a lot of time on this issue and that it seemed important they be allowed to continue. He agreed that the new committee called for by this motion should have the capacity to act independently of the university president, that he would work with this committee, and that all in all the motion was a constructive addition to the current process. (At the end of the meeting, President Leebron confirmed his support of the substance of the resolution.)

A request was made that the new committee not just report to the Senate but also produce a *written* report. **Rob Raphael** agreed, suggesting that in paragraph one of the main motion, "offer its advice" be changed to "report an analysis of its findings." **Duane Windsor** suggested the understood timing of the future Plenary Meeting be "*not later than* early Fall" rather than simply "early Fall." **Pomerantz** agreed.

## ***VI. MOTION TO CLOSE DEBATE***

During discussion as to whether further wording changes should occur as formal amendments during the present meeting, **Windsor** proposed that these key interpretations simply be captured in the minutes so that the meeting could address the substance of the motion. **Vardi** supported this by saying that although the symbolic change in the title of the committee was important, he too preferred the meeting proceed with a focus rather on substantive suggestions. There followed a motion to close debate, and this was seconded. An overwhelming majority (by show of hands) was in favor of ending the debate.

## ***VII. VOTE ON THE MAIN MOTION AS AMENDED***

A vote was taken on the main motion (amended solely for change in name of committee). A clear majority (by show of hands) was in favor of approving the resolution as amended.

**Windsor** reiterated that the next and required step would be for the adopted resolution, as amended, to go to the full voting faculty for approval or disapproval.

**Harter** recognized a faculty member who suggested a round of applause for Professor Moshe Vardi. There was a hearty round of applause. Harter stated that if there were no further motions from the floor, the meeting could adjourn. She thanked the faculty present for attending this important meeting and recognized John Boles, Jim Pomerantz, Carol Quillen, Moshe Vardi, and David Leebron, for their constructive efforts on behalf of the entire Rice faculty in making this an effective meeting. *The meeting was adjourned at 1:50 pm.*

### **Minutes Submitted for the Record of the Faculty Senate by**

Professors Deborah Harter (Speaker of the Senate) and Duane Windsor (Deputy Speaker of the Senate)

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### **Resolution adopted (amended language shown in bold)**

We resolve to have a Faculty Merger **Review** Committee created from the membership of the existing Faculty Advisory Committee by the Rice Faculty Senate, in consultation with the Rice Administration, chaired by a faculty member, and charged with the following tasks: (1) to identify the potential benefits, costs, and risks of the proposed merger to Rice's academic programs (including potential new programs) and to suggest actions Rice should take to maximize opportunities and to minimize risks to these programs if a merger does take place, (2) to consult broadly, including with the Rice Board of Trustees, the Administration, the Senate, Rice faculty members, and, if needed, BCM faculty, and, finally, (3) to offer its advice to the Senate, the Administration, and the Board of Trustees.

The Faculty realize that a careful and deliberative process is underway to ascertain the full implications of the pro-posed merger and understand that ultimate authority for making the decision regarding such a merger lies with the Board of Trustees. They nevertheless strongly urge the Board and the Administration to work with and support the Faculty Merger **Review** Committee, to share information with its members to the fullest extent possible, to consult with them regularly, and to give significant weight to their advice in the decision-making process that is underway.

Finally, the Faculty resolve that the Speaker of the Senate convene a special plenary session of the faculty early in the Fall 2009 semester to hear the Faculty Merger **Review** Committee report back on its process and findings within the restrictions of confidentiality.