

EXPLORING THE PHENOMENON OF SEVERING GOVERNANCE TIES
WITH THE STATE BAPTIST CONVENTION AT
MISSISSIPPI COLLEGE AND GEORGETOWN COLLEGE

A Dissertation
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Alan Glen Medders
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Dedication

This project is dedicated to my wife wonderful Denise and daughters Alison and Andrea. For the sacrifices of time together you gave which allowed me the opportunity to complete this personal and professional goal, I am forever grateful.

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To Dr. E. Grady Bogue, the chair of my committee, I owe a tremendous amount of gratitude for recognizing the kernel of this research in the first assignment of my program. Your guidance and gentle nudging to stay on track to complete the work is truly appreciated.

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Abstract

The purpose of this study was to describe the factors that influenced the board of trustees at Mississippi College and Georgetown College, KY to sever governance ties with their respective state Baptist Conventions and to describe the impact of the decision on the college administration, academic operations, lay governance structure and denominational relationship on the two institutions. The research questions guiding this study were:

1. What were the factors that influenced the decision-making process to make a change in governance relationship between the institution and the state Baptist convention?
2. What has been the impact of the decision to sever the governance ties with the Baptist state convention on the college administrative and academic operations, lay governance structure and denominational relationships?

Data for this study was collected from 46 in-depth, one-on-one interviews with the current and former presidents, trustees, faculty members, the college legal counsel and the current and former executive directors of the state Baptist conventions. Additional data was collected from observations, field notes, media sources and internal college documents.

The findings indicated four themes emerged as factors that influenced the board of trustees' decision at Mississippi College and five themes emerged as factors that influenced the board of trustees' at Georgetown College. A cross-case analysis of the data revealed that two themes at both institutions correlated with the remaining themes independent to their respective institutions. In both cases the findings indicated that the

trustees' decision had no impact on the college administration or academic operation; however, there was a substantial impact on the lay governance structure and relationship with the state Baptist conventions.

It is suggested from these findings that factors which influence the decision-making process of lay governing boards in higher education and the outcomes of these decisions are just as complex, complicated and divergent as those in the for-profit sector. The study provides discussion on the conclusions, current implications and recommendations for future research.

Table of Contents

Chapter 1: Introduction to the Study.....	1
<i>Background of the Study</i>	1
<i>Statement of the Problem</i>	7
<i>Purpose of the Study and Research Questions</i>	8
<i>Theoretical Framework</i>	8
<i>Significance of the Study</i>	9
<i>Limitations of the Study</i>	10
<i>Delimitations</i>	10
<i>Definition of Terms</i>	10
<i>Organization of the Study</i>	12
 Chapter 2: Review of the Literature.....	 13
<i>Lay Governance Tradition in American Higher Education</i>	13
<i>Models, Assets, and Liabilities of Lay Governance</i>	15
<i>A Brief History of Baptist Higher Education Development among Southern Baptists</i>	21
<i>Emergence of Religious/Academic Conflict and Change in Baptist Governance</i>	28
<i>Baptist Higher Education Research on Colleges and Universities Severing Governance Relationships with the State Convention</i>	44
<i>Summary</i>	54
 Chapter 3: Research Design and Methodology	 56
<i>Research Design</i>	56
<i>Research Sites and Populations</i>	58
<i>Research Sites</i>	59
<i>Research Population</i>	60
<i>Sources of Data</i>	62
<i>Interviews</i>	62
<i>Field Notes</i>	65
<i>Documents</i>	66
<i>Data Collection Procedures</i>	67
<i>Data Analysis</i>	70
<i>Trustworthiness</i>	73
 Chapter 4: Presentation of the Findings of the Mississippi College Case Study	 77
<i>Themes Associated with the Board of Trustees Decision-Making Process</i>	77
<i>Trustee Decision-Making Theme 1: Conflict in the SBC, other State Baptist Conventions and MBC</i>	78
<i>Trustee Decision-Making Theme 2: Lack of Complete Governance Control</i>	83

<i>Trustee Decision-Making Theme 3: Lay Members of the Board of Trustees Were the Driving Force.....</i>	86
<i>Trustee Decision-Making Theme 4: Lay Members of the Board of Trustees Worked in Concert with the President</i>	90
<i>Impact on the College following the Board of Trustees</i>	93
 Chapter 5: Presentation of the Findings of the Georgetown College Case Study	99
<i>Themes Associated Board of Trustees' Decision-Making Process.....</i>	100
<i>Trustee Decision-Making Theme 1: Conflict in the KBC.</i>	101
<i>Trustee Decision-Making Theme 2: Academic Reputation of the College.....</i>	105
<i>Trustee Decision-Making Theme 3: Academic Freedom.....</i>	107
<i>Trustee Decision-Making Theme 4: President and Board of Trustees.....</i>	110
<i>Trustee Decision-Making Theme 5: President's Significant Influence on the Board of Trustees' Decision</i>	111
<i>Impact on the College following the Board of Trustees</i>	113
 Chapter 6: Presentation of the Findings from the Cross-Case Analysis of the Mississippi College and Georgetown College.....	120
<i>Theme 1. Denominational Conflict.....</i>	120
<i>Theme 2. Presidential Involvement of the Trustees Decision-Making Process.....</i>	122
 Chapter 7: Discussion, Implications and Recommendations.....	124
<i>Summary of Themes Associated with the Trustees Decision to Change the Governance Relationship between Mississippi College and the Mississippi Baptist Convention ..</i>	125
<i>Theme 1. Conflict in the SBC, other State Baptist Conventions and MBC.....</i>	126
<i>Theme 2: Lack of Complete Governance Control</i>	126
<i>Theme 3. Lay Members of the Board of Trustees Were the Driving Force.....</i>	126
<i>Theme 4. Lay Members of the Board of Trustees Worked in Concert with the President</i>	127
<i>Summary of Impact Related to the Trustees'</i>	127
<i>Decision-Making Process at Mississippi College.....</i>	127
<i>Summary of Themes Associated with the Trustees Decision to Change the Governance Relationship between Georgetown College and the Kentucky Baptist Convention ...</i>	128
<i>Theme 1. Conflict in the KBC</i>	128
<i>Theme 2. Academic Reputation of the College</i>	128
<i>Theme 3. Academic Freedom.....</i>	129
<i>Theme 4. President and Board of Trustees.....</i>	129
<i>Theme 5. President's Significant Influence on the Board of Trustees' Decision ..</i>	129
<i>Summary of Impact Related to the Trustees' Decision-Making Process at Georgetown College</i>	130
<i>Summary of the Findings</i>	131
<i>Methodological Considerations.....</i>	133
<i>Conclusions.....</i>	135

<i>Significance of the Study</i>	137
<i>Recommendations for Future Research</i>	138
List of References	140
Appendices.....	150
Appendix A: Henry Huff, Personal Correspondence of May 9, 1985.....	151
Appendix B: Henry Huff Personal Correspondence, May 13, 1985	156
Appendix C: Information Consent Form	165
Appendix D: Formal Letter to Presidents	167
Appendix E: Mississippi College Minutes of September 22, 1994	168
Appendix F: Perry Llifsetter, March 7, 1995.....	173
Appendix G: Mississippi College Board Minutes of October 14, 1994	182
Appendix H: KBC Work Group	198
Appendix I: Georgetown College – Covenant Agreement	200
VITA.....	210

Chapter 1: Introduction to the Study

Background of the Study

What factors influence the decision-making process of institutions and/or organizations to make changes? As Bolman and Deal (2003) indicate, the past 75 years of organizational theory literature has produced an enormous amount of research which has examined and debated the numerous dimensions of the impact of this question. Just as in the many scientific fields within organizational research, there has not emerged a single theory of everything to explain how all organizations and institutions are managed, operated, changed and governed (Bogue and Aper, 2000). In fact, Bolman and Deal (2003) indicate there are “multiple voices” or “frames” (p. 12) within organizational theory literature that attempt to understand the operational and decision-making processes in institutions and organizations. Bolman and Deal (1984 & 2003) made a significant contribution to the body of research by consolidating the variant strands within the organizational theory literature into four frames: (1) structural frame, (2) human resource frame, (3) political frame and (4) symbolic frame.

The “structural frame emphasizes goals, specialized roles and formal relationships” and draws on the research of “sociology and management sciences” to understand personal structures and operational processes of an institution and organization (Bolman & Deal, p.14). Examining institutions and organizations through the human resource frame (p. 14) focuses on the importance of the individual and what each person has to offer in terms of their skills, abilities, motives, limitations and life

experiences. The research theory behind the human resource frame is based in the field of human psychology. Bolman and Deal (2003) do not speak of the political frame utilizing the language of government or the public arena of politics but define it as “simply the realistic process of making decisions and allocating resources in a context of scarcity and divergent interests” (p. 181). The political frame draws on the theories of political science and views decision-making as a political process between individuals and groups prompted by the internal and external environments of the institution and organization (Cyert & March, 1963; Pfeiffer, 1981; Pfeiffer & Salancik, 1978).

Borrowing from the fields of “social and cultural anthropology” the symbolic frame seeks to examine institutions and organizations as “propelled by rituals, ceremonies, stories, heroes, and myths rather by rules, policies and managerial authority” (Bolman & Deal, 2003, p. 15). Currently, within the research of organizational theory, each of these “frames” provide important insight and understanding on how institutions and organizations operate but only one, the political frame, takes into consideration the overall decision-making processes of the factors that influence these entities.

The current research of organizational theory that supports the political frame provides beneficial insight to the operational and decision-making processes of institutions and organizations. However, several issues emerge in applying the political frame to higher educational institutions. While colleges and universities represent some of the oldest continually operating corporations in the United States (Brubacher & Rudy, 1958; Thelin, 2004) and “are also among the more complex organizational entities” (Bogue and Aper, 2000, p.36), applying these research principles to higher education may

be difficult. Lohmann (2004) argues that levels of “deep specialization” in higher education institutions create complexity that other corporate institutions do not possess (p. 86). In addition, Kaplan (2004) indicates that one of the primary reasons “for the dearth of large-scale survey work in higher education governance stems from the particular challenges involved in using questionnaires to gain a picture of decision practices from campus to campus” (p. 169).

Second, current research on higher education institutional decision-making focuses on the structural frame (Bolman & Deal, 2003). While Hammond (2004) does not utilize the structural frame nomenclature of Bolman and Deal (2003), for Hammond (2004) it is the hierarchal internal structure of the university that drives the decision-making processes in terms of how administration identifies critical issues that need resolution, responds to the particular situation and brings resolution to the matter. According to Hammond (2004), “how much impact any given kind of structure actually has on any university’s decision-making processes and outcomes is an empirical matter” and the fact that “different kinds of structures in different universities actually lead to the different kinds of decision-making processes and outcomes” (p. 137-138). In addition, Hermalin (2004) concluded that until further research is conducted to the contrary, the current model of hierarchical lay governance structure is the most appropriate model in understanding the decision-making processes that take place in higher education institutions.

Third, Bogue and Aper (2000) posit that a more applicable frame to understand higher education institutions would be the collegial frame (p. 38). This frame implies

that colleges and universities have evolved to a new level in operational and decision-making processes that are no longer hierarchical and now place “a high degree of emphasis on consensus decision-making, professional expertise, and autonomy of the faculty” (p. 16). The research that underpins the collegial frame is the development and practice of “shared authority” or “shared governance” in higher education institutions (Bogue & Aper, 2000). Duderstadt (2004) identifies three levels of shared governance that effect decision-making in higher education; (1) the faculty appointment and tenure process, (2) election to a faculty or academic senate that provides advice to administration and trustees, and (3) the level of research that faculty provide which generates financial support through grants and contracts. It is important to note that Duderstadt (2004) warns that the term “shared governance” can be misleading. Through the collegial frame and “shared governance” faculty are delegated academic and budgetary functions, but “by law or by charter, essentially all the legal powers of the university are held by its governing board” (p. 140).

Fourth, the research conducted to this point in organizational theory examining the political frame has primarily originated in the for-profit corporate sector (Barnard, 1938; Bolman & Deal, 2003; Child, 1972; Cyert & March, 1963; Finklestein & Hambrick, 1996; Hambrick & Mason, 1984; Katz & Kahn, 1966; Mace, 1971; Pfeffer 1981; Pfeffer & Salancik, 1978; Scott, 1995; Selznick, 1957) and making application of this research to higher education institutions has limitations. However limited, research in organizational theory has begun to focus attention on the non-profit and higher education institutions (Golden & Zajac, 2001; Hermalin, 2004; Judge & Zeithaml, 1992;

Kraatz, 1998; and Kraatz and Moore, 2002). Bolman and Deal (2003) do not limit the research capabilities of the four frames to for-profit corporations. In fact, “[a]s organizations have become pervasive and dominant, they have also become formidably difficult to understand and manage” (p. 18). Therefore, since higher education institutions have continued to become more complex as corporate entities in the world (Duderstadt, 2004), utilizing multiple frames would be an appropriate method for a deeper understanding of organizational decision-making. However, it is imperative to start any organizational analysis with the most plausible frame to understanding the current “situation at hand” (Bolman & Deal, p. 15).

When any institution or organization is attempting to understand a particular issue, crisis or phenomenon related to the decision-making process, funding allocation, limited resources and conflicting interests, Bolman and Deal (2003) state that the political frame provides the best starting point for analysis since “[t]his view puts politics at the heart of decision-making” (p. 181). Within the political frame, Bolman and Deal (2003) identify three factors that can exert political influence on the decision-making processes in and/or on institutions and organizations; power, conflict and coalitions.

Power is defined in its simplest form as “basically the capacity to get things done” (p. 188). The second factor is conflict which is not viewed from a negative perspective but something that is “natural and inevitable” (p.197). What is most important about conflict is the ability to manage and deal with it in organizations (Bolman and Deal, 2003). A coalition is the final factor that has influence in the political frame and consists of “individuals and groups [that have] insular objectives and resources, and they bargain

with other players to influence goals and objectives” (p. 190). According to Bolman and Deal (2003), each of these factors individually, in tandem or collectively, influences the political nature of the decision-making process of institutions and organizations. While the review of literature of organizational theory, and particularly the political frame, has been useful to understanding for-profit corporations, it has had limited impact on higher education institutions, public or private.

One particular area of higher education that appears to have experienced political influence over the past twenty years is private Baptist colleges and universities, primarily located in the south. Since 1986, 17 Baptist colleges and universities have severed governance ties with their sponsoring state Baptist conventions. Baptist state papers, higher education publications, local and national newspapers and publications, and internet sources have chronicled the contentious nature of dissolving these historic relationships with stories and headlines like, “Southern Baptist colleges are caught up in bitter conflicts plaguing the powerful denomination” (McMurtrie, 2003), “College, Baptists will loosen ties” (Smith, 2005), Georgia Supreme Court rules against Shorter (College) in dispute with (Georgia) Baptist Convention” (Pierce, 2005), “Georgia Baptist Convention severs ties with university” (Turner, 2006), “Tennessee Baptist group sues Belmont University for return of contributions” (Porter, 2006), and “Plan allows N.C. colleges to elect trustees but give up funding” (Cartledge, 2007). The headlines and these articles express the influences of the political frame and the factors of power, conflict and coalitions. In addition, they reflect the actions taken by the presidents and the board of

trustees at several Baptist colleges and universities and responses of leadership in the sponsoring Baptist state conventions.

At the heart of the debate is the critical question - does the ultimate governance authority and control of these Baptist colleges and universities reside with the trustees or sponsoring state Baptist conventions? Most of the debate, discussion and concern over control of the Baptist seminaries, colleges and universities was generated in the ideological and theological controversies within the Southern Baptist Convention (SBC) and some state Baptist conventions which erupted in 1979 (Fletcher, 1994; James, Leazer & Shoopman, 1999; & Leonard, 1990). As Bogue and Aper (2003) recognize, “institutions have pulled away from religious fellowships and established self-perpetuating boards. This complex interaction between campuses and their religious sponsors is often a difficult concept to explain” (p.48). However, the phenomenon that has occurred in Baptist higher education reflects the hallmark of the political frame and involves the factors associated with power, conflict and coalitions.

Statement of the Problem

Over the past 100 years of research minuscule attention has been given to examining nonprofit and higher education institutions (Golden & Zajac, 2001; Judge & Zeithaml, 1992; Kraatz, 1998 and Kraatz and Moore, 2002). While the research indicates that college and university governing boards serve an important role in higher education (Bogue & Aper, 2000; Golden & Zajac, 2001; Hammond, 2004; Heller, 2004; Hermalin, 2004; Judge & Zeithaml, 1992; Kraatz, 1998, and Kraatz and Moore, 2002) and that

trustees make strategic decisions in relationship to the sponsoring religious body (Bogue & Aper, 2000; Falkner, 1993; Taylor 2000), we know very little about the factors that influence their decision-making process. In particular and the problem this research attempts to answer, it is not known what lead the Trustees of Mississippi College and Georgetown College to make the decision to sever governing ties with their respective state Baptist conventions.

Purpose of the Study and Research Questions

The purpose of this study was (1) to describe the factors that influenced the board of trustees at Mississippi College and Georgetown College, KY to sever governance ties with their respective state Baptist Conventions and (2) to describe the impact of the decision on the college administration, academic operations, the lay governance structure and denominational relationship on the two institutions. The research questions guiding this study were:

1. What were the factors that influenced the decision-making process to make a change in governance relationship between the institution and the state Baptist Convention?
2. What has been the impact of the decision to sever the governance ties with the Baptist state convention on the college administrative and academic operations, lay governance structure and denominational relationships?

Theoretical Framework

As previously noted, the political frame of organizational theory research in for-profit institutions indicated that three factors have political influence on the decision-making processes of institutions and organizations (Bolman & Deal, 2003). The three

factors of the political frame that influence institutional decision-making are (1) power, (2) conflict and (3) coalitions.

Because of the limited research related to the decision-making process of governing boards in higher education, it is proposed that utilizing a theoretical framework for the for-profit literature might serve as a lens to examine this process. In using a theoretical framework for this study, the political frame of Bolman and Deal (2003) provided context for the research, explored the research questions and framed the structure for data analysis of the phenomenon.

Significance of the Study

The present study enhances the limited body of literature which has examined the factors which led Baptist higher education institutions to sever governance ties with their sponsoring state Baptist conventions. Exploring the factors which led the phenomenon can add information and data to the history of Baptists, Baptist higher education and the two institutions that participated in the study. In addition, this research can add to the body of literature which has examined other sectarian colleges and universities and their sponsoring religious bodies and the factors that can have an impact on those relationships. The investigation of this phenomenon not only expands the current research of organizational theory, but also informs research for higher education, in both public and private institutions. And finally, the study could determine if the political frame of Bolman and Deal (2003) can provide insight to governing bodies on what

influences their decision-making processes in higher educations as it has in the for-profit sector.

Limitations of the Study

There were two limits to the study. First, the limitation was only in two private non-profit Baptist higher education institutions were used for the study. Second, due to sensitive nature of the topic, the individuals participating may have been reluctant to share their complete knowledge of the situation regarding the phenomenon and the research questions or may not have direct first-hand knowledge of the events.

Delimitations

The focus of this research was delimited to a convenient sample of participants from two private Baptist higher education institutions in the southeast. While seeking rich understanding of the governance decision-making phenomenon in these settings, the findings may not be generalized to the population of other Baptist colleges or universities or to other higher education institutions.

Definition of Terms

Southern Baptist Convention (SCB) –

organized in 1845 in Augusta, Georgia, has grown into a national network of more than forty-five thousand churches and church-type missions with nearly sixteen million members who worship in more than two dozen languages each week across the United States and its territories. The term "Southern Baptist

Convention" refers both to the eleven ministry entities supported by Southern Baptists and to the annual meeting when messengers to the Convention assemble in a host city to transact the business of the Convention.

(<http://www.sbc.net/aboutus/default.asp>)

State Baptist Conventions – (i.e., Mississippi Baptist Convention (MBC), Kentucky Baptist Convention (KBC)), there are 42 state Baptist convention's made up of association of churches throughout a state that support "cooperative missions and ministry organization" through financial support. This support can include higher education institutions within the state. These Baptist colleges and universities have no direct relationship to the SBC. (www.kybaptist.org/about/)

Cooperative Program – SBC churches provide a percentage of their weekly gifts to the state Baptist "convention to support a wide array of ministries and missions including: evangelism efforts, children's homes, volunteer missions, missions education, new churches, colleges and universities, collegiate ministries, camps, and much more."

The state Baptist convention then sends a percentage of the gifts provided by the local churches to the SBC. "These gifts are used by Southern Baptist entities to send and support missionaries, train pastors, and other ministry leaders; provide relief for retired ministers and widows; and address social, moral, and ethical concerns relating to our faith and families." (www.cpmissions.net/2003/)

Organization of the Study

The study is presented in eight chapters. Chapter One introduced the background of the study, included the problem statement, description of the theoretical framework, the purpose statement, the research questions, the limitations of the study, the delimitation, and the organization of the study. In Chapter Two the literature of lay governance in American higher education, Baptist higher education in America, Baptist models of lay governance, how state Baptist convention relate to the governance and financial structure of the colleges and universities and review of current literature regarding Baptist colleges and universities severing governance ties with state Baptist conventions.

Chapter Three details the research design methods and procedures followed in the study. The chapter details the research questions, research design, sites and individuals participating in the study, sources of data, types of data collected and the procedures for collecting the data, the data analysis and the trustworthiness of the data.

Chapter Four details the findings from the case study of Mississippi College. Chapter Five details the findings from the case study of Georgetown College. Chapter Six details the findings cross-case analysis between Mississippi College and Georgetown College. And Chapter Seven includes a summary of the findings, discussion of the findings, conclusion and recommendations and implications for future research on the topic.

Chapter 2: Review of the Literature

This chapter begins with an exploration of the literature that examines the formation of lay governance in American higher education. The following section will review the literature that examines the development and expansion of Baptist higher education and the emergence of religious and academic conflict in Baptist higher education. The chapter will conclude with a review of current literature on Baptist higher education and governance changes.

Lay Governance Tradition in American Higher Education

The establishment and practice of lay governance is without a doubt one of, if not the most, significant distinctions of American higher education. Kerr and Gade (1989) characterize the importance of developing this model of institutional governance as a “gift of history”. Much debate surrounds the question of exactly how or why this form of educational governance was chosen or utilized and what previous forms of governance had the greatest influence on the model that developed in colonial higher education (Martorana, 1963).

It has been suggested that the lay governance model fit the emergence of a “democratic society” that was concerned with government power and control (Bogue & Aper, 2004). John Thelin, in his book, *A history of American higher education* (2004) proposes that the “New World college-founders...detested the sloth and autonomy of the Oxford scholars...therefore looked to the Scottish universities’ reliance on an external

board – rather than faculty control” (p. 11). A more practical possibility could simply be the lack of qualified faculty that had made their way from England to the colonies at the time Harvard College was chartered in 1637 or later at the other nine colonial colleges, thus creating the need for other options of governance to be considered (Burns, 1966). Brubacher and Rudy (1958) indicate that while a significant portion of men in the colonies were educated, many of those decided to serve the growing congregational pulpits, “consequently there was no class of professional teachers from which to organize an autonomous faculty when America’s first colleges took form” (p. 26).

Whether as a form of rebellion against the faculty controlled institutions of England, student controlled European institutions (Thelin, 2004), expression of a new sense of freedom from the English Monarch (Sloan, 1971), an intentional decision (Brubacher and Rudy, 1958), a practical necessity (Burns, 1966) or a combination of several of these factors, a Board of Overseers comprised of twelve laymen was elected to govern the colony’s first institution, Harvard College in 1642 (Morison, 1968). Following Harvard, lay governance quickly emerged as the pre-eminent model of institutional oversight for new colleges established in the colonies.

It could be easily argued that the lay governance structure created by the founders of Harvard College may have provided the nurturing concept that not only could higher education institutions be administered “by and for the people”, but so could a government, becoming possibly the most significant event to impact the future establishment of the United States as well (Ingram, 1993; Morison, 1968; Thelin, 2004). Whether there was a single or multiple influences on the development of the system, lay

governance became the hallmark of the American higher education system (Bogue & Aper, 2000; Ingram, 1993; Medders & Bogue, 2005 & Thelin, 2004).

Models, Assets, and Liabilities of Lay Governance

Out of this early form of lay governance in higher education in the United States, two different models emerged. The first and oldest lay governance model developed in the colonial institutions was the self-perpetuating lay governing board (Brubacher & Rudy, 1958; Ingram, 1993; Morison, 1968; Thelin, 2004). The self-perpetuating board is primarily identified today with the private sector of higher education (Chait, Holland & Taylor, 1993). A self-perpetuating board means that “new board members are selected by existing members” (Bogue & Aper, 2000, p. 48). Within private higher education, there also exists a variation of the self-perpetuating board. “In some cases, religious bodies hold the right to appoint some members of the board for private institutions having religious affiliation.” (p. 48). The ability of a sponsoring religious body to appoint or elect board members can be a part of the original charter language or through amending the charter to agreements of financial support (Badgett, 2006; Hester, 1968).

The second lay governance model was developed in public and state sponsored institutions. Members of public institution’s governing boards “may be elected to office, as in the case in Illinois and South Carolina, or appointed to office --- usually by the governor with advice and consent of legislature” (p. 48). While this is the former model of appointment to state institution governing boards, this has not always been the

standard of practice as there was limited delineation between private and public higher education in colonial America (Brubacher & Rudy, 1958; Heller, 2004; & Thelin, 2004).

When the University of Georgia, originally known as Franklin College, was chartered in 1785 as the first public institution, the governing board was self-perpetuating and called for representation from the clergy (Brubacher & Rudy, 1958; Corson, 1960; Martorana, 1963; Thelin, 2004). This was also the case with the founding of the University of Vermont in 1791, where the “charter treated the trustees as if they were private individuals rather than public officials.” While some of these early state institutions received limited state subsidies, “their control can best be described as ‘quasi-public’ because of the degree of autonomy granted to their trustees” (Heller, 2004, p. 50). As Thelin (2003) indicates, “[t]he fusion of ‘public’ and ‘private’ concepts within the same institutions was standard practice in the early nineteenth century” and there was no “substantive distinction between” the two (p. 71).

It is the United States Supreme Court case of *Dartmouth College vs. Woodward* of March, 1819 that many will argue “clarified the distinction between public and private colleges and universities in the United States” (Heller, 2004, p. 51). However, Thelin (2004) argues that a “reconstruction of the events suggests that this claim is less a valid conclusion” and “the ruling’s limited applicability to American higher education” (p. 70). Because of political factions and sectarian descent in New Hampshire, the state legislature attempted to rule the original British crown charter null and void and replace the self-perpetuating Dartmouth College trustees with a newly state appointed Dartmouth University board. Ultimately, through the appeal process, the case made it to the Supreme

Court which ruled that the state had no legal right to dissolve the Dartmouth College board of trustees (Brubacher & Rudy, 1958; Heller, 2004; Rudolph, 1962; Thelin, 2004).

As Thelin (2004) concludes,

[f]irst, the case had far more importance for contracts associated with business and commercial corporations than it did for colleges and universities. Second, Chief Justice John Marshall and Dartmouth attorney Daniel Webster relied on a peculiar definition of ‘eleemosynary institutions’ to categorize a college. The term refers more to charitable trusts, foundations, scholarship societies, and agencies whose purpose is to gather and then distribute donated funds, as distinct from a college or university whose primary purpose is to teach and confer degrees (p. 71).

And finally, Thelin (2004) pointed out that “if this court ruling gave specific designation to ‘private’ colleges, by implication there must also have existed ‘state’ or ‘public’ colleges at that time. Certainly this was not the case in New Hampshire. Dartmouth was its only college.” (p. 71).

In 1819 there were still no more than 20 colleges in the colonies and the Franklin College (now the University of Georgia) was the only existing public institution chartered by a state. With each of these early state institutions were governed by a self-perpetuating board it clearly gives more credence to Thelin’s (2004) conclusions.

The major outcome of the Dartmouth case was not the clear separation between public and private higher education but the desire of states to actually create independent public institutions no longer influenced by sectarian interests. Thomas Jefferson (who

had as early as 1779 attempted to exert greater legislative influence, governance control and appointment powers of the trustees over his alma mater, the College of William & Mary) would express this same opinion and necessity in the Dartmouth case to no avail (Brubacher & Rudy, 1958, Rudolph, 1962).

Because Jefferson was unable to influence and garner state control at either William & Mary or Dartmouth, he was determined that when “America’s first real state university” was established later in 1819 as the University of Virginia that (1) the governor would have appointive powers over the governing board, (2) the university would receive capital and annual operational funding, (3) the university would have no direct external sectarian influence and (4) tuition assistance would be made available for worthy students who could not afford the expense of higher education (Heller, 2004).

With the founding of the University of Virginia, states would gradually begin to place greater emphasis on governance appointment; however, it would not be until the Morrill Land Grant Act of 1862, and the major expansion of public higher education in the late 19th century, that states would build in these constitutional provisions for control and financial subsidies (Brubacher & Rudy, 1958; Corson, 1960; Heller, 2004; Martorana, 1963; Rudolph, 1962; Thelin, 2004).

What has evolved into the current system and function in both the public and private models of governance is that,

an independent panel of intelligent lay trustees will bring a fresh and unencumbered view to program, personnel, and policy issues of a campus or system of campuses and serve as a useful public accountability panel. The theory

also embraces board responsibility to connect a college to its supporting constituencies, to ensure fiscal viability and stewardship, and to buffer the faculty from unwarranted and impeding external influences as the faculty seeks to discern, transmit, and publish the truth (Bogue & Medders, 2005, p. 1).

There are several positive aspects to current lay governance models. First, lay governing boards protect against a “monopoly of power” and create a level of “checks and balance” between the multiple constituency groups inside and outside a higher education institution (Bogue & Aper, p. 46). Second, these boards serve as buffers that “hold the academy accountable to the public and protect the academy from the caprices and entanglement of political life” (p. 46) and sectarian scrutiny. Third, trustees apply their professional expertise to bear on the diverse decision-making processes of the institution (Hermalin, 2004). Fourth, as governing boards make critical policy decisions for the institution, they are able to detach themselves emotionally from the issue and make objective, data-driven and informed decisions (Keller, 2004). Finally, the heterogeneous membership of a lay governing board allows for multiple perspectives and opinions on a particular issue before determining the final course of action or decisions (Corson, 1960).

While lay governing boards have positive attributes, there are some liabilities to the system. Hermalin (2004) identifies seven liabilities: (1) trustees are dependent of administration to provide accurate information, (2) trustees have their own professional responsibilities and lack the time to commit to the institutions, (3) each trustee on the board does not provide the same level of commitment to their responsibilities, (4) trustees

may provide less oversight when the president is successful, and believe the institution is functioning properly, (5) coalitions develop between faculty, students and the president which are able to bargain with the trustees thereby minimizing their power, (6) trustees may provide less oversight when members are added due to financial contributions or to expand the heterogeneity of the board, and (7) power struggles, conflict and coalitions among trustees can minimize their effectiveness and impact decision-making.

Bogue and Apter (2000) provide additional liabilities that the lay governing board may exhibit specific to public and private institutions. First, in public institutions, governors have demonstrated a willingness to utilize the trustee selection process to accomplish a political agenda within the institution. However, for the most part mechanisms have been put in place to promote a balance of influence and representation and “[w]hether elected or appointed for public institutions, trustees serve limited terms, often designed so that political influence is balanced and a single governor is not able to completely appoint a board (and) [i]n some cases, authorizing laws will specify regional and even political party representation” (p. 49).

Second, private institutions may attempt to populate a self-perpetuating board of trustees with individuals who hold minority or even counter religious or theological perspectives not embraced by the majority of the denomination or body they represent. Even in those institutions that have severed governance ties with the original sponsoring body, trustees are more likely to be selected to protect and preserve the specific academic, social and religious heritage.

Third, lay governing boards are still primarily homogenous and lack the general population and constituent representation. “[T]he majority of the 40,000 board members serving public and private colleges across the nation are white males, though the percentage of men has declined from virtually 100 percent in the early part of this century to 73 percent in the early 1990’s” (p. 49).

Currently, the limited higher education literature that has examined lay governing boards has focused on either the structural model (Hammond, 2004; Hermalin, 2004; Keller, 2004) or the collegial model (Bogue & Aper, 2000; Duderstadt, 2004; Kaplan, 2004). Kaplan (2004) has argued more extensive research needs to be conducted on lay governance in higher education and “much that gets written about higher education rests on anecdote or, at best a handful of case studies of governance at a small number of institutions” (p. 167).

A Brief History of Baptist Higher Education Development among Southern Baptists

The history and development of Baptist higher education is only a small component of the overall educational mosaic that evolved in America; however, it is one that points to the early sectarian nature of higher educational institutions in the American colonies (Thelin, 2004). While Harvard, Yale and William & Mary were created with the underpinning of established denominational structures and congregational support, the original tenets of Baptists ran counter to such control. Baptists are genetically encoded with a “denominational DNA” (Hull, 2005) with markers for: (1) a predisposition to dissent against the government, (2) an emphasis on the local autonomy of a congregation,

(3) an exercising of the priesthood of the believer and (4) a general mistrust of centralized authority. Therefore, the idea of investing power in a board of trustees was viewed with great suspicion, but at the same time, completely logical, which creates a paradox. The paradox was that Baptist churches had no problem with a strong Deaconate board to oversee the administration of the local congregation; which was biblical in nature, but viewed external control as early Baptists had experienced from the Church of England as a tool of oppression and government control (McBeth, 1987).

However, in spite of any misgivings of consolidated power as exercised by a board of trustees, by the time the College of Rhode Island, now Brown University, was established in 1763, a board of trustees was the norm for governance and a legal condition for receiving a charter for a college from the Crown of England (Thelin, 2004). The College of Rhode Island embodied the nonsectarian tenets of early Baptists and “stands as the major exception to the relative lack of religious tolerance and accommodation within collegiate communities of the seventeenth and eighteenth centuries” (p. 29). The reason for this ethos is evident in the fact that Baptists respected and welcomed those of dissent and marginalized by society or sectarianism.

Though Brown University would serve as an important model and example in early Baptist higher education, it would be the creation of the General Missionary Convention of the Baptist Denomination in the United States for Foreign Missions on May 18, 1814 that would ignite the vision for new colleges across the states and particularly in the south. Educated men such as Luther Rice (graduate of Williams College and Andover Seminary, Massachusetts), Adoniram Judson (graduate of Brown

University), Francis Wayland (graduate of Union College, New York & later President of Brown University), William Staughton (graduate of Bristol College, England), and Richard Furman (graduate of Brown University) would be the Baptist leaders that would provide energy to forge the vision and dream for an expansion of higher education among Baptists. (McBeth,1987).

There was a conscious decision on the part of Baptists to separate undergraduate colleges and graduate seminaries though the exact reason is not apparent. For this reason, the Triennial Convention of Baptists of 1817 voted to approve the creation of Columbian College in Washington, D.C., while graduate theological education would remain located in Philadelphia. The rationale for locating the college in Washington D.C. was to accommodate any suspicion of favoritism toward the northern or southern states. The issue of sectionalism was already a growing concern in the Baptist movement.

A primary purpose of the new college was to educate prospective ministers for Baptist work; however, the new college curriculum would also consist of studies for medicine and law. “Classes began in the fall of 1821 and by 1826; the venture of higher education by a national Baptist body had ended with only two graduating classes. The college closed and the buildings were sold to the city of Washington D.C., which in turn proceeded to charter and open George Washington University” (p. 356). The closing of Columbian College by the national Baptist denomination would be considered a failure in its first venture into higher education.

As Baptists migrated south, states grew in population, a distinctive cultural identity emerged, and a wave of new Baptist colleges were founded from 1830-1850,

generating significant state and “regional appeal and loyalty” (McBeth, 1987) that allowed young men the opportunity to stay closer to home. The most notable of these “pioneering colleges” (Johnson, 1955) that are still in existence are: Union University, TN (1826), Furman University, S.C. (1826), Mississippi College, MS (1826), University of Richmond, VA (1830), Georgetown College, KY (1830), Mercer University, GA (1833), Samford University, AL (1841), Wake Forest University, NC (1843), and Baylor University, TX (1845). Each of these pioneering institutions was founded by local Baptist congregations or associations prior to an existence of any state Baptist conventions (Johnson, 1955).

Following the Civil War numerous four-year and two-year colleges were established in areas where Baptist mission work had increased or was being established (Johnson, 1955). Each of these new Baptist colleges had lay boards with self-perpetuating membership. Though some of the state Baptist conventions provided modest financial support, Baptist colleges would retain this independent and self-perpetuating governing board structure into the twentieth century. Churches and individuals were encouraged to provide financial support for the colleges by the president and members of the board. This open solicitation of funds is called the societal method (Medders, 2000). Many, if not all, of the Baptist colleges and even Baptist seminaries struggled to secure financial support during the nineteenth and early part of the twentieth century.

In 1919, then Southern Baptist Convention (SBC) President J.B. Gambrell proposed the first systematic fundraising campaign effort to secure \$75 million over five

years for Baptist missionary endeavors, \$15 million of which would be dedicated to higher education projects. (Johnson, 1955; Medders, 2000). This was a radical departure for the SBC, whose previous fundraising endeavors had focused completely on evangelism and missions.

Johnson (1955) indicates the SBC

....was now ready to participate in a co-operative movement to endow Baptist colleges and to assist in financing sorely needed building programs. For the first years of the campaign this proved delightfully successful since the amount received in most of the states exceeded the goal set for the year. Before the end of the five-year period, however, receipts had dwindled so drastically in each succeeding year that a number of colleges which based their funding plans, their debt-paying plan, and endowment income estimates upon receiving the full amount of the anticipated funds, found themselves still in debt and not sufficiently endowed. Building programs were then either discontinued or, if completed, additional indebtedness was incurred. (p. 49-50).

“Although the campaign raised \$58 million of the \$92 million pledged and many felt that the campaign was a failure, Baptists had raised more money than in any other five-year period in its history” and “[t]his was the final piece that was needed to create a comprehensive and systematic formula for ongoing philanthropy in the SBC” (Medders, 2000, p. 72-73.) In fact, this would be the first and only attempt to raise financial support

for Baptist higher education throughout the entire SBC and would become the focus of the state Baptist convention in which the institution was located.

Learning some important lessons from the previous five-year campaign in 1925 the SBC, along with each state convention, approved a new and radical model of ecclesiastical philanthropy that would change the nature of financial support for colleges and lay governance selections and elections by creating the Cooperative Program. “Churches, associations, colleges, seminaries, state conventions, and national agencies realized that working together they could accomplish far more than continuing the societal method” (Medders, 2000). The rationale behind the Cooperative Program was that churches, large and small, pooling their resources could feel they were making a significant contribution to the work of the denomination regardless of the amount of money they provided.

Three important points were negotiated among the respective conventions, agencies, colleges and seminaries. First, the state Baptist convention would collect all the Cooperative Program funds. A certain percentage of the funds would be guaranteed to support the state convention and colleges. The remainder of the funds would be passed on to the SBC and be distributed for international and national missions programs and support of graduate theological education at the seminaries. Second, in order to participate in the distribution formula, the agencies, colleges and seminaries had to agree to have their trustees approved and/or elected by the state or national convention. Third, under the old societal method agencies, colleges and seminaries could raise funds directly from individuals and churches. Colleges receiving funds through the Cooperative

Program were restricted direct solicitation from churches, while still allowing the institutions to approach individuals for donations (Medders, 2000).

This new model of philanthropic support has over the past 80 years provided hundreds of millions of dollars to support Baptist higher education institutions, funds that would have otherwise never been received. In addition, this new funding mechanism accelerated student and institutional growth given a secure source of funding. It is important to note that following the approval of the Cooperative Program in 1925, all state Baptist conventions, colleges and universities did not immediately or systematically employ this new funding model. As Johnson (1955) points out, there was a gradual integration of the funding model over the next two decades and “[b]y 1944, Baptist state conventions were providing annual appropriations for the schools” (p. 426).

Within the Cooperative Program there was a clear delineation between the funding, operations and governance between Baptist colleges and universities and the SBC seminaries. While this separation had existed informally for decades, it would now become formalized under the Cooperative Program model. From that time forward, state Baptist conventions would provide funding and trustee election to any cooperating college or university within the convention jurisdiction, and the SBC assumed responsibility for funding and trustee election to the Baptist seminaries (Fletcher, 1994; Leonard, 1990; Walker, 1993). The differentiation between nomination and election of trustees at the state and national levels of Baptist polity was the origin of the governance debate that would emerge at the forefront of Baptist life as described in the following section.

Emergence of Religious/Academic Conflict and Change in Baptist Governance

While 1979 was clearly the moment when fundamentalists began to exert power and gain control of the SBC and reshape the seminaries, ultimately attempting to do the same in Baptist colleges and universities, it was not the first outcry against theological liberalism in Southern Baptist history. As early as 1920, J. Frank Norris, pastor of First Baptist Church, Fort Worth, TX leveled attacks of theological liberalism against the faculty at Baylor University and the Southwestern Theological Seminary in Dallas (Fletcher, 1994).

In 1963 George Elliott, a professor of Old Testament at the Midwestern Baptist Theological Seminary, was selected to author a Genesis commentary as part of a new Southern Baptist Bible commentary series. In the introduction to the commentary, Elliott admitted utilizing a hermeneutical technique called historical-critical method as his theoretical framework for interpreting Genesis. Historical-critical method was at that time, and still today, a well-respected and utilized form of Biblical interpretation among leading scholars around the world; however, within Baptist circles, it was considered an inappropriate method for analyzing scripture, even if the resulting interpretation was acceptable. His commentary was subsequently pulled from the series and written by another author. Elliott was ultimately fired, not over his theological position, but for insubordination in refusing to recant the historical-critical method as a heretical form of interpretation of scripture (Fletcher, 1994; Leonard, 1994; McBeth, 1987 & Yarbrough, 2004).

The new author of the Genesis commentary did not fare much better than Elliot. In 1969, G. Henton Davies, an Old Testament scholar from Regent's Park College, Oxford, England, was "selected to write the commentary on Genesis because he was not a Southern Baptist and because the Sunday School Board was sensitive to the criticism surrounding Elliott's book." (Yarbough, 2004, p. 49). When the commentary was published, in contrast to Elliott, Davies was not criticized for his methodology, but for his interpretation of Genesis 22:1-9 which describes God asking Abraham to sacrifice his son Isaac. He took the position that Abraham believed God indeed required him to sacrifice Isaac and only because God intervened to prove a substitution was Isaac spared.

Because of the previous controversy with Elliott, the matter was brought to the floor for the messengers (delegates) at the SBC Annual Meeting in 1971 to vote on whether to accept the commentary. The convention turned down Davies' commentary and asked the Sunday School Board to find another author. Finally in 1972, the Broadman Bible Commentary Genesis volume was published, with Clyde Francisco, professor of Old Testament at the Southern Baptist Theological Seminary, as the author (Yarbrough, 2004).

These are some of the most public Baptist examples where fundamentalists and ultra-conservatives denounced the pervasive influence of theologically liberal professors and denominational leadership for allowing such publications to go forward under the Baptist banner. As Fletcher (1994) indicates, in the late 1960s and early 1970s smaller but public skirmishes took place between fundamentalists in Missouri and faculty at

William Jewell College (MO), and accusations were leveled by some North Carolina Baptists against the faculty at Wake Forest University.

Influential and affluent Baptists who were alumni and donors of the Baptist colleges and universities were paying close attention to growing external pressure being placed on faculty, particularly in the college and university religion departments. As early as 1968, a prominent alumnus of the University of Richmond, in an effort to improve the academic reputation of his alma mater, pledged \$50 million to the university. However, a precondition of the gift was that the president and board of trustees had to change the charter to have four-fifths of the board self-perpetuating and the remaining trustees selected by the Baptist General Convention of Virginia (BGCV). This would insure that the politics and theology of the BGCV would not dictate or control the direction of the university. Once the charter was modified, the donor executed the gift, which at that time was the largest individual contribution to any higher education institution in America. After that time, the ratio of trustees selected by the BGCV was gradually reduced until 1999 when the University and BGCV severed all governance ties (Yarbrough, 2004). The action taken by the board of trustees at the University of Richmond in 1971 to reinstate a majority of the board as self-perpetuating was the first Baptist institution to make this decision since the development of the Cooperative Program.

Such theological debates were not limited to the SBC and Baptist state conventions. Even the United Baptist Convention of Maine severed its governance and funding relationship with Colby and Bates Colleges in 1933, because of the liberal

teaching by members of the faculty (Tillman, 2004; Yarbrough, 2004). In 1944, under the leadership of President Robert Hutchins, the University of Chicago changed its charter to terminate governance control by the Northern Baptist Convention (NBC). In the following year, after several decades of a tenuous relationship, Brown University also ended its almost two-hundred year governance and financial relationship with the NBC (Yarbrough, 2004).

In 1978, a group of fundamentalist Baptist ministers and laymen within the SBC met to discuss issues concerning what they believed to be rampant theological liberalism being taught by faculty in Baptist colleges, universities and seminaries (Fletcher, 1994, Leonard, 1990; McBeth, 1987). For fundamentalists, it was simple; the Bible was the inerrant and authoritative Word of God. If the Bible stated it, it was true without any mixture of error (i.e., grammatically, historically, geographically or scientifically). Anything that ran counter to such teaching was considered heresy, even if it was in an academic setting whether a college, university or seminary. Utilizing source, form, literary, narrative or other theoretical frameworks or methodologies for study of Biblical text was viewed as human intrusion on God's Word.

One of the architects and founding members of the new fundamentalist movement was Paul Pressler, a Houston Appeals Court Judge who "claimed that his efforts to reshape the SBC began in 1977 after he became aware of the theological liberalism taught at Baylor University, the largest Southern Baptist-supported school in Texas. When he discovered the 'garbage' perpetuated by Baylor religion professors, he began

studying how the system could be retaken by ‘grassroots constituents’” (Leonard, 1994 p. 136).

As the group became more organized, they determined there was no immediate way to impact the colleges and universities at the state convention level, so they turned their attention to the SBC seminaries first. The group discovered an ingenious way to totally alter the selection process for electing members to the seminary trustee boards. Instead of trying to convince all of the churches and their members in each state that theological liberalism had crept into the colleges, universities and seminaries, they realized they only had to convince the messengers (less than 1% of Southern Baptists across America) at the SBC Annual Meeting that this was destroying the very fabric of the Baptist denomination (James, Leazer & Shoopman, 1999; Leonard, 1994).

This was important because the messengers (delegates), who represented numerous, but not all, Southern Baptists were responsible for electing the president of the SBC each year. The president, in turn, annually appointed individuals to serve on the Committee on Committees, which made recommendations of individuals to be appointed to the board of trustees for the seminaries. Within the SBC seminary trustee structure, one-fourth of the trustee boards were either open for re-appointment or new selections each year. It was determined that if a fundamentalist president could be elected for three consecutive years, through the re-appointment or appointment process they could ultimately reshape and control the board of trustees. Once this transformation occurred, the board could change the president and elect a more theologically conservative

president who would appoint like-minded faculty
(<http://www.sbc.net/aboutus/legal/constitution.asp>).

As previously noted, the initial concerns of Judge Pressler were primarily with the faculty of Baylor University, but controlling the state Baptist conventions would be more difficult than starting with the SBC. Whereas some institutions and state Baptist conventions follow the same process for appointment as the SBC, many of the colleges and universities board of trustees nominated new potential trustees, the Committee on Committees would then approve the nominations and the state convention ultimately votes to elect the trustees at the state convention meeting. Influencing college and university presidents and trustees to nominate more fundamentalist trustees would be a more difficult task, making it challenging to initially create a systematic strategy for takeover of the state Baptist colleges and universities. Some of these limitations created a more protracted process with the state Baptist conventions as opposed to the direct SBC presidential process. The national fundamentalist group felt once they gained momentum and control of the SBC, fundamentalist within state Baptist conventions would eventually support and implement a similar plan of takeover. The diagram below demonstrates how the fundamentalists were able to take over the SBC and particularly the seminary's trustee selection from 1979 to 1986 (James, Leazer & Shoopman, 1999).

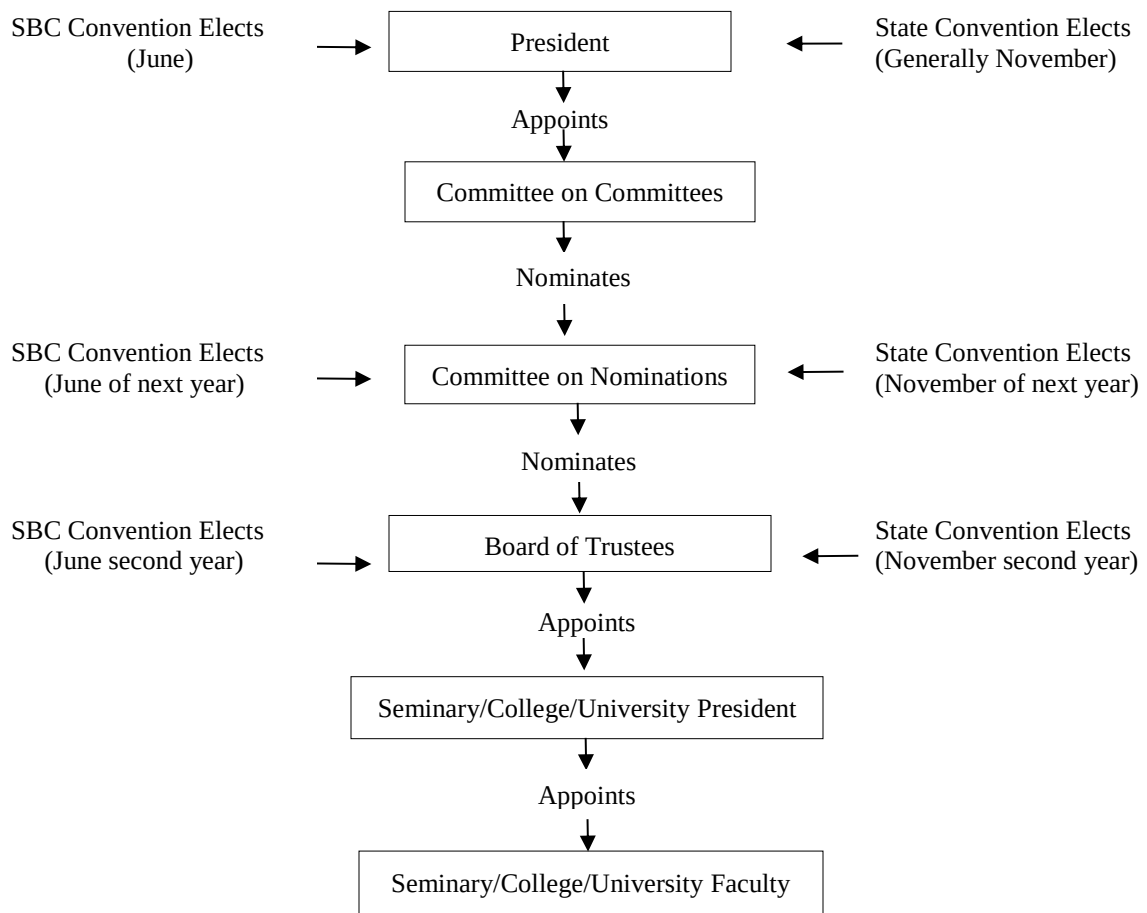


Figure 2:1: Trustee election process in the SBC & Baptist state conventions

Until the mid-1980s, Baptist colleges and universities remained primarily apolitical even though the fundamentalists had attacked many of the religion and science faculty for their teaching. Also among the Baptist college and university presidents there remained a common professional spirit and collegiality. They collectively promoted the benefit of overall Baptists and the institutions they served. This was even true of those presidents and board of trustees who were considered more theologically conservative. However, once a fundamentalist ideology was adopted by trustees and presidents of the seminaries, the presidents and board of trustees of the colleges and universities

recognized the same scenarios could happen within their states. Presidents and trustee boards began to examine their charters, by-laws, state convention agreements and nonprofit laws in their state, as well as the fiscal well-being of the college or university, to see what options were available (Falkner, 1993; Leonard, 1994; Taylor, 2000).

It is important to recognize that there are several criteria that determine the relationships between a Baptist college or university and the state Baptist convention. First, does the college or university have a charter that originally allowed for a self-perpetuating board of trustees that pre-existed the formation of the Baptist state convention? Second, does the state Baptist convention own and operate the college or university? Third, does non-profit corporation law within the state permit the Baptist state convention to own and operate the college or university? Fourth, through non-profit corporation law within a state, can the college or university trustees reconstitute the original charter or establish a new charter creating a new self-perpetuating board of trustees not elected by the Baptist state convention? And fifth, can the Baptist state convention and the college or university renegotiate a relationship reflecting one or several combinations as listed above? While the decision to strategically change the governance structure of a Baptist college or university may be driven by political or theological ideals of presidents, trustees and/or alumni, the final arbitrator determining the success or failure of such a decision lies within state law because it is the state that issues the charter.

Bogue & Medders (2005) developed a three category taxonomy that describes the lay governance relationships between Baptist colleges or universities and state Baptist conventions.

Severance		Accommodation		Maintenance		
Self Determinative	Self Provocative	Willing	Mandatory	Self Determinative	Self Provocative	Willing

Figure 2:2: Baptist Colleges/Universities Governance Taxonomy

The first category describes those institutions that chose to sever “any governance relationship between the institutions campus board of trustees and the state Baptist convention” (p 7). Under the severance category there are two sub-categories; self-determinative and self-provocative. Self-determinative is defined as an institution where the trustees have the legal right in accordance with state law to change their charter and reconstitute or create a self-perpetuating board and have taken action to do so. The self-determinative board of trustees make the decision to do everything in its power to protect the historical mission of the institution they hold in trust.

Self-provocative is an institution that does not have the legal right to change the charter and reconstitute a new board of trustees and only through mutual agreement between the state convention and institution can the legal and governance agreement be modified. However, that does not preclude the potential for legal action by either party to attempt to sever legal and governance ties.

Samford University would fit within the severing self-determinative sub-category. Although Samford University, then Howard College, was chartered in 1841 by the Alabama Baptist Convention (ABC), the institution was chartered with a self-perpetuating board of trustees (Sulzby, 1986). Therefore in September, 1994, when the board of trustees announced that Samford University was severing governance ties with the ABC, they met several of the important criteria mentioned earlier to make this decision. First, the board of trustees was legally able to revert to the original charter since it allowed for a self-perpetuating board. Second, while the ABC chartered the institution, the convention did not own the university. Third, Alabama non-profit law allowed the university board of trustees to change the governance structure of their charter, since it had previously been altered in 1920 to allow the ABC authority to nominate and elect members to the board of trustees and at the same time initiated the process of receiving financial support from the ABC (Sulzby, 1986).

Mercer University would appear to fit into the self-provocative sub-category. Founded by the Georgia Baptist Convention (GBC) in 1831 as the Mercer Institute, the Mercer charter allowed that only individuals nominated by the institution could be elected by the GBC. In other words, while the university did have a self-perpetuating board of trustees, the GBC could not appoint anyone to the board without having the university nominate them. Legally, the Mercer board of trustees could not change their charter unilaterally, as the Samford trustees were able to do, since the Executive Committee of the GBC had final authority over the institution (Dowell, 1958). At the same time, the convention could not attempt to elect more conservative trustees without

the consent and approval of the university. Clearly, this type of charter arrangement gave greater protection and leverage to the university from any type of overt take-over by the GBC. Finally, in November 2006, the GBC and Mercer University agreed to end the stalemate and sever the governance and financial ties.

A second category of relationship by Baptist colleges or universities is defined as accommodation. Under this category there are two sub-categories; willing and mandatory accommodation. Willing accommodation is defined as boards of trustees supporting the theological agenda and composition of the state Baptist convention and, therefore, allowing the convention to elect trustees in return for continued financial support. Carson-Newman College (TN) would be an example of an institution that defines willing accommodation. In 1998, the college reconstituted a self-perpetuating lay board, and the Tennessee Baptist Convention (TBC) immediately froze financial support. Later in 2000 the college, while not reversing their charter change, did amend the by-laws to return trustee election to the TBC. Because of this action by the college, the TBC released all withheld funds and reinstated annual support.

Mandatory accommodation is defined as a college or university that is owned and operated by the Baptist state convention and the institution has no legal recourse to sever its operating or governance relationship. Shorter College (GA) is an example of mandatory accommodation. In 2003, the board of trustees of Shorter College dissolved the existing charter and reconstituted a new charter and lay governing board. The Georgia Baptist Convention (GBC) sued the college and the case ultimately made its way to the state Supreme Court in 2005 where the institution's actions were ruled

unconstitutional under the state's non-profit law; thereby, returning trustee selection, ownership and control to the GBC. This is an example of a state Baptist convention that has the legal right to own and operate colleges or universities (Pierce, 2005).

The final category is the institution that is in maintenance. This definition means the board of trustees could change the charter legally and modify the relationship with the Baptist state convention; however, because the relationship is positive and non-threatening, there is no need to take action. If necessary, action to change the charter could be executed by the board of trustees at these institutions. A significant number of Baptist colleges and universities remain in the maintenance category.

Campbellsville University (KY) would be an example of an institution in the maintenance category. The university was founded in 1906 as the Russell Creek Academy (RCA), by the Russell Creek Baptist Association (RCBA). As early as 1908, the Academy found itself in financial difficulties and petitioned the Baptist Educational Society of Kentucky, now the Kentucky Baptist Convention (KBC), to assume governance and fiscal responsibility for the school (Badgett, 2006). While the election of the trustees was given to the KBC in return for additional financial support, trustees could only be elected by nomination of the RCBA. As the institution progressed from the RCA to become Campbellsville Junior College in 1923, then moving to four-year status as Campbellsville College in 1962 and becoming Campbellsville University in 1996, the charter was changed in order to retain a relationship which allowed the trustees of the university to make nominations to the KBC to elect new trustees (Badgett, 2006).

As previously indicated, state non-profit corporation law determines much of the legal relationship between the institutions and the state Baptist conventions. Three aspects of non-profit corporation law afforded Campbellsville University the legal opportunity to change its charter to create a self-perpetuating board of trustees if necessary. First, the university has an original charter as RCA that allowed for a self-perpetuating board that pre-dated a relationship with the KBC, as was the case of Samford University (Badgett, 2006).

Second, Kentucky non-profit corporation law allows incumbent trustees or directors of institutions and organizations to change the charter with respect to governance structures (Badgett, 2006). As Campbellsville University chairman of the board and KBC legal counsel Henry Huff pointed out in a 1985 memorandum even though the KBC elects the trustees nominated by the institution, “after those Trustees are elected, they become the Trustees of the agency and/or institution, and are not subject to removal by the Kentucky Baptist Convention without an agreement” (Appendix A - Henry B. Huff, personal communication, May 9, 1985, p. 1). Furthermore, Huff indicated that “[t]he trustees are not trustees to the K.B.C.” and “[t]he relationship is not that of a structure in a corporation because the K.B.C. is not a structure in our institutions (i.e. the colleges) and the trustees of an eleemosynary institution that have responsibilities of a unique nature” (p. 2). Therefore, trustees of Campbellsville University have the right to protect the nature of the educational enterprise they serve even through the modification of the governance structure.

Third, one non-profit institution cannot own or operate another non-profit institution in Kentucky. The prohibition for such non-profit corporations engaging in these kinds of relationships deals with issues of ascending and descending liability. Huff's 1985 memorandum also makes it clear that, "[c]haritable immunity is dead. It has been dead in Kentucky for around thirty to thirty-five years ... The law has developed its relationships such as master/servant, principal/agent, partnership, parent/subsidiary corporation, and joint enterprise. In this field, there is a great deal of for profit law and almost no church law." (Appendix B, p. 1).

While church law is limited in examples of litigation, Kentucky and other states have successfully utilized the question of ascending and descending liability to prohibit and rule against non-profit institutions engaged in such relationships. Huff identified two legal grounds where ascending and descending liability could create legal difficulties for either the KBC and/or the institutions. The first is the instrumentality rule where a "parent corporation, as owner of subsidiaries is held liable for its actions" (Appendix B, p. 3). And second, agency rule where a court determines the subsidiaries after being used by the parent to accomplish the business of the parent corporation. However, because of differences in non-profit corporation law from state to state, the Shorter College outcome would be much different than in Kentucky. These same laws are not applicable under the Georgia state non-profit statutes.

The vast majority of Huff's memorandum became the actual report from the Special Committee presented to the Executive Board on July 18, 1985 and subsequently approved by the entire KBC at the annual meeting in November 1985. As legal counsel

for the KBC, Huff was arguing for clear distance between the KBC and the institutions; at a time when the SBC was exercising greater control of its seminaries and agencies. It was Huff who brought to light the legal issues with respect to many state Baptist conventions and the institutions.

However, the fact that the denominational ties have always been held together by fragile organizational ties should not have been a surprise to anyone, especially in Kentucky. “The relationship between the KBC and the affiliated colleges may be described as ‘loose’. Such was the conclusion of four professional educators, who in 1929 were employed by the General Association of Kentucky Baptist to conduct ‘A Survey of Nine Educational Institutions of Kentucky’. Their finding was based on the fact that the General Association had little to no control or influence over the institutions except by the granting or withholding of its financial support” (Atkins, 1984, p. 37-38).

Recognizing that there was no legal recourse by which the KBC could unseat existing trustees or elect trustees not nominated by the institutions, in 1986 the KBC entered a mutually beneficial Covenant Agreement with each institution. The agreement affirmed the nomination and election process of trustees, continued financial support through the Cooperative Program, afforded additional opportunities for fundraising beyond the Cooperative Program and for the first time provided an “Independence” clause for the institutions. Campbellsville University’s statement read this way:

Should the Kentucky Baptist Convention for any reason fail to appropriate funds in accordance with its previous level of contribution to Campbellsville College, and this discontinuation of funding not be acceptable to Campbellsville College,

then in that instance, Campbellsville College Trustees will no longer be elected by the Kentucky Baptist Convention, after proper notice by the Campbellsville College Trustees to the Kentucky Baptist Convention as set out in the covenant term here in above (The Kentucky Baptist..., p. 9-10)

Once other colleges and universities began to examine the legal structures of their relationships with their state convention, it would be less than a year before institutions that could, began severing relationships with their conventions. While the KBC and Kentucky Baptist colleges and universities would be the first to examine the legal relationship between the institution and the convention, primarily because of the legal expertise of Henry Huff, it would be twenty years (in 2005) before one of the institutions, Georgetown College, would implement the “Independence” clause of the Covenant Agreement and begin the process of severing ties with the KBC.

In this case, the KBC had not reduced the Cooperative Program support to the college and even in some years the support had increased; however, the overall percent impact of the funds became less as the budget increased. In addition, while the trustees made recommendations to the KBC Committee on Nominations (Refer to Figure 2:1), the Committee was beginning to question some nominee’s and the churches’ relationship to the KBC. Instead of automatically getting the trustees elected you requested, the college would be forced to submit multiple names that might be acceptable to the KBC based on a growing list of criteria.

At times in the early 2000s, some trustee nominations were scrutinized by the Committee on Nominees and the colleges were asked to consider another nomination. These types of increased situations concerning trustee nominations, along with the diminishing impact of the Cooperative Program funds, led the trustees to change the governance structure to a self-perpetuating Board. At this time, Campbellsville University has made those same conclusions and therefore remains in the maintenance category.

The maintenance institutions continue to monitor the relationship with the Baptist state convention to determine if there is any threat of intrusion of the current lay governance structure. Another factor that causes an institution to remain in the maintenance category is that the institution has determined the loss of funding would have its greatest impact on the current Baptist students and hope to maintain an open relationship as long as possible. Institutions in this category would rather make a strategic change in governance as a course of last resort, allowing the state convention to initiate terminating the relationship or make the decision due to an overt threat.

Baptist Higher Education Research on Colleges and Universities Severing Governance Relationships with the State Convention

At the time of this study two qualitative studies (Falkner, 1993; Taylor 2000) constitute the existing research on the phenomenon and impact of Baptist colleges and universities severing ties with their state conventions. While both examine different aspects of the phenomenon, each uses the severing or threat of severing governance ties as the foundational aspect of the research. The study conducted by Falkner (1993) on

Baylor University had two purposes. First, Falkner (1993) wanted to “provide a descriptive historical record of the elements and reasons involved in Baylor’s decision” and second, “ascertain and isolate elements which might be significant to higher education now and in the future” (p. 19). The research methodology for this study was a case study that examined issues related to Baylor University severing ties with the BGCT in 1990. Twenty-two interviews were conducted with trustees, administrators, faculty and alumni from Baylor University, leadership and representatives of the BGCT, and ministers and laypersons from Baptist churches in Texas.

Falkner asked each participant a series of structured questions concerning their thoughts on the: (1) role of Christian higher education, (2) role of governance in Christian higher education, (3) role of institutional mission in Christian higher education, (4) understanding and view of Baylor’s governance change, (5) understanding and view of the SBC controversy, (6) impression of the future of Baylor, and (7) impression of the future for SBC higher education (Falkner, 1993). As Falkner determined, even having an adequate knowledge and historical context of the SBC, Baptist state conventions and Baptist higher education, “[a]n issue as complex and dynamic as Baylor’s governance change cannot be sufficiently examined or understood by restricting the inquiry merely to venues of history and literature” (p. 141).

In terms of the role of Christian higher education, Falkner (1993) discovered the participants, though all Baptist and historically tied to Baylor as an alumnus, trustee or Texas Baptist, each had a wide range of opinions on students having a soteriological experience to a world-class education. Falkner (1993) summarized the participant’s

responses this way, “[i]n regards to the number one priority of Christian higher education, the lines of religious orthodoxy/evangelistic fervor and educational excellence seemed to be a blur somewhat” (p. 69).

According to Falkner (1993), those interviewed expressed less ambiguity concerning the role of governance in Christian higher education, understanding that trustees provide direction, set goals and objectives and provide fiduciary leadership for the institution. However, how the trustees are selected and to whom they are held responsible to was another matter. As Paul Pressler, former Baylor trustee, attorney, judge, key lay leader in the conservative SBC movement and against Baylor’s decision to sever governance ties with the BGCT stated in his comment on governance; “I believe if a denomination creates or owns or elects the Trustees of an institution or finances that institution, that institution should be responsive to the denomination that so does. And that the Trustees hold their positions in trust for the denomination that elects them.” (p. 71). Disagreement on accountability of Baylor trustees to the denomination was quite naturally questioned by those who were opposed to the university severing ties with the BGCT.

The question related to the role of institutional mission in Christian higher education also elicited strong and diverse opinions from the participants, again primarily divided between those in favor and those opposed to Baylor’s decision. As Falkner indicates, “[s]ome assumed that the mission would become apparent as a natural course...while others insisted that the mission be rigorously displayed and constantly before the entire institution” (p. 84). Fundamentalists who opposed Baylor’s decision

expressed the opinion that unless the mission was overt, a Christian institution was no different from non-sectarian private or state institutions. However, within the Baylor community, the severing of governance ties with the BGCT did not alter the historic mission or purpose of the institution in that the university had existed over 40 years prior to the creation of the BGCT in 1886. In fact, administration, faculty, trustees and alumni were catalysts in the formation of the BGCT and Baylor was even the early home of the Southwestern Baptist Theological Seminary (Falkner, 1993; McBeth, 1987).

Falkner's (1993) question regarding the participants' understanding and view of Baylor's governance change and the SBC controversy revealed significant information concerning the phenomenon. First, former president, Judge Abner McCall indicated that as early as 1955, there was consideration of changing the charter due to ongoing theological attacks, questions of institutional ownership, and the inability to take federal financial aid, which at the time was not allowed in any Baptist institution (Hester, 1968).

Second, the president at the time of the decision, Herbert Reynolds, specified that the two events that framed the final decision for the governance change was the 1988 BGCT annual meeting and the 1990 SBC annual meeting. As Reynolds stated in his interview,

'In June of 1990, we went to New Orleans (site of the 1990 SBC annual meeting). In our minds eye it was all over. The victory had been consolidated...I came back here and felt it was time to get it [the charter change research] out of the safe. The convention had fallen and the state convention was going to be next. Texas would be at the top of the list.'(p. 87).

Third, between 1988 and 1990, the president had directed a team of attorneys to determine if the charter could be changed, how the process would take place and if it would be defensible in court if the BGCT took legal actions against the institution. Reynolds pointed out that over the two year period they became convinced “conclusively that the only body that could change the charter and do so where it would hold up was our own Board of Directors. The convention (BGCT) couldn’t do it; we couldn’t do it in the administration” (p. 86-87).

Finally, once the decision was made administratively that it was time for the institution to take action, the entire board had to be informed of the plan and determine “[t]he most critical question of all, ultimately, ... would the Board take action” (p. 88)? What Falkner (1993) discovered was that though the board of trustees ultimately made the final decision in 1990, the president had been the key architect in the formulation and implementation of the governance change at Baylor.

In terms of questions related to the future of Baylor University and implication for higher education in general, Falkner’s (1993) research concluded that generally those who supported Baylor’s decision believed the institution had a bright future not only in terms of academic credibility, but also in relationship to Texas Baptist as well as Baptist nationally. However, others like Joel Gregory, who at the time of the decision was Pastor of First Baptist Church Dallas, “expressed his profound hurt at its loss to Texas Baptist and his personal loss as an alumnus” (p. 119). Falkner (1993) goes on to conclude that the

future for other Baptist institutions are uncertain and [a]s changes in the SBC continue to affect state conventions and, correspondingly, the Baptist schools of those states, greater stress may be placed on some Baptist schools to investigate alternatives to current governance approaches (p. 159).

Falkner's (1993) research provides unique insight in the internal decision-making process of the governance change at Baylor University and the reactions by the BGCT and other Texas Baptists. To date, this research provides the most comprehensive study on governance change among Baptist higher education institutions. The research concluded that the internal decision made by the administration and trustees to change the charter and governance relationship with the BGCT was precipitated by the theological shift and takeover of the SBC toward a more theologically fundamentalist position and the potential threat that Baylor would become the primary target once the movement developed in the BGCT.

As previously stated, one of the more important findings of the research was the significant influence the president had in the design and implementation process of the decision and his ability to work closely with and convince the board of trustees this was the best direction for the institution. Because the research was conducted only three years following Baylor's decision, the emotions of the individuals involved on both sides of the issue were still passionate in nature and none of the participants had wavered from their initial inclination toward the decision.

The purpose of Taylor's (2000) study was to examine if Furman University and Mercer University had exhibited characteristics of secularization and reflected their

historic Baptist identity while at the same time distancing themselves from their state Baptist conventions. At the time of the study, only Furman University had severed governance and financial ties with the South Carolina Baptist Convention, while Mercer University was experiencing a strained relationship with the Georgia Baptist Convention.

The methodology for the research was a qualitative case study in which the author interviewed a total of 91 participants from the two campuses, “including 32 administrators, 23 faculty members and 36 students” (p. 48). No trustees or denominational representatives were interviewed as part of the process at either institution. The research was guided by the “organizational culture perspective” as the conceptual framework which serves “as a means of describing and understanding the distinctive aspects of the life on a particular college’s campus” (p. 9). Taylor (2000) wanted to know how the decision by Furman University to sever governance and financial ties with the South Carolina Baptist Convention (SCBC) and the current relationship between Mercer University and the GBC affected the Baptist identity of the universities, financial support, admissions criteria, curriculum, campus religion, student behavior standard and the overall campus environment.

Taylor (2000) concluded that Furman had experienced the highest level of secularization since severing their governance ties. With governance and financial ties severed between Furman and the convention, the emphasis on the Baptist history and heritage began to diminish and was replaced with a desire to be viewed as an elite private liberal arts institution among a different set of peer institutions. In addition, the study concluded that the “curriculums in general and the religious requirements in particular

were unaffected by the denominational rumblings” (p. 356). The study further showed that student admissions and faculty denominational affiliations and involvement patterns were not immediately affected by the governance shift. In fact, at both institutions at the time of the study, “[t]he number of Mercer freshman citing the university’s religious affiliation as very important in their decision to attend more than doubled during the 1990s, and ironically, that percentage actually increased at Furman despite the severance of denominational ties in 1992” (p. 360).

What is significant about this research is it identified the external factors of the Baptist state convention and their attempt to take over the lay governing boards as the rationale for (1) the Furman University trustee board making the decision to sever governance ties with the SCBC, and (2) the trustees at Mercer University contemplating making the same decision with the GBC. In the case of Furman University, Taylor (2000) points out, during the 1970s and 1980s, “Furman’s administration and trustees observed with great concern what they viewed as a fundamentalist takeover of the Southern Baptist Convention and its denominational boards and seminaries” (p. 62). As had happened at the SBC level and feared by many in state conventions, by the mid-1980s, fundamentalists in the “SCBC gained control of the nominating committee and began putting their own people on Furman’s board” and “gained 3 out of 5 new places on the Furman board of trustees” (p. 63).

Recognizing that within a short period of time the SCBC would gain complete control over the Furman University board of trustees, “a group of Furman graduates decided to take steps to protect their alma mater from becoming a ‘political football’”(p.

66). After conducting their research, these alumni discovered that under South Carolina non-profit law, the trustees had the legal right to amend the existing charter and by-laws to return to a self-perpetuating board. In 1956, the college changed its charter and allowed the SCBC to elect the Furman trustees in return for increased financial support. However, in 1990 the financial support was considered only a small percentage of the overall university budget but the SCBC retained 100% control over the trustee election process, even as the support had gradually decreased (Taylor, 2000). When the trustees realized the SCBC had little, if any, legal recourse against the institution for severing the governance relationship, in October 1990 the decision was made to change the charter and re-establish a self-perpetuating board. After several threats of litigation by the SCBC and unsuccessful compromise proposals by both sides, in 1992 the SCBC decided to sever all legal and financial ties with the university. (James, Leazer & Shoopman; 1999; Leonard, 1994; & Taylor, 2000).

Mercer University also became very concerned about the political influence of the SBC on the GBC. “Although the president indicated in 1989 that the political fundamentalist had made its way in the state conventions, Georgia moderates did control the GBC presidency in 1990 and 1991. ‘We never won after that,’ lamented a member of the president’s staff. The president announced to the university trustees in 1992 that the ‘fundamentalist takeover’ of the SBC was complete.” (Taylor, 2000, p. 201-202). However, as has previously been identified, Mercer University had a unique governance relationship with the GBC. According to the Mercer University charter, the GBC could

only elect board members nominated by the current trustees (Bogue & Medders, 2006; Dowell, 1958; Taylor, 2000).

As early as 1989, the GBC had made several requests of Mercer University to have a “greater voice in selecting trustees” (p. 197). However, the university board never relinquished this authority even though in 1997 the three other Baptist higher education institutions in the state acquiesced to these demands solidifying the GBC control of the trustee selection process. While it would be another nine years before Mercer University and the GBC would sever governance and financial ties, Taylor (2000) indicated that following the 1997 GBC convention meeting, the “president acknowledged in 1998 the uncertain future of the relationship given the constant threat that the convention will make demands that impinge on the inviolate issues” (p. 211).

The significance of Taylor’s (2000) research is that it confirms Falkner’s (1993) findings in identifying the precipitating factor of the theological shift and takeover of the SBC as the cause for the deteriorating relationship with the Baptist state conventions and these two universities. However, in the case of Furman University, Taylor (2000) only examined the phenomenon from the campus perspective (i.e. administration, faculty and staff) and does not include interviews with trustees or Baptist convention staff or representatives in the study. While it is clear from the research that the presidents at both institutions had tremendous influence on the governing boards, since the trustees make the final decision regarding issues related to the charter it would be critical to know what factors influenced their decision to sever or retain relationships with the state conventions.

In addition, Taylor (2000) examined two institutions at different phases in their relationship with their Baptist state convention. Furman University had severed ties with the SCBC and Mercer University, though strained, still maintained governance and financial ties with the GBC. Therefore, it might be difficult to draw comparable conclusions or generalizable outcomes from either or both institutions. However, Taylor (2000) did emphasize the need for further research on other Baptist institutions that either had or would in the future sever governance and financial ties with the State Baptist convention and understand the factors that influenced the trustees' decision and how the decision would impact the future of both entities.

In terms of future research on the phenomenon of governance change at Baptist higher education institutions, Falkner (1993) indicated that comparative case studies would be extremely beneficial to expanding the body of research. In addition, while 17 Baptist higher education institutions have severed governance ties with their respective state conventions, the Falkner (1993) and Taylor (2000) studies demonstrate the limited research that has been conducted to date on this phenomenon.

Summary

The review of the literature examined the origin and uniqueness of higher education governance, the development of lay governance in America, the emergence of Baptist higher education, the history and development of lay governance in Baptist colleges and universities, and how state Baptist conventions related to the governance of the colleges and universities. The chapter concluded with a review of the current

literature that examined the phenomenon of Baptist colleges and universities which have severed governance relationships with their respective state Baptist convention and the factors that influenced the decision. What this chapter further revealed was the limited research conducted on the factors that led Baptist colleges and universities to sever governance ties with their Baptist state conventions (Falkner, 1993; Taylor, 2000).

Chapter 3: Research Design and Methodology

The purpose of this study was (1) to describe the factors that influenced the board of trustees at Mississippi College and Georgetown College, KY to sever governance ties with their respective state Baptist Conventions and (2) to describe the impact of the decision on the college administration, academic operations, the lay governance structure and denominational relationship on the two institutions. The research questions guiding this study were:

1. What were the factors that influenced the decision-making process to make a change in governance relationship between the institution and the state Baptist Convention?
2. What has been the impact of the decision to sever the governance ties with the Baptist state convention on the college administrative and academic operations, lay governance structure and denominational relationships?

Addressed in this chapter is the research design, research institutions and populations, data sources, procedures for data acquisition and the data analysis utilized in the study. The final section of this chapter will address the trustworthiness, reliability and validity of the study.

Research Design

A qualitative research design method was chosen for this study to describe and explore the specific phenomenon of private Baptist higher education institutions severing governance ties with their sponsoring religious organizations. More specifically, the purpose of the study was to determine the specific factors, if any, influenced the decision

of lay-governing boards at two private Baptist higher education institutions to sever the governing relationship with their respective Baptist state conventions. McMillian and Schumacher (2006) suggest that qualitative research methods should be used when “researchers collect data in face to face situations by interacting with selected persons in their setting” (p. 315). For the purpose of this study according to Patton (1990), “[t]he point of using qualitative methods is to understand naturally occurring phenomenon in their naturally occurring state” (p. 41). As in the case of this study, Creswell (2005) indicates that “[t]he literature might yield little information about the phenomenon of the study and you need to learn more from participants through exploration” (p. 45).

Though several qualitative research methods were available to utilize for this study, the most appropriate was case study design which is defined by Creswell (2005) as “an in-depth exploration of a bounded system (e.g., an activity, event, process or individuals) based on extensive data collection” (p. 439). This study fits the model of a bounded system in that it is a case “separated out for research in terms of time, place, or some physical boundaries” (p. 439).

According to Yin (2003) case study design is best utilized when there is “an empirical inquiry that investigates a contemporary phenomenon within its real-life context, especially when the boundaries between phenomenon and context are not clearly evident” (p. 13). Merriam (2002) further indicates that a case study is an appropriate method when the researcher wants to provide “intensive description and analysis of a phenomenon or social unit such as an individual, group, institution, or community” (p. 8).

Since two institutions were part of this study, the “multiple-case” (Yin, 2003) or “collective case study” (Creswell, 2005) design was utilized. The advantage of a “multiple-case” (Yin, 2003) approach is that it “is often considered more compelling, and the overall study is therefore regarded as being more robust (p. 46). For this “multiple-case” (Yin, 2003) design study, each institution “was carefully selected so that it either (a) predicts similar results (a literal replication) or (b) predicts contrasting results but for predictable reasons (a theoretical replication),” (p. 47). Yin (2003) further concludes that “[a]n important step in all of these replications is the development of a rich theoretical framework” (p. 47). For this study, the phenomenon (Creswell, 2005; Merriam, 2002; McMillian & Schumacher, 2006 & Patton, 1995) was two Baptist higher education institutions severing governance ties with their Baptist state conventions using the political frame theoretical framework (Bolman & Deal, 2003).

Research Sites and Populations

The process of “purposeful sampling” was used by the researcher to “intentionally select individuals and sites to understand the central phenomenon” (Creswell, 2005, p. 204). Therefore, two private Baptist higher education institutions that have severed governance ties with their Baptist state conventions and individuals with knowledge of the phenomenon were identified and selected from the sample of 17 institutions for the study. These two institutions were chosen for reasons; (1) their willingness to participate in the study and one institution, Mississippi College was able to work out a new

relationship with the MBC and the other, Georgetown College decided to sever the relationship the relationship with the KBC.

Research Sites

The first institution selected was Mississippi College. Mississippi College is located in Clinton, MS and was chartered by the state legislature with a self-perpetuating board of trustees in January, 1826 as Hampstead Academy. It is the oldest higher education institution in the state (Johnson, 1955; Martin, 2007). The charter was modified in 1850 to allow the Mississippi Baptist Convention to nominate and elect all trustees to the lay governing board. In 1994, trustees of the college changed the charter to reestablish a self-perpetuating governing board. The current enrollment at Mississippi College is approximately 5,200 students with over 3,200 undergraduates and the remainder graduate students. The undergraduate programs are based on a liberal arts curriculum with 80 majors and minors. Master's and doctoral programs are offered in Education, Science, Business, Law, Nursing and Pharmacy. The institution operates an annual budget of over \$85 million and an endowment that exceeds \$55 million.

The second institution selected for the study was Georgetown College. Located in Georgetown, KY, the college was chartered by the Commonwealth of Kentucky in 1829 as the Kentucky Baptist Education Society with a self-perpetuating governing board (Johnson, 1955; Snyder, 1979). In 1941, the college modified its charter to allow the KBC to elect the trustees in exchange for annual financial contributions. The college's board of trustees changed the charter in 2006 to reinstitute the self-perpetuating

governing board. Currently, Georgetown College enrolls over 1,800 students with approximately 1,200 of those being undergraduates. There are over 70 majors and minors in the undergraduate program which is based on a liberal arts curriculum. The only graduate program of the college is primary and secondary education. The institution has a \$30 million budget and an endowment of almost \$25 million.

Research Population

The individuals and groups selected as the population for this study were selected for their likely ability to provide in-depth information about the severing governance of ties with their Baptist state convention. Searching for a variation of “information-rich” (McMillian & Schumacher, 2006, p. 319) participants that could provide multiple perspectives of the phenomenon was critical.

The “maximal variation sampling” (Creswell, 2005) categories utilized for this study were: (1) college presidents, (2) trustees, (3) faculty, and (4) executive directors of the Baptist state conventions. Three additional trustee and faculty subsets categories were developed “that display different dimensions of the characteristic” (p. 204). The subset categories were: (1) within-decision, (2) throughout-decision, and (3) post-decision. The subset categories are defined by the following: (1) within-decision - individuals were trustees or faculty member when the governance change was made but no longer serve in that role, (2) throughout-decision - individuals were trustees or faculty member when the governance change was made and currently remain in that role, and (3) post-decision - individuals who have joined the board of trustees or faculty since the

change in governance was made. See tables below for the categories of participants from Mississippi College and Georgetown College.

Table 3.1: Mississippi College and Mississippi Baptist Convention Interview Participants

<i>Mississippi College</i>	<i>Interview Participant Position</i>
Administration	• Current President • Former President
Board of Trustees	• (4) Within the Decision • (2) Throughout the Decision • (5) Post Decision
Faculty	• (2) Within the Decision • (2) Throughout the Decision • (2) Post Decision
<i>Mississippi Baptist Convention</i>	
Administration	• Current Executive Director • Former Executive Director

Table 3-2: Georgetown College and Kentucky Baptist Convention Interview Participants

<i>Georgetown College</i>	<i>Interview Participant Position</i>
Administration	• Current President • Provost
Board of Trustees	• (4) Within the Decision • (4) Throughout the Decision • (4) Post Decision
Faculty	• (2) Within the Decision • (2) Throughout the Decision • (2) Post Decision
<i>Kentucky Baptist Convention</i>	
Administration Lay Person	• Current Executive Director • Chairperson KBC Workgroup

The process of “snowballing”, “chaining” or “network sampling” (Creswell, 2005; McMillan & Schumacher, 2006 & Merriam, 2002) was also utilized by the researcher by asking each participant to identify individuals that might provide additional information to the study. This technique was intended to insure that all pertinent voices to the phenomenon will be heard (Creswell, 2005; McMillan & Schumacher, 2006). The results of this process led to four additional interviews; a lay-person that chaired a work group for the KBC that negotiated the terms of dissolving the governance ties with Georgetown College, the internal legal counsel for Georgetown College, the external legal counsel for Georgetown College and the legal counsel for Mississippi College.

Sources of Data

“Most qualitative research depends on the use of multi-method strategies to collect data.” (McMillan & Schumacher, 2006, p. 340). According to Yin (2003), there are six possible sources of data collected in case study research: documentation, archival records, interviews, direct observation, participant observation and physical artifacts. Of the six possible sources of data, interviews, direct observation and documentation were employed as the sources of data for this study.

Interviews

As Seidman (2006) indicates, “[t]he primary way a researcher can investigate an educational organization, institution or process is through the experience of the individual people, the ‘others’ who make up the organization or carry out the process” (p. 10). In addition, Yin (2003) indicates that, “[o]ne of the most important sources of case study

information is the interview” (p. 89). Patton (1990) states, “[t]he major way in which qualitative researchers seek to understand the perceptions, feelings, and knowledge of people is through in-depth, intensive interviewing” (p. 25).

According to Creswell (2005), the in-depth interview process has several advantages and disadvantages. Interviews; (1) “provide useful information when you cannot directly observe participants” and (2) “they permit participants to describe detailed personal information” (p. 215). Interviews also have disadvantages: (1) “interviews only provide information ‘filtered’ through the interviewer”, (2) “interview data may be deceptive and provide the perspective the interviewee wants the researcher to hear”, (3) “the presence of the researcher may affect how the interviewee responds”, and (4) “interviewee responses also may not be articulate, perceptive or clear” (p. 215). Interviews are still the best source to “provide access to the context of people’s behavior and thereby provides a way for researchers to understand the meaning of that behavior” and how “their experiences affects the way they carry out that experience” (Seidman, 2003, p. 10).

The interview format followed for this study was the in-depth, one-on-one, face-to-face interactive approach (Creswell, 2005; McMillan & Schumacher, 2006; Patton, 1990 & Yin 2003;). Each one-on-one interview lasted approximately 45 to 60 minutes. Only one participant of the 46 would not agree to a face-to-face interview, therefore the interview had to be conducted via telephone. In order to allow the participants to “best voice their experiences unconstrained” (Creswell, 2005, p. 214), the researcher utilized the following interview techniques suggested by Seidman (2003):

- The researcher should listen more, talk less;
- The researcher should follow up on what the participant says;
 - Ask questions when you do not understand,
 - Ask to hear more about the subject,
 - Explore, don't probe,
- The researcher should not only listen more, talk less, but ask real questions;
 - Avoid leading questions,
 - Ask open-ended questions,
- The researcher should follow up; but don't interrupt the participant.

The questionnaire used for the interviews consisted of four questions:

1. What were the factors that led the trustees of the institution to sever governance ties with the Baptist state convention?
2. What was the role of the president and trustees in the decision-making process to sever governance ties with the Baptist state convention?
3. What has been the impact of the decision to sever the governance ties with the Baptist state convention on the college lay governance structure and denominational relationships?
4. Is there additional information or issues of the college severing governance ties with the Baptist state convention that have not been discussed?

A “standardized open-ended interview” (McMillian & Schumacher, 2006, p. 351) protocol using the questions cited above was employed in this study. Using open-ended questions allowed “the participants to create the option for responding” (Creswell, 2005, p. 215). The interviewer asked the participants “the same question in the same order” (McMillian & Schumacher, 2006, p. 351), “allowing the participants to take (the question in any) he or she wants” (Yin, 2003, p. 84).

In addition, McMillian and Schumacher (2006) indicate that “qualitative interviews are verbatim accounts of what transpires in the interview session” (p. 355).

Therefore, to ensure a verbatim transcript and aid in the data analysis process, each interview was audio recorded with the consent of the participants. In case the first recording device failed or malfunctioned, a second recorder was used in each interview, except for the single telephone interview. Not only did the audio recorded interviews provide a verbatim transcript from each participant, it also provided additional “material for reliability checks” (McMillian & Schumacher, 2006, p. 355). Of the 46 participants in the study, only one would not allow the interview to be recorded.

Field Notes

Field notes were taken by the interviewer during each participant interview and were the only source of data for one participant. In the field notes, the interviewer made notation of “the setting that was observed, the activities that took place in that setting, the people who participated in those activities and the meaning of what was observed from the perspective of the observer” (Patton 1990, p. 202). Creswell (2005) points out three reasons for taking field notes during the interview process (1) they serve as a backup in case of a recording malfunction, (2) they serve as a prompt to stay on task with the interview protocol, and (3) they can be analyzed immediately without having to be transcribed. The field notes taken during this study described the setting of the interviews, reactions by the participants to the questions, and relevant information from the participants to the questions.

Documents

The collection of documents and artifacts is the only aspect of the qualitative research design where there is “little or no reciprocity between the researcher and the participant” (McMillan & Schumacher, 2006). While some of the participants may have access to a limited amount of the documents used in the study, they do not have the benefit of having access to all prior to the interview. Creswell (2005) identifies six procedures to utilize when considering the collection process:

- Identify documents that can answer the research question;
- Locate public and private documents related to the research (i.e. newspaper, newsletters, periodicals, press releases and magazines);
- Once documents are located, seek permission to use, if necessary;
- Request permission to use personal journals or documents if discovered;
- Examine all public and private documents for accuracy prior to use;
- Record information from documents from which copies cannot be acquired.

Some of the documents were collected through internet websites sources. These websites contained news articles from media outlets and information and documents posted on the institutions’ websites concerning the changing of the college charter. The information gathered from these various collections of data was reviewed prior to the interviews and provided a “behind-the-scenes look” not normally “directly observable and about which the interviewer might not ask appropriate questions without the leads provided through the documents” (Patton, 1990, p. 245).

Each institution provided minutes from the board of trustee meetings related to the issue of the changing of the institution’s charter. In addition, both institutions provided copies of the previous and current charters. Yin (2003) contends that

information collected through these sources aids the researcher to; (1) “verify the correct spelling and titles or names of organizations that might have been mentioned in interviews”, (2) “corroborate and augment evidence from other sources”, and (3) be able to “make inference from documents” (p. 87). Other external documents were reviewed such as state Baptist papers and local and state newspapers, and institutional press releases. These documents were used to create a “convergence of evidence” (Yin, 2003, p. 100). Relevant archival data is also included and listed in the appendix of the dissertation.

Data Collection Procedures

The University of Tennessee (UTK) Institutional Review Board (IRB) approved this study before the data collection process was initiated. Following the IRB Information Consent Form (Appendix C) was distributed by mail or e-mail for the participants to sign prior to conducting the interviews.

Participation by the institutions and individuals was completely voluntary and remained so through the entire study. Participants were informed that while they would be identified as participating in the study, their comments and quotes would remain anonymous and would not be attributed to them unless requested and with their permission. Also, participants were informed that all data would be kept in a locked cabinet in Roger’s Hall, Room 301 on the campus of the University of North Alabama. Only the interviewer had access to this cabinet.

Once the institutions were identified and selected, the researcher made initial telephone contact with the presidents of both institutions to determine if the presidents and institution would be willing to participate in the study. During this conversation, the researcher explained the purpose and rationale for this study and the methodology that would be used in conducting the study. It was indicated during the conversation with the presidents that the researcher wanted to have the perspective of the state Baptist convention's executive director and requested permission from the president to contact the executive director to request their participation in the study. Neither president objected to the state Baptist convention executive director participating, if they were willing to do so. Upon their agreeing verbally to participate, formal letters (Appendix D) were sent to verify the president's final decision.

In the case of Mississippi College, the researcher also requested approval to contact the former president of the college and former executive director of the Baptist convention to determine if they were willing to participate in the study, since both were in their positions at the time the charter change occurred but had since retired. The president agreed to this request.

During the telephone conversations with the current presidents as well as in follow-up correspondence, the presidents were also asked to submit recommendations of trustees and faculty by e-mail or letter that would best assist in exploring the trustees' decision at their campus. The presidents supplied a list of potential trustee and faculty participants for each of the subset categories to: (1) within-decision, (2) throughout-decision, and (3) post-decision. While the presidents participated in the study, it was

determined that the “maximal variation sampling” (Creswell, 2005) would be 12 trustees and six faculty members; four trustees and two faculty members representing each subset category.

Following receipt of the trustee and faculty recommendations from the presidents, prospective participants were contacted by telephone to inform them that they had been recommended by the institution to participate, informed the individuals of the nature and purpose of the study and requested their participation. The initial conversation with the prospective participants served two important purposes; (1) build rapport and (2) inform the participant of the potential benefit of the research to the field of study and the historical record for the institution (Seidman, 2003). Several prospective participants denied the request to participate.

Those individuals that agreed to participate received a formal communication in either letter or e-mail form to confirm their willingness to participate. A second telephone conversation was made to schedule interviews. A follow up e-mail was sent to the participants to confirm the date, time and place of the interviews. For the interviews held on the campus, the president reserved an accessible private room for the interviews. Several participants at both institutions were unable to travel to the campus or unavailable to be interviewed during the week the researcher was on campus. Alternative sites and dates were negotiated with the participants to conduct the interviews.

Those participants that emerged through the “snowball”, “chaining” or “networking” sampling process (Creswell, 2005; McMillian & Schumacher, 2006 & Merriam, 2002) process were contacted with the same communication protocol as other

participants in the study. In addition, at one case study site two participants that had initially agreed to participate decided they did not want to be interviewed for the study. The president at this institution was asked to submit substitute names and the contact protocol was used to secure their participation. The additional interviews requiring several visits back to the research sites. There were 46 interviews conducted between March 2011 and November 2011 at the two research sites; 22 interviews for Mississippi College and 24 interviews for Georgetown College.

Data Analysis

“Qualitative data analysis is primarily an inductive process of organizing data into categories and identifying patterns (i.e. relationships) among the categories” (McMillan & Schumacher, 2006). Yin (2003) indicates that there are three strategies for analyzing case study evidence and data. A “theoretical proposition” strategy is the “first and most preferred” because it “follows the theoretical proposition that led to the study” (p. 111). This indicates there was a “theoretical proposition” that already had a presupposition which informed the study, the research questions, review of literature and new hypothesis. Second, a “rival explanation” (p.112) attempts to examine existing research or theories and determine if alternative explanations can be formulated. And third, a “case descriptive” (p. 112) approach examines the organization in the particular case. The “case descriptive” strategy is the least developed and generally utilized as a last resort when the “theoretical proposition” or “rival explanation” strategies do not apply.

The researcher chose the theoretical proposition approach to analysis to determine the initial coding system of the data. After the interviews were transcribed, they were read and compared for accuracy with the field notes. During the initial reading of the transcripts, themes were identified with “[t]he ultimate goal of qualitative research is to make general statements about the relationships among the categories by discovering patterns in the data.” (McMillan and Schumacher, 2006, p. 373). As the patterns emerged from the interviews, the patterns were then triangulated with the documents and observations to begin evaluating the trustworthiness of the data by creating a cross-validation process. Once the data was cross-validated, the patterns were arranged in an ordering process (Yin, 116). According to McMillan and Schumacher (2006), ordering categories in patterns allows for the researcher to (1) show changes that occur over time, during an event or throughout a process, or (2) demonstrate a logical pattern of relationship either between or within the patterns.

After each separate case analysis and narrative developed for each institution, a cross-case analysis was utilized to synthesize the two cases (Miles and Huberman, 1994; Yin 2003). Miles and Huberman (1994), point out two reasons for utilizing cross-case analysis for multi-case studies: (1) they increase the generalizability of the study and (2) they develop a deeper “understanding and explanation” (p. 173) of the phenomenon. Yin (2003) states that when two or more cases are used in a study, the “technique is especially relevant”...and [t]he analysis is likely to be easier and the findings likely to be more robust than having a single case” (p. 133).

According to Miles and Huberman (1984) there are two methods for analysis; first, “variable-oriented analysis” and second, “case-oriented analysis” (p. 173). “Variable-oriented analysis” (Miles & Huberman, 1984) is “conceptual and theory-centered from the start casting a wide net over a number of cases” (p. 174). However, “case-oriented analysis” (Miles & Huberman, 1984) “considers the case as a whole entity, looking for configurations, associations, causes, and effects within the case” (p. 174). Because the “multiple-case” (Yin, 2003) design was selected as the case study method and the cross-case analysis (Miles & Huberman, 1984) was utilized, it was logical that the “case-oriented” (Miles & Huberman, 1984) “replication” (Yin, 2003) strategy was employed to further dissect the data. As Miles and Huberman (1984) indicate, “[a] theoretical framework is used to study one case in depth, and then successive cases are examined to see whether the pattern found matches that in a previous case” (p. 174). The cases, themes and factors were compared and contrasted using a “case-ordered meta-matrix” (p. 189). As Miles and Huberman (1984) point out, the value of this matrix is that it “contains first-level description data from all cases, but the cases are ordered according to the main variable being examined. Thus it coherently arrays the basic data for a major variable, across all cases.” (p. 188).

As Yin (2003) concludes, it does not “matter what specific analysis strategy or technique” has been chosen for the study, the researcher “must do everything to make sure that” the “analysis is of the highest quality” (p. 137). In order to meet this high standard, Yin (2003) states that the analysis must demonstrate that:

- all the evidence has been exhausted and examined;

- all major rival interpretations have been explored;
- all the significant aspects of the case study research have been considered;
- all the prior and expert knowledge of the case have been presented

The research questions for this study were answered and analyzed by utilizing all the collected data from interviews, field note and documents. Chapter Four contains the finding for Mississippi College, Chapter Five contains the findings from Georgetown College and Chapter Six contains the narrative findings from the cross-case analysis of both institutions.

Trustworthiness

The determination of trustworthiness in qualitative case study research is of critical importance to both the researcher and reader. Creswell (2005) suggests three strategies that aid the researcher and reader to conclude that the findings of the research can be trusted: (1) triangulation, (2) member checking, and (3) external audit. All three of these strategies were utilized for the purpose of establishing trustworthiness of the study.

The first strategy used to strengthen trustworthiness was triangulation. According to Creswell (2005), “[t]riangulation is the process of corroborating evidence from individuals, types of data, or methods of data collection in descriptions and theme in qualitative research.” (p. 252). Miles and Huberman (1984) indicate that the purpose of triangulation “is supposed to support a finding by showing that independent measures of it agree with it or, at least, do not contradict it” (p. 266). Triangulation was accomplished

in the present study by utilizing the interviews, observations, documents, media articles, press releases and internet sources.

A second strategy used for strengthening trustworthiness was member checking. Member checking was implemented during the data analysis. After the interviews were transcribed, a copy of the transcript of each interview was mailed to each participant asking for their review of the content for errors and accuracy. This exercise insured that names, words, phrases or comments had not been misinterpreted from the participant's initial interview. In addition, the participants were informed that they could request an audio tape of the interview to validate the content of the transcription.

The third strategy used for insuring trustworthiness was "peer review or peer examination" (Merriam, 2002) or "external audit" (Creswell, 2005). Both terms convey the idea that someone not involved in the research but familiar with the phenomenon can "conduct a thorough review of the study and report back, in writing the strengths and weaknesses of the project" (p. 253). As Creswell indicates, the purpose of this review is to get an outside perspective on whether the findings of the study are "grounded in the data", "logical", appropriate themes have been developed, "can inquiry decisions and methodological shifts be justified", determine the "degree of research bias" and are suitable strategies "used for increasing credibility" (p.253).

For this study, Dr. Michael Arrington, Executive Director of the International Association of Baptist Colleges and Universities (IABCU) conducted the peer review. Dr. Arrington holds a B.A., M.A. and Ph.D. from the University of Arkansas, Fayetteville. He began his teaching career at Ouachita Baptist University (OBU), AK in

1973. Following numerous promotions in administrative responsibility at OBU, he was promoted to Provost and Vice President for Academic Affairs in 1986. In 2001, he became the Provost and Vice President for Academic Affairs at Carson-Newman College, TN and in 2008 accepted his current position with IABCU. Dr. Arrington's review was extremely help and provided numerous suggestions, changes, comments and clarification of the study.

Merriam (2002) indicates "to a large extent, the validity and reliability of the study depends upon the ethics of the researcher" (p. 30) as a major factor in the trustworthiness of the data. It is the role of the researcher to accurately inform the participants of the nature of the study, maintain confidentiality concerning off-the record comments and protect the anonymity of sources or source material when asked to do so (Creswell, 2005). Creswell (2005) also points to the ethical issues related to contradictory information. This issue can be resolved when "over time, repeated interviews or observations will provide insight about the patterns and lead to findings that are less contradictory" (p. 227).

Whether ethical issues arise from the perspective of the researcher or the participants, the researcher must remain vigilant to maintain integrity throughout the study. As Merriam (2002) concludes, "[a]ll possibilities cannot be anticipated, nor can one's reactions. Examining the assumptions one carries into the research process – assumptions about context, participants, data, and the dissemination of knowledge gained through the study – is at least a starting point for conducting an ethical study" (p.30).

For the purpose of this study, the researcher took every precaution to avoid any ethical issues in terms of the data collection, analysis, conveying accurate information to the participants about the study and maintaining participant confidentiality.

Chapter 4: Presentation of the Findings of the Mississippi College Case Study

Presented in this chapter are the findings from the first case study involving Mississippi College, augmented with information from data to highlight the themes discovered from the data. Mississippi College was selected for this study because they are currently one of 17 Baptist colleges and universities that changed its charter and governance relationship with their respective state Baptist convention. From the Mississippi College case study, 22 interviews were completed (Table 4-1). The initial goal was to interview 16 trustees, four in each subset. Only two of the 15 members of the 1994 board are current trustees therefore limiting the number of participants in the subsets. A fifth participant was added to the post-decision subset due to their lengthy relationship and being elected to the board relatively soon following the trustee decision. Six faculty members, two from each subset participated in the interviews. The current and former presidents were also interviewed for the study. One additional participant interview was conducted with the college's legal counsel. This participant was not posed the research questions and the information acquired only served the role of triangulation of the data in the case analysis. See Table 3.1 for the list of categories and participants in this case.

Themes Associated with the Board of Trustees Decision-Making Process

On September, 22, 1994, the Mississippi College board of trustees in a regularly scheduled meeting made a surprising move to amend the institution's charter for the first time since 1900 in order to change the mode and method in which trustees were selected and elected to serve on the Board. Prior to this decision by the trustees, the MBC elected the trustees of the college. Of the 15 trustees in attendance at the meeting that day, 10

voted in favor of the motion to change the charter, two voted against and three trustees abstained. The data revealed four themes that influenced the trustees' decision.

Trustee Decision-Making Theme 1: Conflict in the SBC, other State Baptist Conventions and MBC

Fear of the theological, ideological and political conflict in the SBC had already or would begin to spread into the MBC and impact the trustee selection process at Mississippi College. As indicated by Mr. Harry Vickery, Chairman of the Board of Trustees, in the college press release following the decision: "For several years, we as trustees have felt the uneasiness among Baptist institutions and Baptist churches that unfortunately are affected by denominational politics" (*The Baptist Record*, September 2, 1994, p 4).

In exploring the theme of the influence of the conflict in the SBC, the data revealed that 16 of the 21 participants indicated it was a factor in the trustees' decision to change the charter and governance relationship with the MBC. The review of the literature in Chapter 2 provided a context for the theological, ideological and political conflict which developed in the SBC beginning in 1979 and eventually made its way into state Baptist conventions, precipitating numerous Baptist colleges and universities to change their charter and governance relationship with their state convention.

Prior to the decision by the board of trustees at Mississippi College, five Baptist higher education institutions had already changed their charter in direct response to the conflict in the SBC as the review of the literature pointed out. The findings from the data indicate that the theological, ideological and political conflict in the SBC was also a factor in the decision-making process of the board of trustees at Mississippi College to

change the charter. The public statement issued by the Chairman of the Board, Mr. Harry Vickery (*The Baptist Record*, September 29, 1994, p. 4), indicates that:

“The lay members of the Mississippi College’s board have not engaged in any of the denominational politics in our national or state convention. We do not consider that our role as trustees. We want to remain close to the convention – our action today is simply to distance us from the politics of the convention. It was a step to ensure that the college could remain true to its mission without the fear of being shaped by influences beyond its control.

Some participants stressed that while the conflict within the SBC was a major factor in the trustees' decision to change the charter, the overt threat to the college was only perceived and not real. Reflecting on Baptist denominational life at that time, one participant stated:

...by and large I think there were unfounded fears as to the facts that there might be a fundamentalist takeover of Mississippi College and there was a reaction to that. In the resurgence movement that was going on within the convention (SBC) these guys were afraid that somebody would get on the board and they could thereby take over the control of MC. They felt like this was a move they needed to make to prevent that from happening and to preserve the integrity of the school.

When this participant was asked if there had been any overt threat at that point or was this purely a reaction to what was going on in the MBC, the participant indicated:

I really think it would be difficult for me to answer ... but personally I did not see that and I do not think there had been any movement at all. There is always talk about well, and maybe they are a little liberals out there or whatever, but that was just general conversation. I think there were some things that were happening, and I don't remember, was it Baylor that had gone through some things prior to that and I think they even had some contact with some of these other schools and they were running scared.

Whether perceived or genuine, the data revealed that the conflict within the SBC and the spread of the conflict to other state Baptist conventions continued to be the primary theme participants insisted was a key factor for the trustees to change the charter even in light of the minimal theological or political conflict that had actually occurred

between the college and the MBC or within the MBC. One participant who expressed this idea stated, "...Mississippi never went over to the convention (SBC) like they would like for us to have gone over. Some states just absolutely caved in, but Mississippi never did just completely cave". When the participant was asked a follow-up question about why he felt the MBC did not placate to the SBC, the participant thought it was because of some of Mississippi's most Baptist public figures who had spoken out against the SBC and their tactics. This participant shared an incident he felt expressed this sentiment stating:

Well you had some real respected people speaking out, you had people like Jerry Clowers (a famous comedian from Mississippi and Baptist) running around. I heard him tell xxx when we had come to xxx that Jerry Clowers had the prayer. We were standing in xxx and I felt a little out of place but we were all standing in a line there and he turned around to xxx and said, "xxx, let me say something to you...If you folks weren't so damn mean, we could get in a room and talk, but we can't talk to y'all, y'all are so damn mean, you just can't imagine how mean you are." He told him that. Three or four of us were standing there listening to him and my mouth was open but he just let him have it. Xxx is a graduate of our institution.

While the participants clearly indicated that the conflict in the SBC was an influencing factor on the trustees' decision, many of the participants were extremely pleased that Mississippi and the college had not experienced the same type of denominational upheavals experienced nationally or in other states. However, as one participant stated, "...since the movement across the south was prompted so much by this, I thought a little excessive was fear of what would take place if certain groups gained some influence in convention leadership. I knew that, at least I felt, that we had not encountered anything in this state that seriously bothered me".

Another participant who indicated their perception was the SBC conflict was a prominent factor in the trustees' decision said:

...what I remember being discussed, was more the climate that we found ourselves in and maybe, and I hate to use the word fear, but fear of what might would take place if ever there would be a group of trustees who would not let the administration function as they needed to function. I think that was probably, as I picked up, a fear that maybe the direction the convention was going in such a way that if ever you had a group of trustees that wanted to run the university rather than the administration, that could happen.

The fear connected to the conflict within the SBC and other state conventions was a dominant theme for this participant as he recalled:

I think what drove them there was what was occurring at other Baptist institutions in other states. There seemed to be a change in the convention, and I'm talking about the SBC and there was a fear on the part of our trustees that this would occur here. I really think what they wanted was Baptist representation but not Baptist denomination. If I could simplify it to that I think that would describe what occurred.

Guy Henderson, editor of *The Baptist Record*, in his Editorial on September 29, 1994 asked these very questions, "What is reaction to all this? How much were MC trustees influenced by similar actions at Baylor and Samford? How much were they influenced by the SBC politics?" (p. 2). Henderson further expressed his reaction to the trustees' decision in light of the apparent relative political calm in the MBC stating, "To say the least, most people were stunned. There has been little attempt to 'take over' the colleges by fundamental/conservatives or moderates. Mississippi Baptists have sought to pursue a middle-of-the-road course in the controversy." (p. 2).

One participant acknowledged the action looked questionable due to the apparent harmony in the MBC; however, sitting back and waiting for overt conflict to erupt was not an option either. A participant parsed the situation in this manner:

...we were watching what was taking place in other state conventions in Alabama and South Carolina and I was talking to some of my buddies from around here and there and one of them was xxx over at Xxx University and the MBC really wasn't having that much noise. We had one preacher over at xxx, which is in xxx, which is a big church over there, was starting to make me feel a little nervous... But, it was getting close and the bombs were going off and we could hear them through the sky, as far as the discord within the denomination. The thought was that we cannot let this happen to MC – cannot let it happen!

Of the 16 participants that indicated that this was a predominant theme in the trustees' decisions, an analysis of the field notes revealed that they still spoke of the years of conflict in the SBC with a great deal of emotion in the tone of their voice and expressions on their face. Some would sit up a little closer to me and the recorder as if to insure I heard them correctly and recorded the right information. For those that recalled personal negative experiences because of the conflict in the SBC, the distress was still evident in their words and thoughts. It was obvious, even reflecting on these events that happened almost 20 years ago; these participants wanted it to be known how these experiences had affected them personally and professionally even beyond the impact on the college or the MBC. One participant, whose still raw emotion was apparent in their tone, choice of words and posture expressed this theme as a factor in the trustees' decision summarized it with this statement:

But, since you understand part of the background that was in the denomination at that time ... I always say that Mississippians are fundamental but we are not fundamentalists. So, it was a lost cause in Louisville. I saw some of the finest men I've known absolutely crucified. Because of that I just couldn't let it happen in Mississippi... that it's not going to happen on my watch if we could help it. In fact, I took up for most of those men at Louisville. My position was (and I would like to think that it was an informed decision with understanding) we had always had a way to get rid of a problem professor, but that didn't require us to absolutely tear up the denomination. If there were any in Louisville or anywhere else that needed to go we could get them to go but we didn't have to change the world, all we had to do was solve the problem. Well, they weren't happy with that. They were determined they were going to do it... I saw them absolutely kill

Roy Honeycutt (former President of the Southern Baptist Theological Seminary, Louisville, KY).

Trustee Decision-Making Theme 2: Lack of Complete Governance Control

Neither the college charter, nor the nomination and election process within the MBC provided protection from a takeover of the trustee selection process either incrementally or instantaneously. While the statement issued by Board Chairman Mr. Vickery pointed to the conflict within the SBC as one of the factors that influenced the trustees' decision, he further explained there was an additional factor: "Our charter did not protect the institution sufficiently from out-side influences. The trustees felt that it was our responsibility to provide the necessary insulation for Mississippi College from the potential actions of various factions that could compromise our ability to serve all Baptists" (*The Baptist Record*, September 2, 1994, p 4).

The data revealed that 14 of the 21 participants identified the insufficient protection under the college charter of 1900 and nomination and election process of trustees with the MBC susceptible to external influence as a factor in the trustees' decision. According to the minutes from the September 22, 1994, Board of Trustees meeting, at some point prior to the meeting, members of the Board had requested their legal counsel, Mr. Alan Perry, "to study the charter and make recommendations to the Board concerning the document" (Appendix E, p. 2). From Mr. Perry's findings he discovered "(1) the charter now called for the election of 27 trustees and this has not been changed; (2) the entire Board can be removed by a single vote by the Mississippi Baptist Convention; and (3) we need to have stability on the Board" (p. 2).

If the conflict in the SBC, real or perceived, was beginning to take hold in the MBC, members of the Board recognized the vulnerable situation they faced with the ability of the MBC over a two-three year period to gain control or at worse to remove the entire Board of Trustees of the college with a single vote at the annual convention. One participant who identified this theme as a factor in the trustees' decision stated, "I logically assumed they thought there would be some device from the convention side to change all the trustees... and they would lose control of the institution". The fact that the college charter provided such a glaring loophole that could become a tool to impact the selection and election of the Board became of great concern for several trustees as a participant expressed:

Well, Baylor, Samford, everybody was pulling the plug on the convention because the fundamentalists were absolutely taking over and intending to take over all of the institutions. And, so we were discussing our situation and what we could do to stand in the gap in the event this happened, and the best way to stand in the gap is to fix it where you don't have to stand anywhere.

As Mr. Perry pointed out in a memorandum summarizing his research of the history of the charter, in 1900 the College charter was amended by the Mississippi legislature at the request of the "college to have Trustees elected by Mississippi Baptist Convention. Since that time Trustees, other than those selected to fill vacancies, have been selected by Convention" (Appendix F, p. 6). Only the fact that the MBC should elect the trustees was prescribed within the College charter, not the actual process or procedure for selecting those who would be elected. What did exist was purely as one participant described it "a gentleman's agreement" with the MBC on the process and had been institutionalized over time using the method as described in Figure 2:1.

While most laymen or clergy leadership in the MBC were familiar with the scenario used to gradually change the trustees in the SBC seminaries over a three to four year period, as documented in the Chapter Two Review of Literature; few, if any, were aware that because of the nominal language in the College charter regarding the trustee election process, the MBC could replace the entire Board with a single vote. Explaining the process as it existed with the MBC, a participant pointed out, “we [the trustees] nominated and the convention elected”. The college trustee nominations first went to the MBC Nominating Committee and then on to the MBC for election at the annual meeting each November. This participant further stressed the point that, “they [the Nominating Committee] assured us [the trustees] that they were not going to interfere with that”.

However, one incident in particular that this participant recalled began raising alarm that an incremental takeover strategy was being implemented in the MBC as explained in the following interview exchange:

Participant: ... the chair of the committee that handles nominations and all was from Columbus. We went to see him. All meetings with church people sometimes are all smiles and handshakes and when we get out wonder if I have a knife in my back. But anyway, we got past all the way. As it came out, they gave us to begin with three hard line fundamentalists – didn’t give any of our people an honorable mention – any we had...

Interviewer: So, the committee, the nominating committee, brought names to them, but when it came time for them to be presented to the convention for approval, at the meeting, those names were replaced with a slate of names they were bringing to the table.

Participant: Absolutely.

Interviewer: You brought three and they replaced three?

Participant: Yes, and one of the guys that was one of the preachers that was a very hard line fundamentalists that was on that board, he got himself appointed. He was going to come straighten the place out.

Interviewer: So, someone on the nominating committee actually ended up being nominated for a potential trustee slot.

Participant: Yes, so they come on the board and of course, three to fifteen is not an unyielding situation but they realized after being here for just a few meetings, this wasn't a pushover crowd and these people knew what they were doing. They were trying to take care of the institution. So, they didn't rear their heads as quickly as we anticipated. They were probably trying to get their powers up.

For this participant, the situation brought to light the fact that if the circumstances happened for three consecutive years or the MBC, at its annual meeting, or the messengers at the MBC annual meeting decided to remove the entire board and replace them with trustees more sympathetic to the new conservative movement, there was little the current board members could do. As this same participant stated, "We sensed the fact that they were going to change the trustees of the school if they could, that was their game plan".

Trustee Decision-Making Theme 3: Lay Members of the Board of Trustees Were the Driving Force

The lay members of the Board of Trustees were the sole driving force that influenced the decision-making process. Reading the minutes from the board of trustee meeting of September, 22, 1994 (Appendix E) and October 14, 1994, (Appendix G) internal documents and media reports of that time period prior to conducting the interviews, the 10 lay members of the Board were responsible for the final decision.

From the coding of the transcripts, 17 of the 21 participants also attributed the lay members of the Board of Trustees as a factor associated with the decision to change the college charter and sever the governance relationship with the MBC. The perspectives of these participants were particularly ardent. When one participant was asked in a follow-up question, if the decision to change the charter was a trustee decision, he answered

emphatically, “Absolutely! I wouldn’t say it was otherwise.” Another participant echoed the decision as a trustee directive stating that,

...when you look at when Dr. Todd came on board and how quickly the decision was made and announced to the full board of trustees, you would almost have to assume there had been some planning done prior to Dr. Todd’s arrival. I can’t prove that and no one has told me that, but a lot would say you don’t do this in a three month period or whatever. Most likely there had been a concern developing over the course of the year and probably some plans had been made at some point to protect the institution, just in case.

As indicated from the previous participant’s statement, the president at the time of the decision was Dr. Howell Todd. Dr. Todd had assumed the presidency on July 1, 1994 and the board decision was made on September, 22, 1994. One participant that perceived it was the trustees that developed and implemented the plan to change the charter stated, “Dr. Todd had only been on the job for about three months and was relatively new to the game and not from Mississippi so he didn’t have a lot of history so to come in and make that kind of decision so quickly...” Another participant was very direct with their answer as to the trustees influencing the decision, “It was the board...the board had to really.”

Prior to conducting the interviews, examination of the September 22, 1994 board of trustee minutes revealed that not all trustees in attendance at the meeting were aware of the impending decision to change the charter. Of the fifteen members of the board, four were MBC ministers and were not informed of the proposed action prior to the meeting (Appendix E). The following comment from a participant reflects the negative aspects of this action as well as the methodology used by the majority of laymen on the board to make this decision:

...I have been told that Harry [Vickery] and Bernie [Ebbers] were the principals that led in it and that the preachers that were on the board were excluded. They did not know about it until the last minute, now xxx was one of the pastors and he can tell you more about that. But what I see is some political maneuvering and to

be honest with you, a part of the reaction on the part of the conservatives on the national level was because of political maneuvering of people who were in charge. You can say we just swapped horses, same processes and to some degree that is true – unfortunately. Nobody wants to open the door to give somebody a voice when they can control it all. It is a control issue.

In the board minutes of the September 22, 1994 board meeting, Dr. Eddie Hamilton, one of the ministers on the board asked Chairman Harry Vickery if the ministers had been notified of the possible action of the charter revision. “Mr. Vickery answered ‘no’ because of the critical position of ministers in the Mississippi Baptist Convention and indicated: ‘We made a decision with a great deal of frustration because we value everything you bring to this table. But because of your particular position, we did not’” (Appendix E). Reflecting on the decision to exclude the ministers from this information prior to the meeting, one participant expressed that, “we were told that it was because they wanted to protect us. There is some legitimacy to that – I didn’t see it then, I was angry. But, I think they probably were genuine in that, but I also think that they had some fear that there might be a reaction that would interfere with that step being taken”.

Similar sentiments and recollections of the events were communicated by another participant stating that:

...we were not made aware of the process and things that were going on until it was brought up in the board meeting that day. We were totally surprised by it. Of course, the explanation that was given to us was if we had made the four of you a part of it, then you would probably have had to resign from your church as they anticipated quite a bite of animosity and hostility from Baptists in general. They anticipated that – Harold Vickery and others. It basically, I think angered all of us at the outset. After several years of reflection, he was probably right at making that comment. I think I changed my opinion over the years in the fact that there was probably some wisdom in leaving us out of it. But, needless to say, at that time I was totally shocked and vehemently disagreed with the action.

These statements are corroborated by a minority report signed by the four ministers and published in the state Baptist paper the week after the decision (The Baptist Reporter, September 29, 1994). The minority report reiterated the fact that; (1) the ministers had no prior knowledge of the decision to change the charter at the meeting, (2) it violated the existing charter and relationship with the MBC and (3) the ministers did not support the action in any way. The minutes from the board meeting indicate when the motion was made to approve the restating and amending of the charter, two of the ministers voted against the decision and two abstained, along with one layman. One participant lamented the difficulty in excluding the ministers from prior knowledge of the board action in stating:

They found out about it at the board meeting, which was hard. I mean it was hard. They were in sympathy with the fact that maybe something should have been done, but they also wanted to hit the door – 1-2 of them did. It was a tough time for them. But, when they found out that what we really wanted to ultimately accomplish was to preserve the institution for all Baptists rather than for a select few who had had all the answers before we get there. We didn't have all of the answers and will never have and they did. That was a very difficult thing.

Another participant described the situation in these terms:

The board met with the understanding all of the board, we let every trustee [lay member] know what was coming. We were prepared. Had everyone vote and knew what was going to happen before time, but these guys were very hurt, the preachers.

The previous comments and further findings of the September 22, 1994 board meeting minutes indicated that trustees, particularly the 10 laymen who approved the motion, unilaterally executed the decision to change the charter. During the meeting, Dr. Hamilton requested to know if Dr. Todd was aware of or participated in the plans of the decision. According to the minutes from the meeting, “Mr. Vickery indicated that he [Dr.

Todd] had not been involved, but that he was advised a few days ago that this would be presented to this meeting”. This notion that the trustees were the primary power source behind the decision was supported by these comments from a participant, “I think my general impression was that it was probably driven by trustees... It was always – since we always got the impression that not much happened here that was not either directly or indirectly from the trustees - we pretty much assumed that would have been too”.

An article that reported the action in *The Baptist Record*, though not quoting Dr. Todd directly, indicated that at the time he was hired as president and up until days prior to the decision he had not been made aware of the information or action that was being considered by the board of trustees. Once Dr. Todd was informed of the upcoming decision, he was asked not to express an opinion. “We did not want anyone on any side to be critical of him, since the decision was not his and he had no part in it. He [Dr. Todd] indicated he would abide by and support whatever action the board approved.” (*The Baptist Record*, September 29, 1994, p. 4). From the perspective of seven participants’ interviews, as well as analysis of the field notes, internal documents and media sources, they appear to indicate that the lay members of the Board were one significant influencing factor on the decision to change the charter and sever governance ties with the MBC.

Trustee Decision-Making Theme 4: Lay Members of the Board of Trustees Worked in Concert with the President

The president and the lay members of the Board worked in concert on the decision to sever governance ties with the MBC. While the majority of the internal and external data indicates that the lay trustees were the primary influence factor in the

decision, the perception among 10 of the participants perceived the president worked in concert with lay members of the Board on the decision. As one participant stated, “We certainly had a president at the time that was on board. He would like to have done it independently, but anyway we had no backlash. We didn’t have someone in the ranks who was undercutting us”. Another participant espousing this view indicated that:

I am fairly sure it was in concert. I think Mr. Vickery would probably agree with that. There was actually a minister or two that supported that decision – friends of the college. I am sure Dr. Todd had a long history in Baptist life, he was well aware of the political situation and he was probably the main force, but the trustees were heavily involved.

Similarly, another participant reinforced the idea that the president and trustees acted in concert when he stated, “When it came to me, it was a unified decision. Now, who brought it up, they never discussed any of that with me... So I don’t know if some trustees came in with an idea and everyone said ‘yes’”. Yet, another participant stated with a sense of pride, “In concert. We were of one mind... This is one of the finest opportunities I’ve had in my life”.

While Dr. Todd had only been president for three months, there was perception that he and Mr. Bernie Ebbers, a 1967 alumnus and the co-founder and former CEO of WorldCom, whose corporate headquarters were located in Clinton, Mississippi, were influences in the trustee decision. Several participants pointed out that Mr. Ebbers’ involvement in the college had increased prior to the trustee decision. In addition, the minutes from the September, 22, 1994 (Appendix E) board meeting indicate that the first order of business was to fill two unexpired trustee positions due to recent resignations, one of which was filled by Mr. Ebbers, following which he then voted in favor of

changing the charter. One participant indicated their perception was that the decision was influenced by the board, particularly Mr. Ebbers, and the president stated:

My perception is in concert. I just have a perception that Bernie and Todd, even outside this issue, were pretty good friends. Which is okay, there's nothing wrong with that, but Bernie had a lot of power. You can imagine what enormous power he had – not only nationwide but locally. He dumps that kind of money here and you listen....

When this participant was asked to qualify the kind of impact that Mr. Ebbers was making on the college, he were asked if it was similar to the type of influence that Ralph Beeson had on Samford University and Claiborne Robins on the University of Richmond and he responded categorically:

Right – they get your ear. Who was the more powerful of those two or even other trustees that I am not aware of, I may be incorrectly spotlighting those two, but there were probably others. But in my mind, I think they were an important element.

The collaborative influence of the trustees and president was further identified as a factor in the decision-making process to change the charter as one participant expressed their thoughts:

I think Howell had to be in on it. I don't know if he initiated it, but whoever initiated it, I don't think it could have ever been done had Dr. Todd and those two key leaders: Harry because he had been on the board forever and Bernie because he had such clout with money.

Although the president had been in position a relatively short period and become aware of the circumstances surrounding the decision to change the charter, and even approved of such a decision, the data reveals that 10 of the 11 lay members of the governing board were a factor in the ultimate decision.

Impact on the College following the Board of Trustees

The second purpose of this study was to explore the impact of the trustees' decision to sever the governance ties with the Baptist state convention on the college administrative and academic operations, college lay governance structure and denominational relationships. In the case of Mississippi College, the data revealed that there were no changes in administrative or academic operations and that the first priority of the trustees and president following the trustees' decision was to repair any ill-will the decision had caused and to insure that the college did not lose financial support from the MBC.

However, the data revealed that the trustees' decision did have an impact on the college lay governing structure and denomination relationship with the MBC. In terms of the impact on the lay governing structure, in order to protect the college from the controversy in the SBC and the potential influencing of the trustee selection and election process, on September 22, 1994 the Board of Trustees amended the institution's charter in five immediate and significant ways; (1) expanded the Board from 15 to 24 members, (2) made 18 of the 24 members self-perpetuating, (3) allowed six trustees to be elected by the MBC, (4) created two consecutive three-year term limits for members and (5) gave the Board authority to fill all vacancies (Appendix E). Implementing this model of trustee selection and election for the college would insure that no matter the theological, ideological and political dynamics within the SBC or MBC, the college would be able to serve all Baptists and students from other denominational backgrounds or faiths that chose to receive an education at Mississippi College.

Surprisingly, on September 23, 1994, the day following the trustees decision, the MBC Executive Committee filed a law suit against the college, stating that the MBC owned the college, was actually a member of the board and the board of trustees did not have the legal right to change the charter without the consent of the MBC. As one participant recalled, “The convention sued them (the college) the next day. I think that was probably not the best thing that could have happened, but it happened and we worked through it”.

Following the threat of litigation, the trustees of the college and the executive director and president of the MBC began several meetings to negotiate an amicable resolution to the situation. As the result of these meetings, which will be described further, the trustees agreed to again amend the charter and allow the MBC to elect the trustees. However, the trustees had to be nominated by the college and mutually agreed upon by the college and the nominating committee of MBC and nominees could not be unilaterally replaced by the nominating committee or on the floor of the convention. These amendments and others were added to the newly amended charter.

The minutes of the October 14, 1994 trustees meeting stress through legal counsel that though the trustees of the college amended the charter and agreed to the Memorandum of Understanding, “the College was not giving up, waiving, or compromising any of its rights or independence by entering into the settlement; rather, it was merely avoiding litigation over an issue that may never present a real controversy”

(p. 3). One participant clarified the outcome in this manner:

The solution left it that we agreed to disagree on whether they were a member and only becomes relevant if they wanted to amend it the next time. The college could say we can amend it whenever we want to. The convention could say we can't and then you could have that lawsuit we never had.

In 1994, the MBC provided \$2 million of unrestricted financial support to the college. While these contributions were connected to the MBC electing trustees and dependent on the amount of stewardship collected by the MBC, one participant stated:

Shortly after the word got out that they had basically distanced themselves and changed their charter... I would say the bulk of the large percentage of preachers across the state and people in churches to be quite honest were not going to be a part of us without the \$2 million or whatever we were funding them that year. I thought that was a tidal wave that was going to happen and probably by convention vote at the next convention.

As the trustees were considering changing the charter prior to September 22, there was the realization that the MBC could decide to withdraw financial support for the college. When asked if the college had made plans for such punitive action, one participant indicated, “[t]o my knowledge, we never put in a concrete plan. We talked about it”. Another participant indicated that, “we never got that far”. However, when this participant expressed their concern about the possibility of losing MBC funds to one trustee, the trustee indicated, “We will raise this money if we lose it and there is wealth on the board”.

Even after the trustees modified the charter on October 14 and signed a Memorandum of Understanding with the MBC, this did not minimize the potential to lose MBC funding if a recommendation came from the floor of the convention and be approved by the messengers at the annual meeting in November. As *The Baptist Record*, November 10, 1994 reported about the November, 1 & 2 MBC annual meeting, “[s]o messengers, unhappy with any change that prevents direct and unhindered election of trustees from the floor of the convention suggested either a change in the way the college

is funded or to escrow these funds...until the former system is re-established” (p. 1). One participant who attended that convention described the tension of the meeting saying:

It was rough... It was rough! Here I am sitting there ... with \$2 million on the line and you know how hard it is to get money. This is \$2 million that goes in the general fund and that is hard to raise; but the board said we can raise it. But, when Porter (MC Trustee Jimmy Porter) stood up and said we cannot punish the students, you could sense something was changing.

What changed was the fact that Dr. Porter had been one the four ministerial members of the board of trustees that voted against the first charter change, signed the Minority Report, voted in favor of the second charter amendment and was now speaking in favor of the college retaining financial support from the MBC.

The climate of the MBC annual meeting was memorable to another participant stating, “[i]t was tense. I don’t want to downplay it. I remember we were always concerned that something was going to blow up. Some dude from xxx is going to get up and make a big stir at the convention”. Still another participant recalled the anxiety from the meeting as follows:

I was sitting beside Dr. Todd... That was being discussed. We were thinking that if someone didn’t make a statement – there were some negative statements made – but if someone doesn’t come to the podium soon to make a positive. Now, Dr. Porter might not realize or even remember how crucial his role was in it. But Dr. Todd said I’ve got to go. He was almost at the point of getting up to go to the podium when Dr. Porter came out and made an affirmative statement. That is my most vivid recollection of the whole convention and I couldn’t name a one of the individuals who preceded him but I just don’t remember them being real threatening statements as much as a denial of permitting this without possible litigation.

The climate of the MBC annual meeting was extremely tense and when the motion to defund the college came to a vote, the messengers of the convention overwhelmingly affirmed continuing the same funding model for the college.

The headline that reported the agreement in the October 20, 1994 *The Baptist Record* read “MC trustees, MBCB reach compromise, “divorce off””. Quoting then president, Dr. Howell Todd’s comments to the college faculty, he called the compromise, “a refreshing new day, a new era of cooperation” and “offered his ‘utmost appreciation for the untiring efforts of Bill Causey, the Baptist Leadership, and Harry Vickery”” (p. 2).

Almost eighteen years since the trustees’ initial decision on September 22, 1994 and subsequent second decision and agreement on October 14, the relationship between the college and MBC has been repaired and the level of confidence and trust restored. So much so, that over these past 18 years the college has received over \$45 million in Cooperative Program contributions and now receives annually over \$3 million compared to the \$2 million in 1994.

One participant, reflecting on the current nature of the relationship stated with great pride, “I think there is overall a very healthy relationship between MC and the Convention”.

While another participant stated the relationship between the college and the MBC “has never been better, which is a really amazing statement”. With the relationship remaining strong, it has diminished questions of the college’s commitment to the convention as one participant stated:

... other than those couple of pastors that I mentioned, I have not heard any grave concerns voiced about the direction of this school, and yet we still have the changed governance thing that happened and the convention still has a say in approving the trustees that we put forward because we have a say in it also. So, I think it has worked out good for everybody.

Chapter 5: Presentation of the Findings of the Georgetown College Case Study

Presented in this chapter are the findings from the second case involving Georgetown College and augmented with information from data to highlight the themes discovered from the data. The selection of Georgetown College for this study was based on the fact that the institution is one of 17 Baptist colleges and universities that had changed its charter and governance relationship with their respective state convention. From the Georgetown College case study, 22 interviews were completed. See Table 3.2 for the list of categories and participants in this case.

. The interviews consisted of 12 trustees and six faculty members, four trustees and two faculty members from each of the subsets, the provost and current president. Two additional participant interviews were conducted with the college's internal and external legal counsels. As in the previous case study, the legal counsel participants were not posed the research questions but only served the role of triangulation of data and was only factored in the case analysis.

The four questions asked of each participant were:

1. What were the factors that led the trustees of the institution to sever governance ties with the Baptist state convention?
2. What was the role of the president and trustees in the decision-making process to sever governance ties with the Baptist state convention?
3. What has been the impact of the decision to sever the governance ties with the Baptist state convention on the lay governance structure and denominational relationships?
4. Is there additional information or issues of the college severing governance ties with the Baptist state convention that have not been discussed?

Themes Associated Board of Trustees' Decision-Making Process

During the administrative committee of the Mission Board of the Kentucky Baptist Convention on August 18, 2005, the committee was informed that the president of Georgetown College, Dr. William Crouch, would like to begin constructive “dialogue regarding the relationship between the College and the Kentucky Baptist Convention” (Appendix H, p. 1). At the request of the administrative committee, the president of the Kentucky Baptist Convention, Dr. Hershael York, appointed a seven member Work Group that would meet with a select group of trustees and administration from the college and report to the full Mission Board of the Convention any recommendations.

A joint meeting of the KBC Work Group and Georgetown College representatives was held on September 29, 2005 to discuss various relationship options between the college and the KBC. During the discussion, the representatives from the college indicated they would like to execute the termination clause of the 1986 Covenant Agreement, severing the governance relationship which was established in 1942 and reconstitute a self-perpetuating board of trustees. Following the stated intent of the college, it was determined that each group would meet separately, develop potential strategies for terminating the agreement and explore “how a new working relationship between the KBC and Georgetown College could be structured” (Appendix I, p. 2). The meeting resulted in an agreement on principle to create a new Partnership Agreement between the KBC and the college, dissolve the current Covenant Agreement and phase out the financial funding and trustee election process over a four-year period as the 1986 Covenant Agreement had prescribed. This final agreement was announced on October

17, 2005 and presented as a recommendation for approval by the messengers at the KBC annual meeting on November 15, 2005.

According to the report in the November 22, 2005 *Western Recorder*, at the convention “[t]he proposal was adopted on a show-of-ballots vote with only a scattered opposition” (p. 3). The *Western Recorder* article further stated that, “[t]he action comes a year after the KBC messengers rejected a plan to allow all four state Baptist college boards to have up to 25 percent of trustees who are not affiliated with KBC churches. That was among recent decisions that prompted Georgetown’s board to revert to its pre-1942 status of naming its trustees.” (p. 1).

In the Baptist Colleges/Universities Governance Taxonomy of Bogue & Medders (2005), at the time of Georgetown College’s decision they would be considered in the severance-self determinative category. The data revealed five themes that influenced the trustees’ decision.

Trustee Decision-Making Theme 1: Conflict in the KBC.

Fear of the theological, ideological and political conflict was beginning to emerge in the KBC and impact the trustee election process of Georgetown College. By 2004, the KBC began to experience some of those theological and political issues including the election of a theologically conservative president, questions concerning trustee nominations to Georgetown College, pressure to hire more theologically conservative faculty in the religion department and rejection of a motion that would have allowed the four Kentucky Baptist institutions to elect non-Baptist trustees. Exploring the theme of the ongoing conflict within the SBC and emerging issues in the KBC, the data revealed

that 20 of the 22 participants indicated that conflict was a factor in the trustees' decision to change the charter and governance relationship with the KBC.

The political and theological conflict of the SBC, and subsequently within the KBC, appeared in the national media. As *The New York Times* reported in July, 2006, the conflict which emerged between the KBC and Georgetown College was a primary influencing factor that led the trustees to make the decision to sever governance ties between the two entities. When the president of the KBC asked the college president "to consider hiring for its religion department someone who would teach a literal interpretation of the Bible", the president indicated that "it was among the last straws in a struggle that had involved issues like who could be on the board of trustees" (www.nytimes.com/2006/07/22/education/22baptist.html, p. 2).

One participant articulated the issue related to trustee selection in the following statement:

The concern that, at that time, the KBC had the ability to name the trustees to Georgetown College, and this was a time when the KBC was being perceived as becoming more conservative in its thinking and was naming trustees that reflected that. This was at least the perception from the Georgetown side of the aisle and she wanted/desired more input, if not freedom in that process of selecting her own trustees, not just for academic reasons, but also the ability to name trustees that had the potential to help her reach her financial goals as well.

Expressing concern of the ability of the KBC to elect the college trustees and the emerging theologically conservative shift in the KBC, one participant said:

The problem is that our trustees were winding up being more and more conservative and that was not an issue until the fact that we were not able to bring people who had been alumnus in our school who have been very successful business people because they lived out of state. Now there was some give on that. I think we were allowed to have four out-of-state trustees, which was part of it....it wasn't just an all or nothing. It was an accordion type of thing which eased the pressure. We needed to be able to draw on people that weren't necessarily Baptists for our trustee board for our support and they weren't going to be

supported as a trustee. We also needed to be able to expand our reach of influence.

Reflecting on the issues that brought the president and trustees to the ultimate decision that it was time to sever governance ties between the KBC and college, another participant stated:

Now, I think that the president expressed a desire, I can't remember if the trustees had taken action for them to go on their own or whether he had expressed that, and that followed the election of a conservative president in Kentucky and that was something of a surprise. We were meeting at the St. Matthews Baptist Church and Dr. Hershael York was elected convention president and he was pastor of Buck Run in Frankfort and also professor of preaching and maybe an assistant dean at the seminary. He was elected not by a strong margin, but I think that created some concern for Georgetown. There had been some concern about their trustee nominees.

The control of the trustee election process by the KBC and the impact it could make on the college had been a topic of discussion among trustees for several years as this participant indicated:

...we talked about that for quite a few years before we ever really got there. More from the concern of protecting Georgetown and the understanding that the KBC really did control Georgetown by virtue of the fact that they elected the board of trustees. To my knowledge, there had never really been any issues with that but just that they could... So when you start seeing some power struggles within the body that control the election of your trustees there are some concerns. Very early on there were discussions about what would our options be.

This participant also indicated during that same KBC meeting a motion to allow the Kentucky Baptist colleges to have non-Baptist trustees was rejected was also a factor of the trustees' decision. He continued saying, "I think in the long perspective of things there was probably some excessive concern over the direction that the KBC was going to go because of those two incidents."

While some participants indicated concern over the theological and political shift as having a potential impact on trustee selection, several other participants stated that this type of influence had already occurred:

... there were a number of good candidates for board of trustee members who were not approved and it was coming to a point to where the convention, some people in the convention, wanted to stack the board with very conservative members... I think it was mainly about the issue of appointing the trustees and I don't think there was one specific event but a growing....the vision of KBC was different from Georgetown and Bill Crouch. So, that was getting to be a struggle.

Another participant identified previous influences of the KBC in the college's trustee selection process which added to the developing conflict, indicating that:

... at that time I think at xxx (Baptist Church) there were 4-5 church members who were trustees and another church member was recommended by Dr. Crouch to serve on the board and this person was turned down by the convention. I don't think that was in the convention meeting but it was turned down by the nominating committee. The reason that we heard and I think it is true, was because there were already too many trustees from xxx Baptist Church. So, I suppose prior to that time election of trustees was pretty much an automatic once the president suggested those/nominated those so that became an issue of hey looks like we are losing control of the trustees.

From the Review of Literature in Chapter 2, it was established that the KBC did not own the Baptist higher education institutions in the Commonwealth. As referenced in Chapter 2, and the Covenant Agreement between the KBC and respective institution, the documents clearly indicate that the trustees are elected by the convention, but hold the college in trust as a separate corporate institution.

Mr. Charles Barnes, Chair of the KBC Work Group, emphasized this point to the messengers during the KBC annual meeting in November, 2005, stating, "...the Kentucky Baptist Convention has never owned Georgetown College... In fact, Georgetown College is older than the Kentucky Baptist Convention and it was only in

1942 that the convention started electing trustees of Georgetown College” (*The Western Recorder*, November 22, 2005, p. 1).

One participant expressed clear displeasure with the fact that the KBC could influence the trustee selection process even though the KBC did not own or establish the institution, stating it in this manner:

Well, to me it was the control of the trustees and administration hiring, just control in general. You can go as far as you want to go there. But you know that implication is always there if there is an institution that feels like it had permanency there and it was established before the other. That is not the case with Georgetown. Georgetown has such an old heritage and it was before the KBC.

Trustee Decision-Making Theme 2: Academic Reputation of the College

The desire to elevate and enhance the academic status of the college by achieving Phi Beta Kappa status had been a goal of the president, trustees, administration and faculty. Ten participants identified this as an influencing factor on the trustees’ decision. Severing governance ties with the KBC and establishing a self-perpetuating board of trustees was one of the three strategies Dr. Crouch identified in order to achieve Phi Beta Kappa status stating, “...Georgetown will seek to achieve that goal while ‘remaining a Christian college, a rare occurrence in higher education today” (*The Western Recorder*, November 22, 2005, p. 3).

Clarifying the need to modify the governance relationship with the KBC to satisfy Phi Beta Kappa requirements, one participant indicated that:

...we started looking again at the criteria for Phi Beta Kappa, again they don’t have a set list of criteria, but we started doing studies of what would be necessary to move to Phi Beta Kappa. One of the things that Dr. Crouch did was to invite John Churchill from Phi Beta Kappa on campus. He did a preliminary overview analysis of where our issues might be. One of the things he drew our attention to was the governance issue. That as long as our board of trustees was subject to the

kind of manipulation that could happen if there were to be a decision by the KBC to go after trustee selection that would affect academic freedom on campus that could happen and they would not be comfortable granting a chapter under those conditions. Now, that wasn't the only consideration of course that would keep us from Phi Beta Kappa, but it was certainly something that was on the short list. They said essentially don't even bother until that particular issue is resolved.

Another participant identified reaching the goal of Phi Beta Kappa as a rationale for the trustees' decision to sever the governance ties with the KBC stating the:

... vision was for them to become a Phi Beta Kappa school to get a chapter on their campus. I think he had been talking about that vision and pursuing it passionately and he realized that they had not approved a Christian school in years and that was going to be a huge challenge, but he wanted to maintain the Christian identity, but he was going to have to create more diversity on the campus in order to achieve that goal. So I think it was a clash of some extent of visions. He (the president) had a direction he wanted the college to go, the convention wanted the school to be more conservative, to relate more to the convention, to share more the goals of the convention as it moved more conservatively.

Yet, another participant spoke of the governance issue and the college's goal of Phi Beta Kappa in these terms:

They wanted the freedom to elect their own board and I guess they had assessed the situation and I think correctly that the convention would not have granted that kind of broad representation, the convention would not have allowed a modification that would allow trustees to be elected who were non-Baptists. That was where the push was coming from and I think also Dr. Crouch felt this broader representation would bode well with them as they went forward with their Phi Beta Kappa process, I guess is the word I would use, I don't know whether a formal application has ever been made even yet, but they've been working hard in order to put themselves in a position to where they could qualify at some point down the way.

Still another participant expressed the need for the college to reestablish a self-perpetuating board as a key factor to achieve Phi Beta Kappa status by stating:

... to do so in a context where Georgetown was able to achieve its academic goals as well. In terms of accreditation, its efforts to achieve recognition by Phi Beta Kappa it was not going to happen, it would not happen given the constraints of the governance agreement. There was too much control outside of the institution to

pass muster with SACS or others. So, for Georgetown to ratchet up its academic reputation which was a laudable goal it couldn't happen given the constraints and that is just in terms of the governance area.

The goal of reaching Phi Beta Kappa status continues to be an emphasis for the college at the time of this research. One participant described this notable quest by saying, “[w]e are trying our dead level best to qualify for Phi Beta Kappa. We...want the very best student body we can get and the very best faculty we can afford. We are really working hard toward that end”.

Trustee Decision-Making Theme 3: Academic Freedom

The desire to insure that faculty could teach with complete academic freedom was perceived by nine of the 22 participants that recognized the theme of conflict as an influencing factor on the trustees’ decision. As one participant previously indicated, the Phi Beta Kappa status was not only related to the governance process and the control of trustee selection, but also the fact that trustees could impact the academic freedom of the faculty if a particularly theological perspective were required to be taught.

Another participant linked the issues of Phi Beta Kappa and academic freedom more closely saying, “It is very hard to simultaneously seek Phi Beta Kappa status and be restrained by teaching principles of evolution. There is a rather obvious dichotomy”.

Dr. Crouch also spoke to the link between academic freedom and achieving Phi Beta Kappa status in *The New York Times* article in 2006, stating how important it was “and whether the college encourages enough freedom of inquiry to qualify for a chapter of Phi Beta Kappa” (p. 1) and continuing “[f]rom my point of view, it was about academic freedom...I sat for 25 years and watched my denomination become much more

narrow and, in terms of education, much more interested in indoctrination”

(www.nytimes.com/2006/07/22/education/22baptist.html, p. 2).

Within the context of academic freedom, most of the participants identified issues related to not having an inerrantist teaching in the religion department or science faculty teaching evolution as opposed to creationism. As one participant recalled, “we heard the rhetoric of Hershael York saying he is going to take over the college, he wants to put inerrantist on the faculty. We heard the rhetoric and there was a good bit of ‘we need to circle the wagons’ ... I think if he had carried through with the hostile takeover, I think supporters of Georgetown would have defeated it at the KBC”.

Dr. York’s argument for demanding such required religious orthodoxy was that control of trustee selections and the annual financial contributions of \$1.3 million afforded the right of the KBC to dictate the religious tenor of the college. As he stated in *The New York Times*, “I did feel that Georgetown was not on the same page as most Kentucky Baptist” (www.nytimes.com/2006/07/22/education/22baptist.html, p. 2).

In rebuttal to Dr. York’s argument, one participant pointed out that at the time of severing governance ties, the college had a \$36 million budget while a substantial amount of annual support, the \$1.3 million provided by the KBC, had been stagnant for many years even in light of an increasing budget. In addition, the participant stated that giving 100% control of an organization to an entity that only provides 4% of the operating budget is not good business practice, let alone the rights to dictate who is hired, fired or determine the curriculum. They concluded their thoughts in this manner:

The amount of money was not increasing and so it was becoming a smaller and smaller percentage of our operating budget but yet they had control of our trustees and we were concerned about the trustees that they would put on this board as it related to academic freedom.

When one participant was asked if threatening overt overtones towards the college and faculty began to be a precipitating point, the response was an emphatic, “yes”! The participant went on to say:

It became very overt. 2005 might be a little early. It might be more like 3-4 years ago when they began to openly attack us in the paper stating there was not an inerrantist on the religion faculty... he may be right but he doesn't know it and I don't know it because we simply do not ask that question of people. That's just the way it was. That was not something we were concerned about.

The participant continued their emotional thoughts:

... there had been this growing dissatisfaction with the religion faculty on the part of the more fundamental leaders in the convention. And some of this is rather painful to talk about but they - what precipitated the action in 2005 was they begin to attack us openly in the state paper here and painted us all with the same liberal brush and so that really left us without a choice. It was painful from the standpoint of our relationship with the churches... We fully concurred with Dr. Crouch that this was the only way we could maintain academic integrity. It was a painful decision for everyone. No one was anxious to do this but we were pushed into a corner and there was no other way out.

Another participant described how the academic freedom issue and theological strain influenced the president and trustees in this manner:

I know it was expressed by some to have maybe one inerrantist professor on the religion faculty. I know that was expressed by our convention president. Dr. Crouch's response was if you get one you will want them all and he said, no, that is not the case, but if we are going to send our students there we want them to have someone they can identify with on that campus and not be intimidated because of their theological beliefs.

While another participant who felt that the issue of academic freedom was related to the trustees' decision to establish a self-perpetuating governing board indicated:

“in getting the message out across the state that Georgetown needed to have control over the election of trustees and to be in a position of where the college was not having any issues with what was being taught – that was beginning to come across the waters that the convention was interested in what was being

taught and so forth. So, in that one year period a lot was done to sell the Georgetown program through meetings in churches around the state and individuals too that were I guess more of a moderate persuasion.

Trustee Decision-Making Theme 4: President and Board of Trustees

The President working in concert with the board of trustees influenced the decision-making process. Ten of the 22 participants indicated that it was the collaborative effort of the president and board of trustees that factored in the trustees' decision. One participant described the united effort of the decision in stating"

I never perceived any separation between the president and the board. They always, in my reading of the situation, worked almost as a unit. If anything, I would say, the role of the board was even submerged a fair bit. When I think about the governance of the college and I don't know if this is true for everybody, in the way that I hear the stories told, they really followed the leading of the president. I don't perceive a strong independent character of the board that moves in any way in opposition to the president.

Another participant clearly indicated that the decision was collaborative in nature with an emphatic reply:

Obviously concert, because it was definitely not a case where the trustees were carrying out the president's desires. This was a concerted effort on behalf of the faculty, president and trustees working together. All of those persons had great input into the situation before it reached the point of seeking separation.

While another participant affirmed the same thoughts:

It would have to be a mutual thing. The president can't do it by himself. He can introduce the subject and his concerns but it takes the trustees agreeing with him, or the majority of them and I would think in this case an overwhelming majority of them agreeing with him that this is probably what they should do.

Three participants not only indicated the collective power of the trustees and president as influencing factors on the overall decision to sever governance ties with the KBC, but also point out that such a decision had been contemplated for several years. As one participant stressed, "[w]e have talked about this for a long, long time – probably as

long as Bill has been here”. That being said, Dr. Crouch has been the president of Georgetown since 1993, 12 years prior to the actual decision.

Yet another participant stated, [t]here was discussion over several years with the executive committee” regarding the decision. The following participant emphasized the joint influence of the trustees and president and the systematic planning that occurred prior to the decision in stating:

I think it was done in concert. Just from what I see, I grant you that I was coming in late in the process and by then Dr. Crouch had already made some strategic decisions on how to reshape the board so that by the time I was witnessing what was happening with the board, they had already gone there. They had already been convinced of the value of this shift in governance... Again, my inclination is to say it was a strategy that was worked out in concert. I’m going to say it originated with the president but my sense of things is that he worked with existing forces in the board.

Trustee Decision-Making Theme 5: President’s Significant Influence on the Board of Trustees’ Decision

The president provided significant influence on the board of trustees to make the decision. Eight of the 22 participants indicated their perception was the president acted as the primary source of influence on the trustees’ decision. Answering the follow-up question as to who perceived the presidential influence on the trustees, one participant said, “I’m going to say Dr. Crouch is the primary mover. Without Dr. Crouch it could not have been done, in my opinion. The trustees have a great deal of confidence in Dr. Crouch...”. The president’s influence on the trustees’ decision-making process was expressed by another participant in this manner:

I would say that the initial thought originated with Crouch. I would think it did because just knowing him as a person and knowing how he operated, because he was passionate about this as the right decision but I don’t think we would have had that passion if it hadn’t germinated with him.

This same participant further indicated that:

I think there were a few members on that board that felt very strongly about this. I think Dr. Crouch felt very strongly about it too simply because he saw it as a way to achieve his long-term objectives. I don't believe there was much disagreement among the board, but I suspect that there were a limited number of board members along with Dr. Crouch who actually led the parade so to speak.

Another participant echoed the same sentiment, stating, "I think Bill was the leading force there, but this was something that was strongly supported". Still, another participant stated it this way, "It would not have been done without Bill. I would say driven by Bill, yes. Now that doesn't mean he pulled the trustees kicking and screaming but definitely driven". Ultimately, the trustees were responsible for executing the vote to initiate the process; however, the president appeared to have stated a sufficient case to the board for an affirmative vote. One participant remembering the process said, "...I think once the president recommended this plan that the trustees bought into it and it was in concert from there. As I recall, the push early on came from the president". While another participant indicated, "...the perception I've heard is that it was a presidential decision and that he persuaded the trustees it was the right thing to do". The persuasive nature of the president was again described as one participant indicated, "I think it takes to some extent, your president to start the ball rolling. Because he is so much more intimately involved in what is going on...(however) we were right on board".

The findings from the data from Georgetown College indicate that trustees made their decision to sever governance ties with the KBC based on five factors; (1) the continued conflict within the KBC, (2) the desire to increase the academic profile of the college by achieving Phi Beta Kappa status, (3) the assurance that faculty would be able

to teach with academic freedom, (4) the president and board of trustees collectively planned and implemented the decision to change the charter and (4) the president was primary motivator encouraging the trustees to make the decision regarding the charter change.

Impact on the College following the Board of Trustees

The second purpose of this study was to explore the impact of the trustees' decision to sever the governance ties with the Baptist state convention on the college administrative and academic operations, college lay governance structure and denominational relationships. In the case of Georgetown College, the data revealed that there were no changes to the administrative or academic operations and primary attention was given to the negotiation of an amicable four-year transition process. However, the changes to lay governance structure and denominational relationship with the KBC were monumental.

During the initial meeting of the seven members of the KBC Work Group and the seven representatives of Georgetown College on September 29, 2005, the trustees and president of the college informed the KBC Work Group that they had decided to reestablish a self-perpetuating governing board which would allow for the appointment of non-Baptist trustees. The rationale for this decision was that in order to achieve the long-range goals of the college, increased financial resources would be required and appointing Baptist and non-Baptist, that the KBC would not otherwise elect, would be essential. As the report on the KBC Work Group (Appendix H) indicates, "it is noted that this trustee change would dissolve the Covenant Agreement between Georgetown

College and the Kentucky Baptist Convention and Georgetown would no longer be an institution or agency of the KBC” (p. 2).

The Review of Literature in Chapter 2 indicated the KBC began to examine the legal relationship between the convention and all agencies in 1985. In 1986, the KBC and each of its agencies signed separate Covenant Agreements that would serve as a framework for the joint relationship between the entities. Within the agreements were also provisions for dissolving the relationship. The Covenant Agreement between the KBC and the college acknowledges that, “[i]n 1942, a change was made in the charter of Georgetown College to allow the General Association of Baptist in Kentucky (later the KBC) to elect the trustees of the college” (p. 3) and “[t]his agreement shall not terminate except on notification of one party to the other at a meeting of the Kentucky Baptist Convention in annual session at least four (4) years prior to the date of said terminations” (Appendix I, p. 9).

One participant extolled the value of the Covenant Agreement and its development as the tool that guided the negotiations and helped build a coalition between the KBC Work Group and the college representative indicating:

Now, Bill Marshall (Executive Director of the KBC when the Covenant Agreement was developed) was the one who really saw the future and who initiated this Covenant Agreement. Some of the trustees felt they were forced into signing the agreement and didn’t like the agreement at all because they felt it was tying us closer to the convention when in fact it was the covenant that allowed us to do some of the legal maneuvering we did in the later years.

Another participant acknowledged the wisdom of creating the Covenant Agreement and the fact that it provided a built in mechanism for positive negotiation and legal cooperation, in stating:

Dr. Bill Marshall... established Covenant Agreements between the KBC and all the entities. Those agreements stated in essence that funding sort of gave the right to elect trustees. In other words, electing trustees was connected to funding. Those agreements also set forth some general guidelines for how we work together and how we would dissolve the relationship if that time came. It required a four year notice as to the desire to end the relationship and that could be done by either party.

However, after reviewing the Covenant Agreement, it was apparent that the document was not failsafe for insuring a positive negotiation process between the two entities in case one or both parties proposed termination. First, the Covenant Agreement did not spell out how the trustee election process would be terminated, only that it ceased after four years from approval by the KBC. Second, the Covenant Agreement did not clarify how the annual financial support from the KBC to the college would be dealt with during the four year time period. And third, the Covenant Agreement did not have any provision for whom or what group within the KBC would handle any consideration of dissolving the agreement separately or collectively.

Expressing their anxiety with the Covenant Agreement and its lack of clarity and detail, one participant stated:

... my biggest concern about the Covenant Agreement because it provided for four years notice in order to sever the connection with the convention but retaining the ability to name trustees. That meant in two years they could stack the board so to speak and rescind the decision to leave. I always thought it was an unfair agreement. It specified that the college would continue to receive financial aid from the convention but it gave no mention to how much.

As the participants indicated, The Covenant Agreement only states that, “[t]he amount of support given by the Kentucky Convention shall be determined by the Kentucky Baptist Convention and its Determination shall be final”. This clause in the agreement could have allowed the KBC to continue electing trustees of the college for up

to four years while eliminating any financial contribution during the period. Another participant stated that the college had prepared for such a scenario and had reduced the number of trustees from 36 to 24 which would ensure that even over a four-year period the KBC could not replace the current board and potentially reverse the trustees' decision. The trustees hoped any negotiations would take both issues into consideration.

Therefore, in light of no specific instructions as to the individual or group within the KBC or college, at the August 18, 2005 meeting of the KBC administrative committee of the Mission Board, the committee, "authorized the KBC President, Dr. Hershael York, to appoint, in consultation with the Executive Director, a seven member work group to work with persons representing the College trustees and administration in reviewing the working relationship, including the covenant agreement between the College and KBC" (Appendix I, p. 1). The college reciprocated and appointed seven individuals to represent the college during the dialogue and negotiations.

As both groups prepared for the initial meeting on September 29, 2005, one participant indicated that because the issue of trustee election had been taken care of through the reduction of trustees on the governing board from the colleges' standpoint, "we knew that it was going to come down to whether they were going to fund us for four years, whether it was going to be peaceful, or whether they were going to file a lawsuit".

In order to ease any tension prior to the meeting, another participant recalls how early reassurances were expressed by the KBC and college to create a mutually acceptable process for negotiations, stating:

It was one major meeting. There were conversations before to prepare for it and get ready so we had it planned out pretty carefully how it was going to work. When we got together... We pretty much, I think we went into that meeting, those of us in leadership roles... on ...both sides said we want to make this happen and

not have an ugly situation like we have had in other states and in other situations, we want to agree to disagree or agree that we both are walking a different path and so forth, we don't want negative fallout because that is bad for the convention and is bad for Kentucky Baptist churches and it is also going to be bad for Georgetown... That is how I would size up their thought process.

The data in the report of the KBC Work Group further supports the idea that both entities agreed that creating a process would lead to positive negotiations and benefit the KBC and the college. During the September 29, 2005, joint meeting, "[t]he KBC Work Group members and the Georgetown representatives expressed a strong desire for a continued relationship and that there be no litigation, which has created problems for the work of Christ's Kingdom in other states" (Appendix H, p. 2). The two groups then held separate meetings and came back together that same day with possible scenarios on the issues of trustee selection and funding.

As one participant stated:

We went back and shared... basically it was to do it over four years, phase out the funding over four years so we don't hurt the students. The rationale is... don't hurt our Baptist families who have students there and Georgetown is not going to be able to make up those scholarships immediately if we don't help. The idea was that Georgetown was going to leave anyway and... to make it as amicable as possible... and a part of that was to develop a new working document...

In addition to reducing the \$1.3 million over a four year period, the election of new Georgetown trustees by the KBC would be reduced in the same formula. As part of the negotiation process, the college also indicated that 75% of the Georgetown governing board would remain Kentucky Baptist following the same model that the KBC messengers had rejected at the 2004 annual meeting. The KBC Work Group and representatives of the college announced the new ministry partnership on October, 17.

The only remaining hurdle was presenting the proposal to the KBC annual meeting on November 15, 2005.

During the November 15, 2005 KBC annual meeting in Frankfort, KY, there was much uncertainty as to the outcome of the decision and whether the messengers would approve the negotiated phase out period of trustee election and financial support. One participant, speaking about the relief of concluding the negotiation between the two groups said, “It was interesting because then it had to be sold and the vote still had to come at the convention. There was a lot of tension at that point out in the convention”. Mr. Barnes presented the motion on behalf of the Work Group, and in doing so, reminded the messengers that “‘the only question before us is how we will work through this four-year period’ to phase out provisions of the current agreement adopted in 1987” (Henderson, *The Western Recorder*, p. 3).

Following a first and second to the motion, the floor was open for debate on the motion; however, the president of the convention, Dr. York “‘explained that no amendments or substitute motions would be accepted. ‘Because this is an agreed partnership with another entity, to amend it is to nullify it’, he said. Therefore only an up-or-down vote is in order.” (p. 3). Limited debate on the motion occurred. One person speaking against the motion indicated that “he opposed the motion ‘because we are supporting a divorce’. Since the current covenant agreement allows them to leave voluntarily in four years, then we should allow them to do that.” (p. 3). One person speaking in favor of the motion said, “[f]or the past 25 years, we’ve seen fighting going on in states all around us...[t]he truth is I’m tired of the fighting. I think it is time for us

to get our heads on straight and start focusing on what's important"" (p. 3). With over 1,000 messengers in attendance, the motion carried with slight opposition.

Over the next four years, the transition plan was implemented without issues or complications and as of fiscal year 2010, the board of trustees at Georgetown College are entirely self-perpetuating and no longer receive financial support from the KBC. Today only the current ministry partnerships remain in effect.

Chapter 6: Presentation of the Findings from the Cross-Case Analysis of the Mississippi College and Georgetown College

The findings from a cross-case analysis of Mississippi College and Georgetown College revealed two correlating factors associated with the trustees' decision-making at each institution, that being (1) conflict in Baptist denominational polity at either the national and/or state level and (2) presidential involvement.

Theme 1. Denominational Conflict

The primary factor associated with this theme in the case of Mississippi College was the theological conflict which had emerged in the SBC in the late 1970's and early 1980's due to the conservative/fundamentalist resurgence in the SBC. The data indicates that at the time the trustees chose to sever governance ties with the MBC, there was no direct, overt threat or organized initiative to gain control of the MBC as had happened in the SBC. According to the data, it was the conflict of real or perceived threat of losing control of the selection and election process of trustees that was a factor in the lay members of the Mississippi College Board decision to sever governance ties with the MBC.

The data also revealed that several isolated instances of conflict in the years leading up to the trustees' decisions between the college and ministers and individuals and members of the nominating committee of the MBC questioning the nomination of certain individuals as trustees began to raise concerns of the lay members of the board that they needed to make a primitive decision similar to other institutions. Therefore, while denominational conflict was a factor in the lay members of the trustees' decision to sever governance ties with the MBC; it was based primarily on the conflict that had been

observed in the SBC and other state Baptist conventions with minimal levels of conflict developing within the MBC. Nevertheless, the data indicates that the lay members of the board of trustees were unwilling to take the chance that the conflict would escalate in the MBC and impact the trustee selection and election process. They chose the same preemptive action that other Baptist institutions had employed.

In the case of Georgetown College, a key factor which influenced the trustees' decision was the growing theological and political conflict in the KBC. By 2005, when the trustees of Georgetown College made the decision to sever governance ties with the KBC, the conflict in the SBC had completely subsided due to the fact that the fundamentalist/conservative wing had gained complete control of the SBC.

However, the data also revealed that as early as 1985, leadership within the KBC and Baptist colleges within the Commonwealth recognized that the conflict in the SBC could eventually impact the KBC and therefore a Covenant Agreement was developed to guide the future relationships between the KBC and the college. While the Covenant Agreement provided guidance on the current and future relationship between the KBC and the colleges, and more specifically the termination of a governance and financial relationship by either party, it did not minimize the theological scrutiny of the trustee nominations or address the threat of whether fundamentalists in the KBC could or would gain control of the trustee selection and election process.

As the data indicates, by the early 2000's, fundamentalists in the KBC had begun to implement the same takeover strategy used in the SBC (Figure 2.1). In addition, the data indicates, that fundamentalists/conservatives had begun to target the perceived liberal teachings of certain faculty, curriculum and departments at the college. In

addition, the trustees and president were still aware and had taken action to prevent the trustee selection and election process from being subverted to gain control of the Board.

Therefore, conflict within denominational polity exhibited a high correlation in both cases with at least a 2/3 majority of the participants indicating this to be a dominant factor that influenced the trustees' decision to sever governance ties with the state Baptist Convention. While conflict was an influencing factor in both cases, at Georgetown College, the conflict was more localized and immediately felt within the KBC. On the other hand, at Mississippi College the conflict was still more broadly perceived within the SBC and other state Baptist conventions but could easily develop in the MBC.

Theme 2. Presidential Involvement of the Trustees Decision-Making Process

While the data revealed that presidential involvement served as a factor in the trustees' decision-making process in both cases; presidential involvement was less a direct correlation and more a limited correlation.

In the case of Mississippi College, the president's involvement in the decision-making process of the board was identified as a single independent factor unto itself, but was only expressed when the president was working in concert with the lay members of the board. Only 10 of 21 of the participants, less than fifty percent, identified the president's involvement as a factor.

However, in the Georgetown College case, presidential involvement was identified in two of the factors; 10 of the 22 participants indicated that the president was working in relationship with the full board of trustees to influence the decision-making process, while eight of the 22 participants identified the president as a primary source of influence on the trustees' decision. This analysis indicates that 18 of the 22, or more than

two-thirds of the participants identified some level of presidential involvement as a factor in the Georgetown College case. Table 6.1 indicates the correlating and none correlation factors in the Cross-Case Analysis.

Table 6:1: Cross-Case Meta Matrix on Correlated Themes at Mississippi College and Georgetown College

MISSISSIPPI COLLEGE THEMES	In-Case Participants Indicated Out of 21	Cross Case Analysis Denominational Conflict	Cross Case Analysis Presidential Involvement
Denominational Conflict (SBC and other states)	16	✓	
Governance Control	14		
Lay Trustees Influenced The Decision	17		
Lay Trustees/President Influenced the Decision	10		✓
GEORGETOWN COLLEGE THEMES	In-Case Participants Indicated Out of 22	Cross Case Analysis Denominational Conflict	Cross Case Analysis Presidential Involvement
Denominational Conflict (KBC)	20	✓	
Increase Academic Reputation	10		
Insure Academic Freedom	9		
President/Trustee Influenced the Decision	10		✓
President Influenced the Decision	8		✓

Chapter 7: Discussion, Implications and Recommendations

Lay governing boards in higher education, both public and private, make critical decisions related to the institutions they serve. In some instances, particularly at private Baptist higher education institutions, trustees have made decisions to sever governance ties with the sectarian body that nominates and/or elects trustees and provide financial support for the institution. When trustees at Baptist institutions identified in this study decided to sever governance ties with their state Baptist convention, what were the factors that influenced them and what were the impact on the institutions administration, academic programs, the structure of the lay governing board and the relationship between with the sponsoring sectarian organization?

Gaining insight on the trustees' decision-making process at these two Baptist institutions and what would lead trustees to make such a radical and transformative decision was the rationale for this study. Additionally, it was determined the study would examine whether there were correlating factors that were prevalent in the two cases. Furthermore, the study would examine if the factors identified in the two cases were correlated factors from the previous research of the phenomenon. Finally, it was determined that the study would explore whether the factors which influence the decision-making process in for-profit institutions and organizations would expand the literature in organizational theory and provide a useful theoretical framework for the study of lay governing boards in higher education, private sectarian institutions in general and Baptist higher colleges and universities more specifically.

The purpose of this study was (1) to describe the factors that influenced the board of trustees at Mississippi College and Georgetown College, KY to sever governance ties

with their respective state Baptist Conventions and (2) to describe the impact of the decision on the college administration, academic operations, the lay governance structure and denominational relationship on the two institutions. The research questions guiding this study were:

1. What were the factors that influenced the decision-making process to make a change in governance relationship between the institution and the state Baptist Convention?
2. What has been the impact of the decision to sever the governance ties with the Baptist state convention on the college administrative and academic operations, lay governance structure and denominational relationships?

Discussions from the findings as they relate to research questions, summary of the findings, examination of the findings and the review of the literature, current implications, and recommendations for future research will be presented in this chapter. The research was conducted utilizing 46 in-depth interviews, observations, field notes, media and internet sources, and internal and external documents which revealed four themes in the decision-making process at Mississippi College and five themes in the decision-making process at Georgetown College. The research also revealed that there was no impact on the administration or the academic operations of either college. However, in both cases the research did reveal a significant impact on the lay governing board structures and relationship with the state Baptist convention's following the trustees' decision.

Summary of Themes Associated with the Trustees Decision to Change the Governance Relationship between Mississippi College and the Mississippi Baptist Convention

In the case at Mississippi College, four factors emerged that influenced the board of trustees to sever any governance relationship with the MBC. The four factors

associated with the trustees' decisions were; (1) fear the theological, ideological and political conflict in the SBC would spread into the MBC and impact the trustee selection process at Mississippi College, (2) the current college charter and semi-official process of nominating and electing trustees by the MBC could easily be subverted to replace the current trustees, (3) lay members of the board of trustees were the driving force that influenced the decision-making process and (4) lay members of the board of trustees worked in concert with the president to influence the decision-making process.

Theme 1. Conflict in the SBC, other State Baptist Conventions and MBC

Sixteen of the 21 participants, the field notes and media sources emphasized that actions of the fundamentalist movement takeover of the SBC and the real or perceived threats to conduct the same process in the MBC was an influencing factor on the trustees' decision.

Theme 2: Lack of Complete Governance Control

In this case, 14 of the 21 participants, as well as internal and external documents, indicated the Mississippi College charter of 1900 did not provide sufficient legal protection from an MBC takeover of the board of trustees. The research also found that the existing process for selecting and electing trustees between the college and the MBC was of concern to the trustees.

Theme 3. Lay Members of the Board of Trustees Were the Driving Force

Seventeen of the 21 participants, the field notes, internal documents and media sources support the fact the lay-members of the board of trustees were the primary

developers and decision makers to change the college charter and sever governing ties with the MBC.

Theme 4. Lay Members of the Board of Trustees Worked in Concert with the President

Ten of the participants identified the theme of lay members of the board and the president working in concert to plan and execute the actions of September 22, 1994.

There was no other internal or external data to support this theme other than the participant's perceptions.

Summary of Impact Related to the Trustees' Decision-Making Process at Mississippi College

The trustees' decision on September 22, 1994 had an immediate impact on the lay governance structure and denominational relationship with the MBC. Within 24 hours of the trustees' decision to sever governance ties with the MBC, the MBC filed a law suit against the college alleging the college trustees had violated the college charter and non-profit law in the state of Mississippi. The threat of legal action by the MBC against the trustees and the trustees' opinion that they had acted within their legal right brought both sides together to determine some negotiated solution.

These negotiations forged a coalition between the MBC leadership and the trustees to develop a compromise that provides a sense of certainty that trustees would not be randomly replaced by the MBC, the board would control the nominating process while the MBC would retain election privileges at the annual meeting and the college would be allowed to continue receiving annual unrestricted support from the MBC.

Since the November 1994 MBC annual meeting, the college trustees and administration have been able to rebuild and reaffirm a positive relationship with the MBC.

Summary of Themes Associated with the Trustees Decision to Change the Governance Relationship between Georgetown College and the Kentucky Baptist Convention

In the case at Georgetown College, five factors emerged that influenced the board of trustees to sever any governance relationship with the KBC. The five factors associated with the trustees' decisions were; (1) conflict and particularly the theological, ideological and political conflict within the KBC, (2) increased academic reputation, (3) insured academic freedom for the faculty (4) presidential and trustee collaboration in the decision-making process and (5) presidential persuasion on the trustees in the decision-making process.

Theme 1. Conflict in the KBC

The theme of conflict within the KBC was identified by 20 of the 22 participants, field notes and media sources as an influencing factor in the trustees' decision. The ongoing fear of the board of trustees was that the Covenant Agreement between the college and KBC only provided limited protection against the fundamentalists in KBC making any immediate change in the trustees of the college.

Theme 2. Academic Reputation of the College

Increasing the academic reputation and pursuing Phi Beta Kappa status was identified by 10 of the 22 participants as a factor that influenced the board's decision to sever the governance relationship with the KBC. In order to achieve this objective, the

participants indicated the boards' decision would at least accomplish this criterion and allow the college to move closer toward applying for Phi Beta Kappa membership.

Theme 3. Academic Freedom

What was in question by some KBC leadership and ministers was whether faculty, particularly those in the religion and science departments were teaching from a conservative theological hermeneutic or a more liberal perspective. Nine of the 22 participants, including the external data, identified the preservation of academic freedom for faculty and students as a factor in the trustees' decision.

Theme 4. President and Board of Trustees

Ten of the 22 participants indicated the president and the members of the board of trustees worked collaboratively to determine that the best course of action for the future of Georgetown College was to terminate the governance relationship with the KBC. According to these participants, the president had kept the board of trustees well informed, engaged and intimately involved, even to the point that board members were involved with negotiations with the KBC prior to the boards' final decision.

Theme 5. President's Significant Influence on the Board of Trustees' Decision

In the case of Georgetown College, the perception of eight of the 22 participants identified the president as having persuasive undue influential on the trustees' decision. These participants indicated the president only had provided information to the trustees that gave them pause and concern that trustee nominations were being questioned by the KBC, a desire to raise the college academic profile by pursuing Phi Beta Kappa status,

faculty being targeted because of their theological or scientific teaching and belief the college could weather the financial support outside a relationship with the KBC.

Summary of Impact Related to the Trustees' Decision-Making Process at Georgetown College

While the Covenant Agreement, which had been in place since 1986 between the KBC and related colleges and universities, served as a catalyst for the negotiation process, it did not provide significant specificity as to the dissolution of the relationship between entities only the factor that it was an acceptable option. However, what was important was that the Covenant Agreement recognized the college's trustees as independent from the KBC and that the KBC did not own the college outlined in part, a process under which either entity could terminate the relationship. Termination of the agreement would allow the college to reestablish a self-perpetuating governing board; albeit, the college would forfeit the annual unrestricted contribution from the KBC.

The KBC Work Group and the college representatives, the college president and KBC president utilized the Covenant Agreement to establish a successful negotiation process which had a positive impact on the messengers of the KBC. This was evidenced at the annual meeting in November, 2005 when the messengers approved the termination conditions of the Covenant Agreement and minimized the risk of litigation by either entity during the process.

The most immediate impact of terminating the governance ties with the KBC was the loss of \$1.3 million annually in unrestricted support from the KBC which reduced over a four-year transition period to zero. Because the \$1.3 million was eliminated over a

four-year period and not all at one-time, the college was able to develop a financial model to absorb the annual reduction.

Summary of the Findings

The findings from the research, in both cases, are consistent with the review of the literature and the previous research of this phenomenon in several aspects. There were several common themes that emerged between each case. First, the theme of conflict in the denomination; whether in the SBC or state Baptist conventions was present in all the circumstances of the previous research and served as a factor in the trustees of Baptist colleges and university decision-making process to sever ties with their state Baptist conventions. Second, the theme of trustee involvement in the planning and execution of the decision was prevalent as a factor in the current and previous research. And, third, presidential involvement at a direct or indirect level was also reflected as a continual theme throughout the previous research and findings of this study. There were also two additional themes, academic reputation and academic freedom that were present in the case of Georgetown College and not at Mississippi College. And finally, the outcomes of the trustees' decision to sever governance ties with their state Baptist conventions are ultimately determined by the non-profit law within each state. The way one institution chooses to sever governance ties with the state Baptist convention may not be legal or applicable in another state. Therefore, this discovery affirms the Baptist College/University Governance Taxonomy posited by Bogue and Medders (2005).

While issues and questions of academic freedom are present in the review of literature of Baptist higher education, this theme did not appear in the previous research as a factor that led trustees to severe governance ties with their state Baptist conventions.

Therefore, academic freedom was found to be a new theme in the study of this phenomenon, however; the theme was only present in the case of Georgetown College.

In addition to the consistent and new themes that appeared in the research, several surprises were revealed in both cases. In the case of Mississippi College, it was surprising to discover the fact that lay-members of the board of trustees had isolated the ministerial members of the board from the planning and execution of the decision to change the charter. This decision led to the ministerial trustees issuing a minority report following the decision disapproving of the manner in which the decision was handled and even one of the ministers resigned from the board shortly after the decision. Ultimately, the ministers that remained on the board were able to rebuild relationships with their fellow lay board members and they even played a vital role in MBC negotiating and ratifying the new charter relationship with the college and insuring that funding was not eliminated during the MBC annual meeting.

A second discovery was that the Mississippi College case is the only instance where a state Baptist convention has brought legal action against the college or university following the trustees' action to sever governance ties. In fact, the legal action still has not been resolved and is actually an open case with only the newly negotiated charter keeping the suit filed by the MBC from moving forward in the courts.

Also in the case of Mississippi College it was surprising to see the trustees moving forward on such a critical decision of severing governance ties with the MBC having a president who had only been on the job for three months. Another interesting surprise in the findings was, though Dr. Howell Todd was Baptist, he had never been a college president, was not a native Mississippian, was not a graduate from a Baptist

college or university and had not served in an administrative role in Baptist higher education. The previous research indicated that Baptist institutions that had made this same decision had presidents that had served no less than ten years at the institution, had been involved in Baptist higher education either as a faculty member or administrator most of their careers, were an alumnus of a Baptist institution and several were alumni of the institution they were serving as president.

In the case of Georgetown College, it was surprising to see that while the fundamentalist takeover of the SBC and many state Baptist Conventions was complete by the mid-1990's it took another 20 years before the group was able to affect the KBC and arrive at the point the trustees felt they needed to take action. It was also surprising how the KBC Work Group and trustees utilized the Covenant Agreement to negotiate a harmonious settlement to terminate the governance and funding relationship. Such a peaceful resolution to these governance debates in Baptist higher education is an anomaly.

Methodological Considerations

A qualitative case study research design was determined to be the most appropriate method to answer the research questions. In-depth interviews were utilized to garner a rich and thick source of data in order to thoroughly explore the phenomenon. During the writing of the prospectus, the researcher had made preliminary contact with the presidents of two institutions that fit the institutional profiles of the study; Dr. Thomas Corts, President of Samford University, AL and Dr. Kirby Godsey President of Mercer University. Both presidents initially agreed that the institution would participate

in the research. Following the approval of the prospectus, Dr. Corts died suddenly of a heart attack and Dr. Godsey announced his retirement. Once the new presidents were on board, the researcher made contact with each of them to ask if they would allow the research to move forward with the institutions; however, at that time both were unwilling to participate in the research. This required approaching two other institutions that met the studies institutional profile to consider participating in the research. Fortunately, Dr. Lee Royce President of Mississippi College and Dr. William Crouch President of Georgetown College, KY agreed to participate.

After receiving formal approval from the presidents of their participation, each president was asked to make recommendations for potential participants from the board of trustees, administration and faculty. There were 55 requests for consideration of participants and 46 responded positively. All 46 participants were willing and forthcoming with the information they provided in the interviews. In addition, the participants were willing to provide names of other individuals that would be beneficial in terms of further details regarding the research.

The presidents of the two institutions and their administrative staff were extremely helpful in providing internal documents related to research, contact information on prospective participants and providing an appropriate room for the interviews to be held on site.

Twenty of the 46 interviews required the researcher to travel to a site convenient for the participant and make multiple trips to the sites due to participant's schedule and availability.

As indicated in Chapter 1, the delimitation of the study was the convenient sampling of two private Baptist higher education institutions in the southeast. The first objective of the study was to explore what factors led the trustees at these two Baptist institutions to make a decision to sever governance ties with their Baptist state conventions. A second objective was to determine the impact of those decisions on the college administration, academic programs, lay governance structure and denominational relationship.

To aid in exploring this phenomenon, a theoretical framework was adapted from the organizational theory literature that deals with the non-profit sector. The political frame developed by Bolman and Deal (2003) posits that when politics are involved in the decision-making process in institutions and organizations; power, conflict and coalitions are influencing factor on the decision.

It is important to indicate that findings from this study may only be applied to these two specific cases and are not generalizable to other institutions of higher education, public or private. However, because of the exploratory design of the present study, the findings would suggest future research to determine whether the political frame of Bolman and Deal (2003) could be utilized to study other Baptist or sectarian higher education institutions that have severed governance ties with their sponsoring denomination or to higher education in general.

Conclusions

There are several conclusions that can be drawn for this study. First, the findings from this qualitative study support the previous literature and research of Falkner (1993)

and Taylor (2000). The research of Falkner (1993) and Taylor (2000) indicated that (1) the theological conflict within the SBC and Baptist conventions, (2) presidential and trustee involvement, (3) uncertainty of the institution's charter and (4) the institutions academic reputation were all factors in the decision of the trustees at Baylor University and Furman University severing governance ties with their state Baptist conventions.

Second, like the previous research, in the cases of Mississippi College and Georgetown College it can be concluded that conflict in denominational policy at SBC and in the state Baptist conventions, presidential and trustee involvement and an institutions academic reputation were influencing factors in the trustees' decision-making process to sever governance ties with their state Baptist convention. Only the case at Mississippi College was concerns over the charter providing ample legal protection identified as a factor.

Third, it can be concluded from this study that the outcome of trustees' decision to sever governance ties with the state Baptist convention may be different greatly based on the states non-profit laws and the category of the Baptist College/University Taxonomy the institutions is in. However, what cannot be concluded from this study is the fact that severing governance ties with the state Baptist convention means the institution will automatically lose financial support. As the previous research indicates, both Baylor University and Samford University severed governance ties with their state Baptist convention and yet have retained financial support.

Fourth, from this study it can conclude that the tenure of the presidents was not necessarily a factor in the trustees' decision. Fifth, it can be concluded that severing

governance ties at these two institutions did not and have an impact on the college administrative and academic operations of the institutions.

Sixth, it can be concluded that trustees at Baptist institutions that may be considering severing governance ties with the state Baptist convention need to clearly understand the content and language of the charter of the institution and non-profit law within the state prior to executing any decision.

And finally, it can be concluded that the three factors of the political frame developed by Bolman and Deal (2003) were evident in the decision-making process of trustees at two private Baptist liberal arts colleges when they severed governance ties with their state Baptist conventions.

Significance of the Study

This study suggest that lay governing boards of sectarian higher education institutions should be aware of (1) the factors that might lead the trustees of these institutions to consider a transformative decision to sever governance ties with the denominational sponsor and (2) the impact on the lay governing board and denomination relationship following the decision. In addition, lay governing boards at public, private, sectarian or non-sectarian institutions should be aware of the factors associated with the political frame that might influence their decision-making process. The “political frame” of Bolman and Deal (2003) served as an appropriate theoretical framework to examine the phenomenon and the cases involved in the research.

When one participant of the study was asked what other institutions would need to know if they were considering such a decision, he responded:

Make sure you know what the impact will be in a worst case scenario and look at that in black and white. Look at the fact that you are going to lose the dollars, can you live with that? Hoping that you don't, that's what it comes down to – the money. Then, are you willing to pay the price in time, and in mental effort to re-knit those connections once the interruption occurs. If you can overcome the money and overcome the relationships you can make it work.

Recommendations for Future Research

The lay governing boards of higher education institutions, both public and private, make important decisions related to the future of the institutions they serve. In particular, private sectarian higher educational institutions have experienced the phenomenon of severing governance ties with their sponsoring denominational entity. As the body of knowledge increases concerning this phenomenon, more research should be conducted to determine if there is a continuum of common factors that bring lay governing boards to make influence the decision-making process at other Baptist institutions. In addition, more research should explore the impact these decisions have on these institutions, the lay governing boards and the relationship that emerges with the state Baptist convention's following these decisions.

Beyond the phenomenon of this study there are several potential areas of future research related to the current study. First, research should be considered to determine if this phenomenon is exclusive to Baptist higher education institutions or whether other sectarian institutions have experienced this same phenomenon and explore the factors which influence those trustees' decisions.

Second, future research should explore if the political frame could be utilized to explore the trustee decision-making process of lay governing boards in both public and private institutions. And third, much research exists that explores and explains how lay

governing boards in higher education make decisions, but limited research exists that provides indications as to why these boards make decisions and the factors that influence them and the impact these decisions have.

Fourth, future research should explore whether the political frame could be used to explore the decision-making process of other areas of the higher education sectors, including administration, colleges, schools and departments. Finally, future research should explore the impact of the size of the governing board and the makeup of the committee structure and how each of those may have had an impact on the trustees' decisions-making process.

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Appendices

Appendix A: Henry Huff, Personal Correspondence of May 9, 1985

MEMORANDUM

TO: Special Committee, Kentucky Baptist Convention
FROM: Henry B. Huff
DATE: May 9, 1985
RE: ASCENDING AND DESCENDING LIABILITY (TRUSTEE)

I am indebted to the Southern Baptist Memorandum, Re: Ascending Liability, as presented to the Executive Committee of the Southern Baptist Convention by Guenther, White and Jordon, attorneys.

This is an in-depth report that Kentucky, among other states, assisted along with the Southern Baptist Convention, in funding with reference to the question of Ascending and Descending Liability.

These comments are directed entirely toward the Trustee element in this report.

In some states, the corporate law provides that Trustees of subsidiary or ancillary organizations may be removed by the order of the parent body. Under Kentucky Revised Statutes, Chapter 273, entitled, "Religious, Charitable and Education Societies," there is no authority given by the parent or control body to remove Trustees of any institution. If the Trustees are elected by a separate group, i.e., a non-perpetuating board, then after those Trustees are elected, they become the Trustees of the agency and/or institution, and are not subject to removal by the Kentucky Baptist Convention without an agreement.

Therefore, if the Special Committee should recommend that provisions be made for the removal of trustees for whatever causes may be agreed upon, then this removal would need to be by the local agency or institution. Further, a trustee resigning does resign to the board of the agency or institution, and not to the Kentucky Baptist Convention, since they can only fill a vacancy when a vacancy actually occurs and they are notified.

A review of the Constitution of the Kentucky Baptist Convention refers to agencies or institutions in Article VIII wherein it can neither create, accept, or release any institution or agency unless so instructed by the Convention. Article IX provides for the eligibility for Boards of Trustees.

Page 2.
May 9, 1985.

The organization of the Executive Board, under Business and Finance, provides for the Finance Committee to review the financial practices of the Executive Board and agencies.

The Committee on Agencies provides that it shall receive, as often as feasible, an in-depth report of the individual agencies. They make recommendations to the Executive Board concerning the Executive Board's relationship, policies, and programs affecting the agencies. They shall assist the agencies in cultivating the interest and support of the programs of the agencies and in promoting church support of the agencies. The Committee shall also, in working with the presidents of Kentucky Baptist institutions of learning, be responsible for recommending to the Executive Board an equitable distribution of cooperative program funds and providing the chairman (president) of each agency's boards and the chief executive officer of each agency to be invited to attend the meetings.

This is the sole extent of Kentucky Baptist's statement regarding institutions and/or agencies.

Whether or not the Kentucky Baptist Convention could remove Trustees for cause is a question that has not been answered, certainly, in Kentucky.

Officers of institutions and agencies may be removed by vote of the Directors, but there is nothing in Kentucky Statutes providing for the removal of a Director for cause and/or otherwise. This would have to be provided for in the Bylaws of each individual institution.

You will note from the above that I have underlined the word agencies as appears in the Kentucky Baptist Convention Constitution and Bylaws and the Executive Board Procedures.

I think it would be a good place at this time to define exactly what an agency is. Agency is defined in Black's Law Dictionary:

"Agency is the fiduciary relationship which results from the manifestation of consent by one person to another that the other shall act on his behalf and subject to his control and consent by the others so to act."

You will see from reading the above that our "agencies" of the Kentucky Baptist Convention qualify on some of these points and others do not. Under the principal agency, the Convention would be responsible for the acts of the agency and this is certainly a matter which should be considered by the Special Committee.

Institution is defined as:

"An establishment, especially one of eleemosynary or public character or one affecting community in an established or organized society or corporation. It may be private in its character, designed for profit to those composing organizations or public and charitable in its purpose or education."

As can be clearly seen, there is distinct difference between the independence of "agency" and "institution."

Certainly, our colleges would be easily classified as an institution as would the hospitals. Perhaps it would be a good task to try to define in the minds of the Committee which we can distinctly call "institutions" and which are, by their very nature, "agencies" and should there be any possible adjustment.

The Southern Baptist Convention has always avoided direct requirements that Trustees take particular action. They have insisted in the number of resolutions that the request be made for certain action and have even proposed, "to give explicit guidelines to governing boards of our institutions." This resolution did not pass.

All of these reviews lead to one unmistakable conclusion -- trustee training needs to be enhanced. A trustee handbook could be very helpful. Example, the trustee training should include Baptist polity, a legal review of the instrument's structure and relationship with the institution within the Kentucky Baptist Convention.

The following are a list of suggestions the Committee might want to consider in our relationship with others:

1. A more clear and definitive statement from each agency and institution in their annual audit to the K.B.C. with reference to any possible legal and/or financial obligations or implications. This should be spelled out by both the attorney for the agency/institution and the accountant. A statement by the agency or institution on borrowing or other such matters that the K.B.C. is no way obligated for the debt and/or otherwise. Simply a disclaimer.
2. A training and orientation of Trustees to better understand the relationship between their responsibility to the institution/agency and that of the electing body, the Kentucky Baptist Convention.

3. Use of words that are designed not to confuse the public and others who might be dealing with our agencies or institutions.
4. A review of the letterhead of the institutions and agencies as to what they proclaim.
5. An understanding by the Trustees that they may be personally liable for actions which are illegal or result in injury to someone.

It seems to be reasonably clear in the minds of the Kentucky Baptist Convention personnel that the Convention is not liable for debts and obligations of agencies and institutions where the Convention has not agreed to be so obligated. It is reasonably apparent that most of our agencies and institutions are aware they are responsible for their own debts and/or obligations.

It would seem to be advisable that when any institution/agency is conducting any negotiations for borrowing or entering into a particular contract that prospective lenders or persons being contracted with be put on notice that the K.B.C. is not liable unless it specifically agrees to be.

Our trustees hold the property of the agency/institution in trust for the purpose as outlined in the Statement of Purpose of the institution/agency.

Trustees need to more clearly understand this relationship and also the relationship they have with the K.B.C., who elects them, and who expects them to fulfill the purposes of the agency/institution which they are serving.

The trustees are not trustees reporting to the K.B.C. nor are they free to take actions which are outside the purpose of the agency/institution they serve. It needs to be more clearly explained and understood that this unique relationship is built on a common purpose — that of furthering the Kingdom of God and in mutual respect and trust toward performing those tasks assigned to them.

If the K.B.C. cannot, without impunity, take certain action then a trustee cannot take action outside the purpose of the agency/institution without impunity. The relationship is not that of a structure in a corporation because the K.B.C. is not a structure in our institutions and the trustees of an eleemosynary institution have responsibilities of a unique nature.

Page 5.
May 9, 1985

In the matter of negligence, the Special Committee can assist the agencies/institutions to recognize that unless the Kentucky Baptist Convention by some action sets in motion a negligence or tort that results in an injury or loss -- that the Convention is not liable. This would behoove each of them to carry adequate liability insurance.

Most of the cases that have been found in ascending and descending liability with reference to negligence and tort is referred to in another Memorandum under the idea of it ought to be public policy that someone else pays. This is usually based on the fact that the agency or institution involved in the negligence or tort was undercapitalized and that a parent body should bear the burden. Here it would be relatively simple to simply request each of our agencies and institutions to carry what seems to be an adequate amount of insurance for the protection, not only of themselves but ultimately of the Convention. If this were done, I think it would go a long way toward preventing any type of action against the Convention.

I think it is reasonably clear to all by now that, by its action, the Convention, can create a number of opportunities for such liability to be possible in employment practices, in joint venture practices with agencies or institutions, with directions to agencies or institutions on how to proceed or what to do with a sudden change in funding and/or support to agencies or institutions.

HBH/jah

Appendix B: Henry Huff Personal Correspondence, May 13, 1985

MEMORANDUM

TO: Special Committee, Kentucky Baptist Convention
FROM: Henry B. Huff
DATE: May 13, 1985
RE: Ascending and Descending Liability

This is a brief review of the work prepared by Guenther, White and Jordon, attorneys for the Executive Committee of the Southern Baptist Convention and other general comments.

Charitable immunity is dead. It has been dead in Kentucky for around thirty to thirty-five years. Most Baptists recognize the U.S. Constitution does not exempt churches from their duty created by law to deal with people fairly. Stewardship includes the duty to be legally informed and to plan and act responsibly. Certainly, we must not over react, but at the same time, we should be aware of the possible problems and ways in which they can be minimized. No one is attempting to avoid the legal responsibility for their acts, but certainly the act of one institution and/or agency should not be imputed to another unless there is direction, control, or fraud practiced by the second agency.

As the writer points out, the task is risk management. How to understand and identify the risk, how to minimize the risk, and how to minimize the chance that a court will impute liability from one organization to another in a manner which would violate our Baptist polity and our understanding of ourselves.

I feel in the K.B.C. Special Committee there is no hidden agenda but we should be aware of possible problems and so far as possible, take steps to avoid problems that might possibly happen in the future.

The law has developed its relationships such as master servant, principal/agent, partnership, parent/subsidiary corporation, and joint enterprise. In this field, there is a great deal of for profit law and almost no church law. The Constitution of the Kentucky State Convention states in Article V, "This Body has no jurisdiction over the local churches or the District Associations, and shall exercise no authority over them." Article VI states, "This Body shall be a medium through which the churches in their sovereign capacity can work together in promoting all denomi-

Page 2.
May 13, 1985

national enterprises which they deem necessary in carrying out the Great Commission."

Therefore, the State Convention is autonomous as is the local church. In 1881, Justice Oliver Wendell Holmes said:

"The very considerations which judges most rarely mention, and always with an apology, are the secret root from which all law draws all the juices of life. I mean, of course, considerations of what is expedient for the community concerned. Every important principal which is developed by litigation is in fact and at bottom the result of more or less definitely understood views of public policy."

It simply states, when it ought to be imputed to another with "deeper pockets" then it will be so imputed.

The Southern Baptist Convention has defended itself probably more than any other denomination in these matters. They have managed, usually to win on the basis they did not control the activities of the other institutions or agencies. The report makes it very clear that should Southern Baptists adopt any kind of a creed and/or otherwise, this would dramatically change and should the Southern Baptist Convention ever require agencies or institutions to perform some act then the question of control and of imputed liability unquestionably would tend to follow. Certainly, the U. S. Constitution requires our courts to respect the denomination's understanding of itself, therefore, it certainly behooves us to attempt to understand the Kentucky Baptist Convention and its relationship to its agencies and institutions.

On page 53 of the report is a fascinating scenario which I am listing very briefly so we can see and understand what could happen.

"An association bought land on which it assisted the organization of a mission church. A part-time minister was also employed who worked for the state convention. He was trained in a state convention related college and was enrolled in an extension program of the seminary. He was insured by the Annuity Board. As a naval chaplain he had been certified as a Southern Baptist minister by the Home Mission Board which also supplemented his salary. The church building was designed with help from the Church Architectural Department of the Sunday School Board and financed in part by a loan from the Home Mission Board. The Southern Baptist Convention symbol

was on the church building. Newspaper ads claimed the church brought a Southern Baptist witness to the area. All Southern Baptist materials were used.

The association used the church's softball field and bussed children from the church to the state convention encampment.

The church held exemption from federal income taxation under the group exemption issued by the I.R.S. to the S.B.C."

This would be a scenario likely to provide a question of ascending and descending liability. I, quite honestly, can think of several instances too close for comfort in which the Home Mission Board is involved.

The two main grounds in other states in which ascending and descending liability have been alleged is an instrumentality rule in which the parent corporation, as owner of subsidiaries is held liable for its action.

The second is the agency rule. In this instance, a court determines the subsidiaries after being used by the parent to accomplish the business of the parent corporation.

A third is in the contract area. As is stated, common stock ownership, of which there is none in our situation, directors and common officers alone will not justify the imputation of liability. What the courts seemed to do was add up all the factors involved and see if the case "smells like" the parent ought to be held liable for subsidiary's obligations.

Another avenue of approach is that of tort liability. The key word here seems to be "inequity". If the injured plaintiff will not have recompense for the wrong or injury done to him unless the parent corporation is held liable, the court will likely tax the "deep pocket." This is particularly true where the subsidiary corporation is undercapitalized.

Another is on liability on negotiable instruments. If, of course, the Convention signs a note on behalf of a subsidiary corporation, then they are liable if it is not properly paid. Kentucky had an interesting case on this with Kentucky Southern College and the University of Louisville.

In his summary, he states the liability of a church will probably not be imputed to a general Baptist body. However, there are certain areas in

Page 4.
May 13, 1985

which he points out:

1. The establishment of a creedal conformity would be a legally significant shift.
2. Reporting by churches to the general bodies need to be voluntary.
3. Institutions need to be diligent in avoiding any appearance of urging churches into financial problems.
4. Ownership of church properties by Baptist general bodies or their agencies should be carefully watched.

This is a matter which has been brought to our attention earlier with reference to the Kentucky Baptist Convention and probably should be reviewed by this Committee.

The Home Mission Board's church loan program is unquestionably a matter of possible action.

Employment entanglements between churches, associations, conventions, and convention agencies require monitoring so that employment relationships are clear. There is, of course, a great of this.

Another question, will the liability of "agencies" be imputed to conventions? This will probably turn on a case by case basis. For example, Convention authorization to incur a debt may suggest liability in the Convention.

Several suggestions were made which I am listing, in no particular priority, but I think we should, as a Committee, carefully review them for possible recommendations to the K.B.C., institutions or agencies, or both:

1. Agencies should not be created with inadequate capital.
2. The Convention should not use the assets of the subsidiary as if they were the Convention's.
3. The separate corporate existence of the agency/institution should always be respected.

4. The agency/institution should be scrupulous in maintaining minutes and acting in accordance with the agency's charter and bylaws. The agency/institution should act like a corporation.
5. Separate bank accounts and books, billings, receipts, letterheads, and all other paperwork should be maintained by the agency/institution.
6. Accounts receivable of the agency/institution should be collected and banked by the agency/institution.
7. All of the employees of the agency/institution are responsible to the chief executive officer of the agency/institution and not to officers of the convention.
8. The directors of the agency/institution need to act in the interest of the agency, i.e., a convention should not usurp the role of the directors and manage the agency's business.
9. This one is important in what we say. The convention officers and employees should be circumspect and precise in what they say and write about the relationship between the convention and the agency/institution. It would be fatal to show that the convention has represented that it will financially stand behind the agency/institution in all its dealings, or that the convention has said that the agency/institution may trade on the convention's credit, or that one doing business with the agency/institution is in fact doing business with the convention.
10. Another item that we find in Kentucky considerably in relation to the convention on letterheads, catalogs, brochures, etc., must consistently avoid the intimation that the two are legally one.
11. Conventions should not spawn new corporation and engage in risk-taking on an unwarranted assumption that liability may be contained in that new corporation.
12. Messengers to the conventions should respect the integrity of the agency/institution.
13. Conventions should reevaluate the wisdom of employment rules imposed on their institutions/agencies.
14. The legal instruments of the institutions/agencies and of each convention should be combed to see if they put their relationships in the best possible light considering the whole gamut of current legal concerns. This is an example

in the Bylaws of the Kentucky Baptist Convention. The word "agencies" is used several times which possibly could well be cleaned up. Some of our institutions/agencies use the word in their letterhead "agency of the Kentucky Baptist Convention." This also should be carefully considered by our Committee with possible recommendations.

15. Conventions should consider asking the agencies/institutions to affirmatively and in writing disavow convention liability on at least major financial involvements when, in fact, the convention does not intend to be liable. A convention should be aware of those occasions when it makes incorporated institutions/agencies its express agent and understand that in so doing the liability will undoubtedly ascend.
16. Conventions should reevaluate the wisdom of employment rules imposed on their agencies/institutions generally. Requirements by the Convention, for example, to hire Southern Baptists are especially suspect in the light of both ascending liability concepts and civil rights legislation.

The possibility that each institution/agency shall affix to every agreement to which it is a party the statement that "the Kentucky Baptist Convention and its Executive Board" are not parties to this agreement.

Protection of the Cooperative Program funds from judgment creditors is a very real concern. This is not intended to reflect a desire to defeat creditors. It is a desire to insulate uninvolved recipients of Cooperative Program monies from finding their funds diverted to pay a judgment secured by a plaintiff against a sister agency/institution. For example, if a plaintiff should secure a judgment against a state convention agency, that judgment, as matters stands, might be satisfied by an execution of all Cooperative Program monies in the account of the state convention.

It is very important that we recognize and present, generally, that if a disaster befell a convention's agency/institution, it would certainly be in the convention's interest to protect its other agencies/institutions while gaining necessary time to decide how to respond.

The whole potential of liability insurance and the integration of insurance coverage should be considered.

Page 7.

May 13, 1985

Directors' and officers' liability insurance coverage should be explored.

Conventions and institutions should evaluate the way they seek legal counsel and the extent to which they are getting legal help in advance of problems.

Vocabularies should be reviewed. "Agency" should be removed, if we can find a better word.

Conventions, for example, should avoid asking institutions for reports which they do not need and will not review.

What of the use of the idea of a "covenant" relationship?

We also must avoid using the matter of ascending and descending liability. All of our relationships should be reviewed to create the best possible relationship and understanding.

Certainly, one thing I feel would help is the Kentucky Baptist Convention could consider adding a provision in their business and financial plan requesting agencies' and institutions' reports to be accompanied by an auditor's and attorney's statement advising the Convention or its Executive Board directly regarding specific matters.

For instance, the institution's/agency's attorney might be requested via the business and financial plan to advise the Executive Board directly of legal problems known by him to exist in the institutions/agencies. Auditors' reports might include statements concerning the institution's/agency's compliance with the business and financial plan. Certainly, the Kentucky Baptist Convention should be entitled, not only to a yearly audit, but to be reasonably assured that there are no matters in the particular knowledge of the institution or agency which could possibly affect the liability of the institution or agency. It might be we should determine whether or not legal compliance with specific legislative acts have been performed or if investment practices are proper. This does not indicate control, but it does indicate the recognition that the Convention should not be surprised by some matter when the knowledge of the possibility of such an event was with the peculiar knowledge of the institution or agency.

Page 8.
May 13, 1985

All of the above is merely designed to give food for thought for the Special Committee as it continues its work. Some of the above items unquestionably should be incorporated in the final report; others probably not. All should be so worked in such a way that Kentucky Baptists can be reasonably assured that the Committee has properly performed its work and that we are attempting to provide for the continuation of the autonomy of all of our institutions and agencies and yet, to provide that the Convention who supplies funds to them does not unwittingly become involved in a matter which is the peculiar problem of the agency or institution.

The Kentucky Baptist Convention is the recipient of the Cooperative Program funds from the churches in Kentucky. It has an obligation to spend those funds in accordance with its approved budget and it has the same obligation to protect those funds from unwanted actions because of matters over which the Convention has no knowledge nor control.

Certainly, the Kentucky Baptist Convention does not desire to avoid its rightful responsibilities but neither should it be financially and legally involved in matters over which it has no control.

If there is the question of a serious injury and the agency or institution cannot pay the bill, then the Convention should have adequate insurance to assist in this matter. As unquestionably, the "deep pocket" theory will be pursued. Whether or not successfully is another question.

If, in the matter of fraud by an agency or institution, we go back to the matter of policy once again, and if the Convention could and should have known the problem, liability might, in that instance, be imputed to the Convention.

Certainly, we do not expect any of our agencies or institutions to be engaged in fraud, however, all of them are made up of individuals and just because we do not expect it, does not mean we should close our eyes and not attempt to have information that might be pertinent as to certain activities. Certainly, the more the Convention attempts to speak to the agencies and institutions directly, the more liability can be easily transmitted from one agency to the other.

The Baptists have set a wonderful organization beginning with the local church, to the Association, to the Convention, to the Southern Baptist Convention, and to all of the agencies of both the State and the Southern Baptist Convention. These agencies and institutions were established for a particular purpose and to perform a particular function under the cooperative umbrella of Southern Baptist churches.

Page 9.
May 13, 1985

Our Trustees need to be aware of this unique arrangement and of the unique way in which Baptists see themselves. Certainly, if we begin to see ourselves in a more hierarchical setting, the rules will change dramatically. Sometimes, it seems we forget our heritage and why we are the way we are. When we began this Committee's work, I stated that a report had been written stating that the relationship between the Kentucky Baptist Convention and its agencies and institutions was "loose", whereas I had always used the word "nebulous". We need to walk a fine line to be sure we are not "too loose" and/or "nebulous" on the one hand, and the other, too authoritative and controlled. This can certainly be done if people understand the reasons for our agencies and institutions and the unique way in which Baptists function. It is a marvelous way and is tremendously successful and as long as we understand why, it will probably be respected by our courts. If we ever lose our way, then, of course, the courts will begin to interpret the law as it seems to be most appropriate at that time.

Appendix C: Information Consent Form

INFORMED CONSENT STATEMENT EXPLORING THE PHENOMENON OF SEVERING GOVERNANCE TIES WITH THE BAPTIST STATE CONVENTION AT MISSISSIPPI COLLEGE AND GEORGETOWN COLLEGE

INTRODUCTION

As a representative of your institution, you are being invited to participate in this study. This study involves interviewing individuals who have knowledge of the College's decision to sever governance ties with the State Baptist Convention. The purpose of this study is to describe those factors which lead to this decision and the impact of this decision on the college administration, academic programs and lay governance structure.

INFORMATION ABOUT PARTICIPANTS' INVOLVEMENT IN THE STUDY

It is expected that our interview will last approximately one-hour. This interview will represent your complete involvement in the study. This interview will be audio-taped for the purposes of collecting our discussion verbatim.

RISKS

Although the risks associated with your involvement in this study are assessed as minimal, you can terminate your involvement in the study at any time.

BENEFITS

As there is limited research on the phenomenon of Baptist higher education institutions severing governance ties with their State Baptist Conventions, it is the aim of this study to add to and extend the stream of knowledge with respect to the factors that influenced trustees in their decision-making process and understand how these decisions impact the institutions they serve.

CONFIDENTIALITY

Any and all data collected during the course of this study will be reported using pseudonyms for both participants and institutions. Data will be stored securely in a locked office on the University of North Alabama, Florence, AL campus and will be made available only to persons conducting the study unless participants specifically give permission in writing to do otherwise. No reference will be made in oral or written reports which could link participants to the study.

_____ Participant's initials

CONTACT INFORMATION

If you have questions at any time about the study or the procedures, (or you experience adverse effects as a result of participating in this study,) you may contact the researcher, Alan Medders, 213 Doubletree Lane, Florence, AL 35634 or 256-436-3600. If you have questions about your rights as a participant, contact the Office of Research [Compliance Officer](#) at (865) 974-3466.

PARTICIPATION

Your participation in this study is voluntary; you may decline to participate without penalty. If you decide to participate, you may withdraw from the study at anytime without penalty and without loss of benefits to which you are otherwise entitled. If you withdraw from the study before data collection is completed your data will be returned to you or destroyed.

CONSENT

I have read the above information. I have received a copy of this form. I agree to participate in this study.

Participant's signature _____ Date _____

Investigator's signature _____ Date _____

Appendix D: Formal Letter to Presidents

Alan Medders
213 Doubletree Lane
Florence, AL 35634

date _____

Office of the President
_____ College
Address
City, State & Zip Code

Dear _____:

It was good to talk with you last week and glad you are doing well. I am very grateful that you and the College have agreed to participate in my dissertation research through the University of Tennessee and make recommendations of current and former Trustees and Faculty members to interview as part of the process. Here are the criteria for your recommendations of trustee and faculty members:

- Eight current trustees (four that served prior to the governance change and remain on the board and four that have joined the board since the change)
- Four former trustees who served prior to and during the governance change but are no longer on the board
- Four current faculty members (two that were present prior to the governance change and remain on the faculty and two that have joined the faculty since the change)
- Two former faculty members who served prior to and during the governance change but have since retired or moved to other institutions

My goal would be to conduct the interviews on the campus. I would probably schedule 3 to 4 days on campus for interviews. For those participants that may not be able to come to the campus due to distance, schedule or health, I would travel to an appropriate site. If you can provide the name, address, e-mail & phone number for those you recommend, I will follow up with a phone call request and then a letter. If some of your recommendations decline to be interviewed, I will contact you for further recommendations.

I will contact with your assistant in the next few days about scheduling my visit to campus that fits your schedule and selecting an appropriate site on campus to conduct the interviews. If you have any questions, please give me a call.

Thank you again for your assistance,

Alan

Appendix E: Mississippi College Minutes of September 22, 1994

MINUTES

BOARD OF TRUSTEES

September 22, 1994

The Board of Trustees of Mississippi College held its regular fall meeting on Thursday, September 22, 1994, at 10:00 a.m. in the President's Dining Room, B. C. Rogers Student Center, with the following members present:

Mr. Harry E. Vickery, Chairman	Judge Roy Noble Lee
Dr. Frank Gunn, Vice President	Dr. Jimmy Porter
Mr. W. W. Gresham, Jr., Secretary	Mr. John Rogers
Mr. J. Kelly Allgood	Dr. Gordon Sansing
Mr. J. W. Fagan	Mr. Leland R. Speed
Mr. Charles Fail	Mr. Aven Whittington
Dr. Eddie Hamilton	

Mr. Bernard J. Ebberts, Mr. Henry Hederman, and Mr. John Olander, honorary members of the Board, were present.

Mr. Alan Perry and Mr. Jimmy Young, attorneys, were also present.

The meeting was opened with prayer by Dr. Jimmy Porter.

Mr. Allgood moved that the Board dispense with the reading of the May 1994 minutes.

This motion was seconded by Mr. Gresham and carried.

Chairman Vickery stated that Mr. William B. Alexander and Mr. W. K. Paine had resigned from the Board.

Mr. Vickery suggested the election, consistent with the Board Bylaws, of Mr. Bernard J. Ebberts and Mr. Henry

Hederman as members of the Board to fill the unexpired terms of Mr. Alexander and Mr. Paine.

Dr. Hamilton moved their election. This motion was seconded by Mr. Fail and carried unanimously.

Mr. Vickery stated that the charter of Mississippi College had last been amended in 1900, and thus he had asked Mr. Alan Perry, attorney, to study the charter and make recommendations to the Board concerning this document, because: (1) the charter now calls for the election of 27 trustees and this has not been changed; (2) the entire Board can be removed by a single vote by the Mississippi Baptist Convention; and (3) we need to have stability on the Board.

Mr. Perry indicated that the College was originally chartered by an act of the legislature; the Baptists became involved in 1850, and the charter was last amended in 1900. The College is governed by the laws of Mississippi applicable to non-profit corporations. Since this corporation has no members, the Board has control, power to modify the charter. In Mr. Perry's opinion, the trustees have the power to modify this charter.

Mr. Perry then distributed "Amended and Restated ARTICLES OF INCORPORATION OF MISSISSIPPI COLLEGE" (shown as Attachment 1 to these minutes), and the following statements on them:

Article One is self-explanatory.

Article Two sets up a non-profit corporation.

Article Three sets up a perpetual corporation.

Article Four provides for an Agent should the College be sued.

Article Five, 5.01 sets a standard.

Article Five, 5.02, 5.03, and 5.04 recognize the College as a tax-exempt corporation.

Article Six give the powers the State gives corporations and, in this case, the power to grant degrees.

Article Seven. There are important changes in this Article. It creates a Board of Trustees of 24 members. The term of office is for three years, beginning on January and ending three years thereafter on December 31. The trustees shall be divided into three classes, eight in each class. The determination of these groups is set forth fully in Section 7.03 of Article Seven. The Mississippi Baptist Convention shall annually elect two trustees and the College shall annually elect six trustees. Vacancies may be filled by the Board. Each trustee shall be a Baptist. Section 7.06 of Article Seven preserves the current practice of two 3-year terms on the Board and going off for one year before being eligible for reelection, with a 3-year suspension of that rule. Section 7.07 restates the statutory procedure to remove trustees from office.

Article Eight gives the Board authority to amend the corporation's Charter or Bylaws. A quorum of the Board is a majority.

Judge Lee then made a statement concerning his long relationship with Mississippi College, and moved that the Board amend the Articles of Incorporation in the form prepared by attorney Perry.

Mr. Hederman indicated his long-time association with the College and his concern for the future of the institution, and seconded the motion made by Judge Lee.

Mr. Vickery asked for discussion.

Dr. Hamilton stated that this is a radical departure from Baptist polity in Mississippi, and inquired if the ministers on the Board had been notified that this revision of the charter would be considered at this meeting. Mr. Vickery answered "no," because of the critical position of ministers in the Mississippi Baptist Convention and indicated: "We made this decision with a great deal of frustration because we value everything you bring to this table. But because of your particular position, we did not."

Dr. Hamilton inquired whether the new president (Dr. Todd) knew. Mr. Vickery indicated that he had not been involved, but that he had been advised a few days ago that this would be presented to this meeting.

Dr. Hamilton again expressed his opposition to the proposed action.

After additional discussion, the vote was taken on Judge Lee's motion.

Allgood, Ebbers, Fagan, Gresham, Hederman, Lee, Rogers, Speed, Vickery, and Whittington voted in favor of the motion.

Hamilton and Porter voted against.

Fail, Gunn and Sansing abstained.

Mr. Vickery stated that amendments had been drawn for the Bylaws of the College, bringing these in line with the amended Articles of Incorporation.

Mr. Perry submitted proposed Bylaw amendments in the form attached hereto.

Judge Lee moved that the proposed changes in the Bylaws be adopted.

Judge Lee was seconded by Mr. Fagan, and the motion was carried.

Dr. Hamilton stated that he opposed this action on the same grounds as he opposed the motion to amend the Charter.

Dr. Gunn gave the Report of the Instruction Committee. Minutes of this meeting are attached.

Dr. Todd stated that the headcount enrollment as of September 21, 1994, is 3617, compared to 3791 for the fall of 1983.

Appendix F: Perry Letter, March 7, 1995

FORMAN, PERRY, WATKINS & KRUTZ

A Professional Limited Liability Company

Attorneys at Law

1200 One Jackson Place
188 East Capitol Street
Post Office Box 22608
Jackson, Mississippi 39225-2608

ALAN W. PERRY
Direct Number:
(601) 969-7833

Telephone (601) 960-8600
Telecopier (601) 960-8613

March 7, 1995

The Board of Trustees
Mississippi College
Post Office Box 4186
200 West College Street
Jackson, Mississippi 39058

Re: Opinions Related to Amended and Restated Articles of Incorporation

Gentlemen:

At your request, this letter confirms the opinions which I have previously provided to Mississippi College in the course of discussions relating to the adoption of Amended and Restated Articles of Incorporation of Mississippi College, as follows:

- (a) Mississippi College is a separate corporate entity existing as a non-profit corporation under the laws of the State of Mississippi;
- (b) The Board of Trustees of the College had the power and authority to adopt the Amended and Restated Articles of Incorporation adopted October 14, 1994, in accordance with the general corporate statutes relating to non-profit corporations;
- (c) The Mississippi Baptist Convention does not "own" and has never "owned" Mississippi College, either by owning the corporate entity or by owning the property held in the name of the corporation;
- (d) The Mississippi Baptist Convention is not and has never been a "member" of the corporation, as that term is used in the Mississippi statutes relating to non-profit corporations, and the consent of the Mississippi Baptist Convention was not required with respect to the adoption of the Amended and Restated Articles of Incorporation adopted on October 14, 1994;
- (e) The Amended and Restated Articles of Incorporation adopted by the Board of Trustees at a special meeting held pursuant to valid notice on October 14, 1994, and filed in the Office of the Secretary of State on that same day, were validly adopted and are in full force and effect;

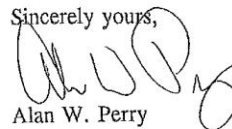
- (f) The Amended and Restated Articles of Incorporation adopted on October 14, 1994, the Bylaws of the corporation, and the statutes generally applicable to non-profit corporations (rather than any constitution, bylaw, or similar document of the Mississippi Baptist Convention) establish the qualifications of and procedures for election of members of the Board of Trustees of Mississippi College; and
- (g) You are aware of the various positions advanced in litigation filed against the College by the Mississippi Baptist Convention with respect to the Amended and Restated Articles of Incorporation adopted on September 22, 1994. In essence, the thrust of the position asserted by the Convention was that the Convention's consent was a prerequisite to the adoption of amendments to the articles of incorporation. From the opinions set forth above, it should be clear that, while no opinion as to the outcome of particular litigation can ever guarantee the result that a court may reach in a particular case, we were of the firm opinion that it was highly unlikely that the Convention would have been successful in challenging the September 22, 1994, amendments. In any event, however, as part of the settlement of that litigation, the Convention Board acting on behalf of the Mississippi Baptist Convention agreed that the Convention "has no objection to the proposed Amended and Restated Articles of Incorporation [in the form adopted on October 14, 1994] and agrees not to oppose its adoption and implementation." Accordingly, assuming arguendo that there was any merit in any of the positions advanced by the Convention in challenging the Amended and Restated Articles of Amendment which had been adopted on September 22, 1994, the Convention is barred by the settlement incorporated in the Memorandum of Understanding dated October 14, 1994, from asserting any objections to the Amended and Restated Articles which were adopted as part of that settlement. Our opinion on this issue is predicated on the written opinion of Roland D. Marble, attorney for the Convention, with respect to the regularity of the meeting of the Convention Board at which the settlement documents were approved and with respect to the authority of the Convention Board to act on behalf of the Convention. A copy of Mr. Marble's opinion dated October 18, 1994, is attached hereto.

As we further discussed, I have attached a summary of the corporate history of Mississippi College which summarizes much of the factual basis upon which our opinions were based.

The Board of Trustees
Mississippi College
March 7, 1995
Page 3

It should be understood, of course, that our opinions set forth herein (like any opinions by counsel on matters of this type) represent counsel's best professional judgment, as informed by the facts and law, and that no attorney can claim the ability to predict the result of future litigation with scientific accuracy. That is particularly so in cases such as this which involve predictions of a court's findings with respect to matters of fact which may be disputed and on principles of law derived from general equitable principles.

This opinion is directed to our client Mississippi College and may not be relied upon by any other person for any purpose without, in each instance, this firm's prior written consent. No opinion is rendered beyond the opinions expressly stated, and none may be inferred.

Sincerely yours,

Alan W. Perry

AWP/clh
Attachment
0307APMC.WP

FORMAN, PERRY, WATKINS & KRUTZ

A Professional Limited Liability Company

Attorneys at Law

1200 One Jackson Place

188 East Capitol Street

Post Office Box 22608

Jackson, Mississippi 39225-2608

ALAN W. PERRY

Direct Number:

(601) 969-7833

Telephone (601) 960-8600

Telecopier (601) 960-8613

MEMORANDUM SUMMARIZING CORPORATE HISTORY OF MISSISSIPPI COLLEGE

TO: The Board of Trustees of Mississippi College

FROM: Alan W. Perry

DATE: March 6, 1995

At your request I furnish the following memorandum summarizing the history of Mississippi College insofar as it is particularly relevant to (a) the separate corporate existence of Mississippi College and (b) the historical nature of the relationship of the College to the Mississippi Baptist Convention.

This material was originally prepared for presentation to the court in the now-settled litigation filed by the Convention. Following a style I often use in preparing briefs that are primarily factual, I had placed this in a "condensed bullet" style format by year -- which I believe is an effective way to give the judge a substantial amount of factual information in relatively few pages. While I recognize that this word-saving format produces some grammatical awkwardness, I trust that this format meets your needs and, accordingly, submit it to you without substantial revision.

1826 -- Chartered by Legislature as Hampstead Academy, with no religious affiliation and with self-perpetuating Trustees.¹ As noted below, Trustees selected their own successors for the next fifty-four years.

¹ Miss. Laws, Ch. XVIII, Sec. 5 (1826).

1827 -- Charter amended by Legislature to change name to Mississippi Academy.²

1830 -- Charter amended by Legislature to change name to Mississippi College. Provided that College could sue and be sued in that name and that as body corporate and politic it could make such bylaws as deemed necessary.³

1840 -- Trustees resigned one after the other, electing Methodists as successor Trustees.⁴

1841 -- Methodist Trustees resigned, electing Trustees nominated by Clinton Presbytery.⁵ Thereafter, the Trustees elected their successors from nominees submitted by the Presbytery.⁶

1850 -- Presbyterian Trustees by resolution agreed "to elect as their successors any person who may be nominated by the community." The community's nominations are elected.⁷

1850 -- Community Trustees negotiated with Baptist convention. Committee of Convention recommended, and Convention adopted the following:

It is recommended that the tender be at once accepted; and a Board of Trustees be appointed with authority to petition the Legislature for any amendment to the charter they may deem proper, to adopt their own bylaws, appoint Professors, and employ an agent to collect funds, etc. Provided, that should they incur a debt, it be at their own personal risk; and the Convention, as a body, shall never be involved in a pecuniary responsibility on account of said College.⁸ (Emphasis added).

² Miss. Laws, Ch. LXVI (1827).

³ Miss. Laws, Ch. LXXVII (1830).

⁴ Board of Trustees Minutes ("BTM") of August 6, 1840.

⁵ BTM 10/12/1841.

⁶ BTM 7/16/1850.

⁷ BTM 7/28/1850.

⁸ Minutes of the Mississippi Baptist Convention of 1850 ("MMBC"). The resolution is set out in the Minutes at Appendix N, p. 27.

1856 -- Board authorized the President to appoint one or more of the Trustees to visit "any association, convention, or other organization of the Baptists of this state" to promote the College by "free and brotherly discourse with our religious brethren throughout this state."¹⁴

1865 -- After the Civil War the Legislature passed an Act designating three additional Trustees.¹⁵ This merely ratified election by Trustees, which was not regular in form because of inability to secure quorum.¹⁶ (Note that at this time the Convention lacked power to even fill vacancies.)

1872 -- Trustees elected two additional Trustees, who had been nominated by Convention.¹⁷ However, there was no legal requirement that Board accept Convention nominations. Board continued to fill vacancies with no reference to Convention.¹⁸

1873 -- College Board Minutes refer to cooperation with Convention in amending Charter, and also to Trustees appointed by Louisiana and Arkansas Baptist conventions. Reference in minutes of Board to Charter Amendment to be presented to Legislature, but actual amendment not listed on Secretary of State Certificate or yet located in Session Laws. Provided for election of certain number of Trustees by each of three separate state Baptist Conventions -- Arkansas, Louisiana and Mississippi.

1874 -- Board adopted¹⁹ the "Definition of the Rights and Powers of the Corporation of Mississippi College" which provides:

Miss. College is a Body Corporate, composed of one superior and three subordinate departments, viz: The Board of Trustees, the President of the Faculty, the Board of Instruction, and the Students.

* * *

The Board of Trustees is the Superior Head of the College in whom rests by Charter the rights of property & the supreme control of all affairs of the Institution.

¹⁴ BTM 10/30/1856.

¹⁵ Miss. Laws, Ch. CXXXIII (1865).

¹⁶ BTM 11/21/1865.

¹⁷ BTM 6/25-26/1872.

¹⁸ BTM 10/3/1872.

¹⁹ BTM 1/28/1876.

1877 -- Apparently operating under assumption that 1873 charter amendment was in effect, Board filled vacancy on Board to serve until meeting of the Baptist Convention.²⁰

1879 -- Board directed President to secure from Legislature amendments to charter "recommended by the late Bap. State convention."²¹

1880 -- Charter amended by Legislature at request of College to have certain number of Trustees elected by Louisiana state convention and others elected by Mississippi Baptist Convention.²²

1881 -- Charter amendment of 1880 accepted by Board of Trustees. The acceptance by the Board made the 1880 charter amendment effective, and the Board was reorganized in accord with amendment.²³

1892-1893 -- In 1892, after a long and heated debate, the Convention voted to move the College to Meridian.²⁴ The College received legal advice from its attorney, Judge David Shelton,²⁵ who stated:

The institution at Clinton has never been chartered as a denominational or religious body; it has been as a located educational institution from 1826 until the present time, by act of the legislature fixing its name, location and character by charter and amendments thereto.²⁶

Trustees discussed college removal question and adjourned Board meeting without taking any action.²⁷ The Trustees' failure to support college removal perceived by many to be "death blow to the question of college removal."²⁸

²⁰ BTM 3/29/1877.

²¹ BTM 12/12/1879.

²² Miss. Laws, Ch. CXI (1880).

²³ BTM 6/28/1881.

²⁴ MBCM of 1892, at 17.

²⁵ BTM 1/20/1893.

²⁶ Z.T. Leavell, Baptist Annals or Twenty-Two Years with Mississippi Baptists, at 85-86 (1899).

²⁷ BTM 1/20/1893.

²⁸ Leavell at 85.

This change in location was vigorously opposed by the President, faculty, and Trustees; the result was, in effect, that the College refused to move to Meridian.²⁹ (It is worth observing that the 1880 charter contained no right to remove Trustees, that provision first being adopted in the 1900 amendment.)

Ultimately, Meridian withdrew its offer, stating as follows:

If at any time in the future the Baptist State Convention, first having established its right, power, and authority to remove Mississippi college from Clinton to some other point in the state, should desire to remove it, the people of Meridian stand ready to make a liberal and generous offer for it.³⁰

1900 -- Charter amended by Legislature at request of College to have Trustees elected by Mississippi Baptist Convention. Since that time Trustees, other than those selected to fill vacancies, have been selected by Convention.³¹

1961 -- Mississippi Supreme Court held, in Mississippi College v. May, 128 So. 2d 557 (Miss. 1961), that Mississippi College's charter is held, like all charters amended after adoption of Constitution of 1890, subject to the constitutional provision which provides that all corporations shall be formed under and subject to general laws. "In brief, by the 1902 amendment the College 'conclusively' agreed to hold its charter subject to the provisions of the State Constitution, including Section 178 and the general legislative amending powers." 128 So. 2d at 560. (It should be noted, of course, that the Amended and Restated Articles of Incorporation was adopted in accordance with the general amending powers which the legislature gave to corporate entities. Our research found that many legislatively chartered corporations -- including Millsaps and Blue Mountain -- have adopted amendments pursuant to such general statutes.)

1992 -- Mississippi College merged with Clark College under Nonprofit Corporation Act, pursuant to document that recited that College was nonprofit corporation without members.

²⁹ BTM 5/29/93.

³⁰ Baptist Record, March 2, 1883.

³¹ Miss. Laws, Ch. 140 (1902). The amendment sought by the College in 1900, while approved by the Legislature on March 12, 1900, actually appears in the 1902 session laws. At that time, the Legislature met every two years. This explains why in Mississippi College v. May, 128 So. 2d 557, 559 (1961) the Court refers to the 1900 amendment as the 1902 amendment.

Summary of Relations Between the College and the Convention

1. The corporate documents reflect scrupulous attention to the separate corporate identity of Mississippi College.

2. The corporate documents reflect that the governance of Mississippi College has always been within the complete control of the Board of Trustees.

3. The College's records are replete with many references to communications and reports between the College and Convention. There are reports of requests from the Convention¹¹ and requests to convention for financial assistance or endorsement of the College's fund-raising plans. But the record is essentially free of command or claims of rights to control, except for the 1892 Convention's decision to move the College to Meridian. The Trustees did not support the move to Meridian. The college simply refused to go, hiring its own attorneys. Ultimately, Meridian withdrew its bid.

4. The College selected its own Trustees before Baptists became involved and for some twenty-plus years thereafter.

5. The relationship between the College and the Convention since Baptists became involved with the College in 1850 has been of cooperation, support, sponsorship, and endorsement by the Convention -- not ownership. It should be noted that other entities and many individuals have provided and continue to provide contributions and support that far exceeded the financial support to the College from the Convention.

¹¹ BTM 6/25/1868; 1/17/1869.

Appendix G: Mississippi College Board Minutes of October 14, 1994

Minutes of the Board of Trustees October 14, 1994

The Board of Trustees of Mississippi College met in a called meeting on Friday, October 14, 1994, at 10:00 a.m. in the President's Dining Room, B. C. Rogers Student Center, with the following members present:

Mr. Harry E. Vickery, Chairman	Mr. Henry Hederman
Dr. Frank Gunn, Vice Chairman	Judge Roy Noble Lee
Mr. J. Kelly Allgood	Dr. Jimmy Porter
Mr. Bernard J. Ebbers	Dr. Gordon Sansing
Mr. J. W. Fagan	Mr. Aven Whittington
Dr. Eddie Hamilton	

Mr. W. W. Gresham, Jr., Secretary, and Mr. Leland R. Speed joined the meeting by conference/speaker phone.

Those absent were Mr. Charles Fail and Mr. John Rogers. Mr. John Olander, honorary member, was absent.

Dr. Bill Causey, Executive Secretary-Treasurer of the Mississippi Baptist Convention Board; Mr. Alan Perry, legal counsel for the College; and Mr. James L. Young, legal counsel, were also present.

A copy of the notice of the meeting which was mailed to each Trustee on October 4, 1994, is attached to the minutes.

The meeting was opened with prayer by Mr. Allgood.

Chairman Vickery stated that, in accordance with the written notice, the purpose of the called meeting was to consider

amendments to the Amended and Restated Articles of Incorporation of the College as adopted on September 22, 1994.

Mr. Vickery recognized Mr. Perry who described the pending litigation filed by The Mississippi Baptist Convention, the history of the negotiations with representatives of the Convention, and the terms of the proposed settlement that was being presented to the Trustees for approval.

Mr. Perry explained that the legal elements of the proposed settlement was described in the Memorandum of Understanding and the proposed amended Articles of Incorporation, copies of which were distributed to the Trustees and are attached to these minutes.

Mr. Perry pointed out that the parties had also expressed their intention to cooperate in the future through the mechanisms and procedures described in the Guidelines and the Executive Summary, copies of which were also distributed to the Trustees and are attached to these minutes. Mr. Perry explained that, as the Guidelines make clear, these documents were not intended to serve as legally binding agreements since they were in fact expressions of efforts to reach agreement and that it was impossible to draft binding "agreements to agree."

Mr. Perry described the proposed settlement with the Convention Board, as follows:

1. The parties had agreed to disagree on whether the Convention was a "member" of the College and whether the Convention's approval of future amendments to the Articles of the

other names for consideration by the Board (or a committee thereof.) The names of nominees approved by both the Board and the Nominating Committee would be submitted to the Convention for election. The Convention was not required to elect the persons approved by the Board and the Nominating Committee; however, the Convention could not elect any name that had not been approved by both the Nominating Committee and the Board.

b. Mr. Perry stated that he hoped and anticipated that the Board of Trustees would be able to agree with the Nominating Committee of the Mississippi Baptist Convention, and that he hoped the Convention would elect the persons so nominated. Mr. Perry noted that, as a lawyer, he was required to provide for procedures in the absence of agreement. Mr. Perry explained that the solution, which had been initially suggested at the Lake Tiak-O'Khata meeting with Dr. Causey, was that, if the Convention should not elect Trustees, the vacancies should be filled by the Board under the applicable provision of the Articles. Mr. Perry pointed out that, under the proposed Articles, the Board had the power to fill vacancies for the full three year term if the Convention failed to elect Trustees.

c. The proposed articles provide that the additional Trustees arising from the increase of the size of the Board would be added three per year over the next three years. Beginning this year, eight Trustees are to be elected, so that in three years there will be 24 Trustees.

College was required. Each side was reserving all of its rights on that issue, as was set forth in the Memorandum of Agreement. Mr. Perry noted that he was of the opinion that the College could legally amend its Articles in the future without approval of the Convention but that he hoped and anticipated that it would never be necessary. Thus, Mr. Perry advised that the College was not giving up, waiving, or compromising any of its rights or independence by entering into the settlement; rather, it was merely avoiding litigation over an issue that may never present a real controversy.

2. The College had agreed to insert language in the Articles referring to the Baptist Faith and Message of 1963. Mr. Perry stated that "In Article Five, 5.01, Dr. Causey suggested during negotiations that the phrase 'as expressed generally in the Baptist Faith and Message of 1963' be added. Baptists are familiar with this inclusive document under which they have operated for a long time. I see no harm to the College in putting this in. The negotiating committee recommended we insert that language; this will assure that we are not running off to establish a secular university."

3. The principle changes from the Amended Articles adopted on September 22 related to Trustees:

a. The proposed Articles provide that the Board of Trustees (or a committee thereof) would submit a list of eight proposed Trustees to the Convention's Nominating Committee. The Nominating Committee could agree, raise questions, or submit

other names for consideration by the Board (or a committee thereof.) The names of nominees approved by both the Board and the Nominating Committee would be submitted to the Convention for election. The Convention was not required to elect the persons approved by the Board and the Nominating Committee; however, the Convention could not elect any name that had not been approved by both the Nominating Committee and the Board.

b. Mr. Perry stated that he hoped and anticipated that the Board of Trustees would be able to agree with the Nominating Committee of the Mississippi Baptist Convention, and that he hoped the Convention would elect the persons so nominated. Mr. Perry noted that, as a lawyer, he was required to provide for procedures in the absence of agreement. Mr. Perry explained that the solution, which had been initially suggested at the Lake Tiak-O'Khata meeting with Dr. Causey, was that, if the Convention should not elect Trustees, the vacancies should be filled by the Board under the applicable provision of the Articles. Mr. Perry pointed out that, under the proposed Articles, the Board had the power to fill vacancies for the full three year term if the Convention failed to elect Trustees.

c. The proposed articles provide that the additional Trustees arising from the increase of the size of the Board would be added three per year over the next three years. Beginning this year, eight Trustees are to be elected, so that in three years there will be 24 Trustees.

d. The proposed Articles narrow the right of the Board to remove Trustees only for cause. The Convention has no right to remove Trustees.

4. Several routine and ordinary matters relating to voting and bylaws were removed from Article VIII since they were in large part provided for by statute anyway.

5. The Memorandum provides that the Convention will not challenge or object to the proposed Articles and provides for dismissal of the pending case brought by the Mississippi Baptist Convention Board against Mississippi College.

Mr. Perry acknowledged that Dr. Causey had worked very hard to reach a middle ground. Mr. Perry stated that he had been informed that the Convention Board had approved the settlement the previous evening (October 13, 1994).

Mr. Gresham inquired as to how the Convention Nominating Committee is appointed.

Dr. Causey answered that the Committee on Committees of the Convention selected the members of the Nominating Committee.

Mr. Perry further stated: "We believe this Board has the right 50 years from now to amend its Charter. The Convention thinks you do not have that right. An agreement on these revisions, but to defer that issue would save both sides a very traumatic lawsuit."

Mr. Perry called on Mr. Young to comment on the proposed settlement.

Mr. Young then stated that "there is no contemplation of change in these Articles in the future. Both sides will say these changes don't set a precedent for the future. I will leave my file for research by a lawyer in the future, but would not think this file would be opened for a long time. We took out some technical language, and we took out the statement that the Corporation has no members."

Mr. Fagan inquired as to who would pay the legal fees involved in these negotiations, and Mr. Perry indicated that the College would pay their attorneys and the Convention would pay theirs.

Mr. Perry called attention to paragraph three of the Memorandum of Understanding, and indicated that the Convention could respond to the College's suggested trustees with its own suggestions. If that arises, there will be discussion and both the College and the Convention will make every effort to agree. Not more than one-third of the Board would be pastors or people in full time Christian service.

There was discussion on the definition of "full-time Christian service."

Dr. Causey explained that traditionally Baptists have referred to a person in full-time Christian service as one who has received a call from God to serve Him in some special way--pastors, ministers of music, etc. This is a catch-all phrase and maybe not good, maybe a better description would be "a person in a church-related vocation."

Dr. Causey then described the approval by the Convention Board of the settlement and stated: "It appears to me that you have the right to nominate anyone to the Board. If you have the power to veto, and the Convention Nominating Committee works with you, this forces us to work together for God's will."

Mr. Whittington inquired: "Is this not how we have been working?"

Dr. Causey stated: "We have had a poor (not dishonest) nominating process. The Committee feels like we need representation from all over the State. Someone goes off the Board from the Delta, we need to find someone from there. We are trying to take that threat out of this. We think you meant well in the decision you made. We want to protect you. But suppose you sent eight names in and someone on the Nominating Committee knew one of these eight had a problem--say, active in drugs--they would come up with a new name. We are delighted to see these two groups work together.

"I appeal to you lay people here. I know you feel possibly as I do; I am a layman God put in service. I don't think you folks create any distinction; they (pastors) bring something to the table in the advancing Kingdom of God and what we are trying to do causes all of us to try to reach the same purpose. They bring something tremendously significant and I hope that you will provide them with franchise. Pastors need the support of lay people. Thank you for letting me say this after what we have been through."

Mr. Perry summarized his remarks and stated that he was at the disposal of the Board at this point.

Mr. Vickery asked the Board if they had any questions they would like to ask the attorneys, privately or at the table.

Dr. Causey made this observation: "This document says that if there is a failure to elect a successor trustee (Article Seven, 7.03 (b)) at the annual Convention the term of office shall be extended until the Board of Trustees acts to fill the vacancy. This is a little inconsistent with the Constitution at the Baptist Board. As a courtesy, would you let this come before the Executive Committee or someone that could sanction this? This may not seem important, but if a vacancy occurs during the year someone could nominate. If a notice is sent to the Board office (MBC) it goes on to the Executive Committee and that Committee approves. As much a courtesy as anything else, if you don't see any harm, it would be good public relations."

Dr. Gunn asked: "What we would be doing is a courtesy move to let your board see who is being elected?" Dr. Causey indicated "yes," that was his request; as a matter of protocol, send the Executive Committee a list of nominees and let them approve; as a good public relations move.

Mr. Hederman discussed the two-term rule, and that for the next three years the two-term rule does not apply; the two members going off the Board in November may serve another term (Allgood and Vickery).

Mr. Ebbers inquired if submitting names to the Executive Committee would be the same as submitting names to the Nominating Committee. Dr. Causey indicated that what would happen is that any supporting evidence concerning nominees will be placed in the Convention Board files.

Mr. Ebbers inquired if the supporting materials would go to the Nominating Committee, and Dr. Causey replied "no," but if a nomination were ever challenged the files would be there.

Mr. Hederman inquired: "Is this a courtesy situation?"

Dr. Causey indicated that he would say that the Executive Committee has the power to approve, never has disapproved, and disapproval would be remote.

Mr. Ebbers indicated that he felt this request is different in that names go to the Executive Committee rather than the Nominating Committee.

Mr. Perry indicated that there would be legal problems with this and in his opinion would be a bad precedent for the Board to agree that it had to go to the Executive Committee of the Convention for approval. To do it on occasion as a courtesy would be all right.

Dr. Causey indicated that 99 percent of the time the Executive Committee would approve; the main thing is that it is a matter of protocol.

Mr. Young stated: "Negotiation has been intense, long, and hard on both sides. We have sought to arrive at a solution with the Convention to address concerns and to achieve the purpose of

the College you set out to achieve on September 22. What Dr. Causey is talking about was a part of the negotiations to which we did not think it well advised for the College to agree. The settlement was approved by the Convention Board in the form that you have it. This document has been agreed to by the other side. I recommend you approve it as written with no additional commitment."

Dr. Causey indicated that he was suggesting a gesture of good will.

Mr. Vickery stated that he felt this Board would work cooperatively with the Convention to deal with Dr. Causey's suggestion in the future but that the Board could not bind itself to comply with Dr. Causey's suggestion.

Mr. Ebbers moved that the Board adopt the Memorandum of Understanding and the proposed Amended and Restated Articles of Incorporation and approve the Guidelines and Executive Summary in the form proposed with no additional understanding.

This motion was seconded by Mr. Whittington.

Dr. Sansing asked Mr. Perry to describe for him the relationship between Mississippi College and the Mississippi Baptist Convention prior to September 22, 1994, and now. Mr. Perry summarized the history and volunteered to send all of the Trustees a summary of the material he had collected while working on this matter. Mr. Perry concluded as follows: "The minutes do not show that the Convention owns anything; they had the right to elect trustees under the prior charter. (Mr. Perry

cited the Palmer House case from Columbus as a similar situation.) Up until September 22, 1994, the Convention could elect trustees but did not have ownership of the College. The College itself owns the buildings and land. It is a corporation. The Trustees themselves don't own anything. The College is a self-perpetuating corporation that owns itself. All the Convention has done is elect trustees. I don't think Mississippi Baptist Convention's claim of ownership would stand a legal test."

Mr. Young indicated agreement.

Mr. Whittington asked that Mr. Perry's opinion be put in writing and Mr. Perry agreed to do so.

The vote was taken on Mr. Ebberts' motion and carried unanimously, with Dr. Hamilton abstaining.

Mr. Fagan stated that personally and on behalf of everyone present he would like to express appreciation to Dr. Causey, the president (Dr. Todd) and the attorneys for what they have done. "We are all most grateful."

Mr. Perry suggested that the Board again ratify the amendments it had made to the Bylaws as adopted on September 22, 1994, which are in line with the newly revised Articles.

Mr. Fagan moved that the Board ratify the amendments to the Bylaws previously adopted on September 22, 1994.

This motion was seconded by Mr. Whittington and carried unanimously, with Dr. Hamilton abstaining.

Mr. Perry stated that the last matter of business is that the Board will need to have eight people nominated and the names given to the Nominating Committee of the Convention within the next two weeks. This can be done by the Board, or by a special Committee appointed for this purpose.

It was suggested that the five people now on the Board whose terms are up in November, 1994, and Mr. John Olander, now an honorary member of the Board, be included in the nominations.

Mr. Fagan moved that the Chairman of the Board appoint a committee to make these nominations to the Nominating Committee of the Convention, and send names and a resume to the Committee.

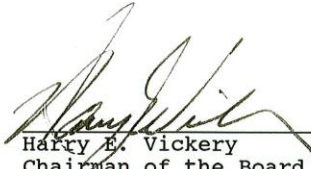
After discussion, Mr. Fagan amended his motion, to provide that the Chairman of the Board appoint a committee of five to make nominations to the Nominating Committee of the Convention for Trustees of the College, and send the names and resumes to the Convention Committee, that nominations on behalf of the Board include the five present members whose terms expire in 1994, Mr. Olander, and Mr. Bill Sones (who would have been nominated by the Convention this year), and further that this committee have the power of the Board to negotiate with the Convention Nominating Committee and to approve other persons should the need arise.

The motion was seconded and carried.

Dr. Causey stated that he felt the same option on what had been passed by the Mississippi College Board today would be extended to Blue Mountain and William Carey Colleges.

Mr. Young rose for point of personal privilege and stated that the negotiations have been intense, but he had been impressed with how both the Board and the people representing the Convention had approached solving the conflict. "It has been a real labor of love."

The meeting was adjourned.



Harry E. Vickery
Chairman of the Board



W. W. Gresham, Jr.
Secretary

Executive Summary of Settlement Proposal

1. All Trustees will be elected by Convention messengers from nominees approved by Board and by Nominating Committee of Convention. The Convention may refuse to elect any such nominee, but shall not elect any person who is not approved by the Board and the Nominating Committee.
2. Information about nominees will be furnished to Nominating Committee, to assist in evaluation of Board's nominees.
3. Parties will work in good faith to secure Trustees acceptable to College and Nominating Committee.

Principles of Guidance for Election of Trustees

1. This document is not intended as legally binding document but is statement of good faith intentions of parties as to how to cooperate in selecting new Trustees.
2. All Baptists are invited to suggest names to the Board for consideration for nomination as Trustees.
3. The Board will annually submit its list of eight nominees to the Nominating Committee, along with resume and supporting information with respect to each. The Nominating Committee can accept those nominees or respond with questions, objections, or other suggested nominees. If differences or questions exist, the Board (or a Committee thereof) and the Nominating Committee will discuss the nominees submitted by the Board, any objections or questions related thereto, and any other nominees suggested by the Nominating Committee and shall make all reasonable efforts to agree upon eight nominees to submit to the Convention.
4. The parties recognize that it is appropriate that Board be composed primarily of laypersons, but with a substantial number -- not more than one-third -- of pastors and other persons in full-time Christian service. It is also intended that most Trustees will be residents of Mississippi, but it is recognized that it may from time to time be appropriate to add a small number of MC Alumni/Baptists from other states.
5. Substance of this understanding is that College and Convention will attempt to agree as to Trustees that meet needs of College and are acceptable to Convention.

Appendix H: KBC Work Group

Georgetown College - Kentucky Baptist Convention Work Group Report

Page 1 of 1

You are here:

News Bureau

- [Home](#)
- [News Archives](#)
- [Official Logos & Photos](#)

Report to 2005 Kentucky Baptist Convention from KBC Work Group Re: Georgetown College
And Recommendation New KBC and Georgetown Partnership from KBC Work Group and
Georgetown College Trustees

November 15, 2005

REPORT OF KBC WORK GROUP

Introduction

At a meeting of the Administrative Committee of the Mission Board, Kentucky Baptist Convention, on August 18, 2005, the following motion was approved:

“Based on discussions with Georgetown College President, Dr. Bill Crouch, and their desire for dialogue regarding the relationship between the College and the Kentucky Baptist Convention, the Administrative Committee authorizes the KBC President, Dr. Hershael York, to appoint, in consultation with the Executive Director, a seven member work group to work with persons representing the College trustees and administration in reviewing the working relationship, including the covenant agreement, between the College and the KBC, and to bring a report to the Administrative Committee, Mission Board, and/or Convention as appropriate.”

Dr. York appointed the following persons to the work group:

1. Charles Barnes, Chairman, Hurstbourne Baptist Church, Louisville
2. Joe Allen (Chair – Agencies and Institutions Committee), First Baptist Church, Russell Springs
3. Bill Henard (Chair – Administrative Committee), Porter Memorial Baptist Church, Lexington
4. Kevin McCallon, First Baptist Church, Paducah
5. Les Hollon, St. Matthews Baptist Church, Louisville
6. Paul Chitwood, First Baptist Church, Mt. Washington
7. Billy Compton, Severns Valley Baptist Church, Elizabethtown

He also requested the following people to sit on the group as non-voting members: Steve Thompson, Dr. Bill Mackey, and Attorney James Taylor.

Meeting on September 29, 2005

The KBC Work Group met with representatives from Georgetown College on September 29, 2005 in Louisville, Kentucky. Representing Georgetown were Trustees Guthrie True, JoAnne James, Bob Swift, and Karen King; Richard Gaines, trustee nominee; and Fred Browning, Foundation Board Member. Also participating in the meeting were Janice Shelton, Chair of the Trustees; Dr. Bill Crouch, President – Georgetown College; Jim Newberry, College Attorney; and Darryl Callahan,

would dissolve the Covenant Agreement between Georgetown College and the Kentucky Baptist Convention and Georgetown would no longer be an institution or agency of the KBC with the current relationship. However, Georgetown Trustees and Dr. Bill Crouch expressed Georgetown's strong desire to continue a good working relationship with the Kentucky Baptist Convention.

The joint committee then agreed that the KBC Work Group and Georgetown Representatives would meet in separate groups for further discussions. The Georgetown Representatives asked the KBC Work Group to propose how the termination of the Covenant Agreement would be implemented and how a new working relationship between the KBC and Georgetown College could be structured. The KBC Work Group members and Georgetown Representatives expressed a strong desire for a continued relationship and that there be no litigation, which has created problems for the work of Christ's Kingdom in other states.

The KBC Work Group then held a separate meeting and developed proposals, which were presented to the Georgetown representatives in the afternoon. The KBC Work Group stated that they were grieved by the decision of the Georgetown Trustees, but understood the decision based on the long-range plans and goals for the college, which had been presented. The Chair stated that if the desire of the Georgetown Trustees was to become a self-perpetuating board, the Work Group would present its proposals. Following the presentation, the Georgetown Trustees and Administration then met in a separate session.

The KBC Work Group and Georgetown Trustees later reconvened in joint sessions. The proposals and suggestions of the KBC Work Group were accepted with minor changes following a period of discussions. It was then agreed by the Georgetown Trustees and KBC Work Group that a new Partnership Agreement, covering dissolving the current covenant and outlining a new partnership relationship, would be recommended to the 2005 meeting of the Kentucky Baptist Convention. The Trustees and KBC Work Group made plans to draft the agreement.

The KBC Work Group unanimously recommends that the convention approve the new attached Partnership Agreement with Georgetown College. The KBC Work Group expresses its appreciation and commends the Christian spirit with which Dr. Bill Crouch and Georgetown Trustees/Representatives worked with the KBC Work Group.

Respectfully Submitted,
KBC Work Group Re: Georgetown
Charles Barnes, Chair
Joe Allen
Paul Chitwood
Billy Compton
Bill Henard
Les Hollon
Kevin McCallon
Hershael York, KBC President

10-05-05
(pb)

Appendix I: Georgetown College – Covenant Agreement

17

COVENANT AGREEMENT
BETWEEN
KENTUCKY BAPTIST CONVENTION, INC.
AND
GEORGETOWN COLLEGE, INC.

COME, KENTUCKY BAPTIST CONVENTION, INC., a not for profit Kentucky corporation, 10701 Shelbyville Road, Middletown, Kentucky 40243, Party of the First Part, and GEORGETOWN COLLEGE, INC., a not for profit Kentucky corporation, of Georgetown, Kentucky, Party of the Second Part;

WHEREAS, the Kentucky Baptist Convention and Georgetown College have long enjoyed a close relationship and desiring to continue and further this relationship do hereby enter into the following Covenant Agreement.

PREAMBLE

The Kentucky Baptist Convention is a medium through which the churches in their sovereign capacity can work together in promoting all denominational enterprises which they deem necessary in carrying out the Great Commission.

GENERAL PURPOSE

The purpose of Kentucky Baptist educational institutions is both educational and religious, namely, to prepare persons to live and function in today's world and to produce well-rounded individuals who acknowledge their duty to God, their communities, and their places of work. Christian higher education has its source of authority and reason for being in the Great Commission of Jesus. The relationship of Georgetown College and the Kentucky Baptist Convention clearly fulfills a denominational and religious purpose.

Georgetown College exists for the purpose of maintaining an institution of higher learning under Christian influences, historically related to the Kentucky Baptist Convention, for the education of men and women in all branches of useful knowledge, and especially in the liberal arts and sciences with healthy interest in preparation for the professions, which education is designed to foster the discovery, development and critical appraisal of knowledge, to promote the understanding of knowledge, and to promote the understanding and communication of ethical, moral, and spiritual values.

HISTORICAL RELATIONSHIP

On January 15, 1829, an act of the Thirty-Seventh General Assembly of the Commonwealth of Kentucky was approved which incorporated the trustees of the Kentucky Baptist Education Society. Acting on the legal authority thus granted, "The Trustees of the Kentucky Baptist Education Society" founded Georgetown College, the first Baptist College west of the Allegheny Mountains. This event occurred eight years prior to the formation of the General Association of Baptists in Kentucky in 1837. (In 1961 the name was changed to the Kentucky Baptist Convention.)

The original charter provided for twenty-four trustees who were to be self-perpetuating and to exercise control over the affairs of this educational institution.

From 1829 until 1851 the trustees of the Kentucky Baptist Education Society were the trustees of Georgetown College. However, in 1851 when the membership of the Society was enlarged, the Society was given the power to elect the Board of Trustees which consisted of twenty-four persons drawn from the Society's membership.

In 1906 a change was made in the method of selecting trustees when the Baptist Education Society of Kentucky was formed to promote Baptist education in the state. A change in the charter gave this latter body the power to elect trustees of Georgetown College on suitable nominations made by the Kentucky Baptist Education Society.

At the 1941 annual meeting of the General Association, an extensive report was made concerning Christian education which provided for the General Association to elect the trustees of institutions which received Cooperative Program funds. In subsequent sessions, various formulas for distribution of funds, approval of changes in the status of institutions, and many other matters have been discussed, but no essential change has been made in the recommendation in 1941.

The action of 1941 stated: "That each school or college participating in the proceeds of the Cooperative Program present annually for the nominating committee of the General Association two names for each vacancy on its Board of Trustees; that said nominating committee may nominate one of these for each vacancy to the General Association, that such nomination shall not preclude the making of other nominations in the sessions of the General Association."

In 1942, a change was made in the charter of Georgetown College to allow the General Association of Baptists in Kentucky to elect the trustees of the college.

Since 1942, Georgetown College and the Kentucky Baptist Convention have enjoyed a close relationship with the trustees of the college being nominated by the nominating committee of the Kentucky

Baptist Convention and being elected in accordance with Convention bylaws and committee guidelines.

K.B.C. PURPOSE

The primary purpose of the Kentucky Baptist Convention in supporting Georgetown College is to advance the Kingdom of God in the area of Christian higher education. Such purpose should at all times be recognizable within the ministry of Georgetown College.

BAPTIST CHARACTER

It is the intent of the Kentucky Baptist Convention and of Georgetown College that Georgetown College shall maintain its Baptist character as set forth in its purpose and the support of the Kentucky Baptist Convention is based upon faithful adherence to that purpose.

TRUSTEES

The Kentucky Baptist Convention shall in return for funding as set forth hereinbelow be given by Georgetown College the right and responsibility in the selection and orientation of trustees of the institution as set forth herein.

Trustees for Georgetown College shall be elected in accordance with the Constitution and Bylaws of the Kentucky Baptist Convention and the Articles and Bylaws of Georgetown College. A term of office for trustees of Georgetown College shall be a period of four (4) years. The President of Georgetown College may submit to the Committee on Nominations of the Kentucky Baptist Convention one (1) name for each trustee vacancy plus one or more alternate names. The Committee on Nominations may choose from the names submitted,

but if it does not wish to choose from said names, it will confer with the President of Georgetown College prior to making such or other nominations. All nominations so submitted shall state the qualifications of the nominees and the reason for said nominations and all nominees shall have given permission for their names to be placed before the Committee on Nominations and subsequent election by the Kentucky Baptist Convention.

As a separate, independent corporation, Georgetown College has the authority to set its own service requirements and in so doing shall be solely responsible for their appropriateness and for their correct interpretation and enforcement.

Georgetown College and the Kentucky Baptist Convention will conduct orientation sessions for trustees as may be deemed advisable so as to clearly establish the relationship of trust that exists between the Kentucky Baptist Convention and Georgetown College, and to establish clearly for the trustees their relationship to and responsibility for Georgetown College. The Kentucky Baptist Convention shall assist in carefully explaining their responsibilities as trustees both to the institution and to the Kentucky Baptist Convention.

K.B.C. SUPPORT

The Kentucky Baptist Convention recognizes in the furtherance of the purpose of the Kentucky Baptist Convention that financial and other support included but not limited to the following are desirable in the furtherance of the purposes of both the Kentucky Baptist Convention and Georgetown College. This support shall include financial

support from the Cooperative Program in accordance with recommendations as made by appropriate committees of the Executive Board of the Kentucky Baptist Convention. The Kentucky Baptist Convention may be a designated receipts channel for the benefit of Georgetown College. Georgetown College may be allowed under rules and regulations as set out by the Kentucky Baptist Convention to conduct financial campaigns with particular reference to churches in Kentucky. Such campaign opportunities shall be in accordance with the Kentucky Baptist Convention rules, regulations and procedures.

The Kentucky Baptist Convention shall acknowledge its support of Georgetown College by encouraging students to attend such a college by the providing of scholarship assistance wherever possible and providing means through its churches for the dissemination of information concerning enrollment at Georgetown College.

The amount of support given by the Kentucky Baptist Convention shall be determined by the Kentucky Baptist Convention and its determination shall be final.

RELATIONSHIPS

Relationships between the Kentucky Baptist Convention and Georgetown College shall exist as relationships of mutual purposes, mutual interests, mutual concerns, and mutual programs that may be desired. In no relationship shall there be fiscal or other liability implied or expressed unless specifically stated in contracts and/or supportive documentation between the two entities.

The relationship will allow for the trustees of Georgetown College as a body corporate, and/or their agents to pursue with all due diligence operation of the educational institution under

its own Articles and Bylaws without limitations from this Covenant Agreement unless specifically set forth herein; to provide educational opportunities for members of Kentucky Baptist churches and others; to provide counsel to the Kentucky Baptist Convention in development of policies.

REPORTING REQUEST

Georgetown College shall submit to the Kentucky Baptist Convention in return for the financial and other support as listed herein from the Kentucky Baptist Convention the following:

1. An annual audited financial statement which shall be in accordance with generally accepted accounting principles for that type organization.
2. Certificate or certification of liability insurance by the College.
3. Periodic reports to the Kentucky Baptist Convention through its Executive Board and annual reports to the Kentucky Baptist Convention Annual Meeting.

INDEBTEDNESS INSERTION

In creating any indebtedness, in which the Kentucky Baptist Convention has not specifically joined, Georgetown College agrees that any lending institution must affirmly declare that its reliance for repayment is entirely from the institution incurring the obligation and that the loan is not made upon reliance of the Kentucky Baptist Convention, its Executive Board, or any agencies or institutions related to the Kentucky Baptist Convention and in the event of default, the lending institution will look solely to the assets

of Georgetown College for satisfaction. Both parties recognize that Georgetown College has absolute authority to deal with others in the conduct of its business and in dealing is solely responsible for its own acts, debts and obligations and will make this clear to others at any time any question thereto arises.

DISSOLUTION

Georgetown College will in accordance with the United States Internal Revenue Code 1954 as amended prepare a satisfactory dissolution clause so that its assets not otherwise required to be distributed upon said dissolution to others will be distributed to the Kentucky Baptist Convention.

COVENANT TERM

This Covenant Agreement is designed to clarify and make more permanent the relationship between the Kentucky Baptist Convention and Georgetown College. This relationship is built upon many years of faithful commitment and trust by many individuals and by many millions of dollars contributed by Kentucky Baptists in support of Georgetown College and by the support of many Georgetown College graduates to the Kentucky Baptist Convention. It is designed to reflect the glorious heritage of our past and to provide a clear definition of our mutual purpose and relationship for the future.

Therefore, it is the intention of the Kentucky Baptist Convention and Georgetown College that this shall be a covenant binding each to the other as set out herein. This Covenant Agreement shall not terminate except on notification of one party to the other at a meeting of the Kentucky Baptist Convention in

annual session at least four (4) years prior to the date of said termination.

AMENDMENTS

Recognizing that revisions may be necessary or desirable subsequent to the signing of this document, it is agreed between the Parties hereto, that all amendments, revisions, and/or changes be in accordance with the following procedures. Requests for amendments may originate with either Georgetown College or the Kentucky Baptist Convention, in Convention action, in its Executive Board, or in an appropriate Committee. Proposed amendments shall be ratified by both Parties by a two-thirds (2/3) majority of the Georgetown College trustees present and voting at a regular or duly called meeting and by a two-thirds (2/3) majority of the messengers present and voting at a regular or duly called session of the Kentucky Baptist Convention. Any amendment so ratified by both Parties shall become effective on the date of the final ratification.

THIS INSTRUMENT signed this 3rd day of April, 198⁷~~6~~, by and between Georgetown College and the Kentucky Baptist Convention. Said Agreement having been approved by the trustees of Georgetown College on the 3rd day of April, 198⁷~~6~~, and by the Kentucky Baptist Convention in annual session on the 11th day of November, 1986.

KENTUCKY BAPTIST CONVENTION, INC.

BY: A. B. Colvin
President

ATTESTED BY: William M. Moultrie
Executive Secretary

GEORGETOWN COLLEGE, INC.

BY: Paul G. Parks
Chairman of the Board

ATTESTED BY: W. Morgan Patterson
President

COMMONWEALTH OF KENTUCKY)
COUNTY OF)

Before me, a notary public, personally appeared the above-named Georgetown College, a corporation, by W. Morgan Patterson, Pres.
Paul J. Parks, Chairman
Board of Trustees, to me personally known, who acknowledged that they be, and that the same is their free act and deed personally, and the free act and deed of said corporation.

In testimony whereof I have hereunto affixed my name at Georgetown
Kentucky, this 3rd day of April, 1988.

My commission expires April 10, 1988.

Ina Jo Griffith
Notary Public

State at Large, Kentucky

COMMONWEALTH OF KENTUCKY)
COUNTY OF JEFFERSON)

Before me, a notary public, personally appeared the above-named Kentucky Baptist Convention, a corporation, by A. B. Colvin &
William W. Marshall, to me personally known, who acknowledged that they be, and that the same is their free act and deed personally, and the free act and deed of said corporation.

In testimony whereof I have hereunto affixed my name at Louisville, Kentucky, this 21st day of November, 1986.

My commission expires June 13, 1987.

Paul B. Cason
Notary Public

At-Large, Kentucky

VITA

Alan Medders was born in Anniston, Alabama. Reared in Anniston, he graduated from Anniston High School in 1980. After graduating from Samford University (AL) in 1986 with a Bachelor of Arts degree, he moved to Kentucky to attend The Southern Baptist Theological Seminary where he completed his Master of Divinity in 1989 and a Doctor of Ministry in 2000.

While at Samford University and the Southern Baptist Theological Seminary from 1982 to 1992, he served as a youth minister and later a pastor in several churches throughout Alabama and Kentucky. In 1993 he made the transition to higher education working his way up to the vice president level positions at Campbellsville University, KY, University of North Alabama and currently at Columbus State University, GA.

In addition to his work in higher education, Alan has also worked with several companies over the past 15 years facilitating leadership workshops. In 2005, he began pursuit of the Ph.D. degree in higher education administration at the University of Tennessee, Knoxville. He lives in Columbus, GA with his wife Denise. They have two daughters, Alison and Andrea.