

**The University of Arizona®**  
**Faculty Senate Executive Committee**  
**1216 E. Mabel St. (PO Box 210456)**  
**621.1342**  
**facultycenter@email.arizona.edu**  
**Minutes: January 24, 2021**  
**3:00-5:00 p.m.**  
**VIA ZOOM**  
<https://arizona.zoom.us/j/9503583576>

Present: M Hingle (Chair), M Brewer, M Bolger, B Brummund, C Casey, J Dudas, T Dysart, W Fink, P Gordon, L Folks, R Hammer, S Helm, M Hymel, K Kline, J Lawrence, W Neumann, M Stegeman (Parliamentarian), J Summers, D Ohala, and R Tsosie

Absent: J Curry, and S Sen

Guests: J Frumkin and President Robbins

**Call to Order**

Chair Hingle called the meeting to order at 3:03 p.m.

**Approval of the Agenda**

Hingle moved to approve the agenda. Motion was seconded. Motion passed.

**Approval of the Minutes of November 15, 2021**

Approval of the minutes of November 15, 2021 was deferred pending corrections.

**UPDATES**

**Chair of Faculty – Jessica Summers**

Jessica Summers discussed a program going forward to ABOR's Academic Attainment meeting this coming Thursday for a clinical Master's degree program, which Hammer said was on the Faculty Senate agenda. Another ABOR agenda item of interest is increasing the number of transfer credit hours for people who are getting a Bachelor's of General Studies degree. The increase is substantial in the number of credits (from sixty to seventy-five) that students can transfer from outside UArizona. Hingle explained that UGC Chair Bolger is teaching a class on Mondays and will join Senate Executive Committee around 4:00 p.m. Simmons will fill in for her at the UGC level at Faculty Senate meetings for the first part of the semester. Summers feels Faculty Senate should review the proposal at its January or February meeting. Folks said the intention of the proposal was to make it easier for students to succeed.

**Secretary of the Faculty – Michael Brewer**

Brewer said that in preparation for the upcoming election, the census has been reviewed and Workforce Systems added voting codes for faculty where they were needed. Brewer worked with Faculty Center staff on the Constitution and Bylaws and parsed out the documents into two versions to show changes already approved by Faculty Senate and those that are still being considered. Page and line numbers have also been inserted to make for easier referencing. The grievance portion of the Bylaws has been detailed with explanations for revisions and will be reviewed by APPC on January 26, 2022. Faculty Senators were invited to attend that meeting and have their questions answered.

**Vice Chair of the Faculty – Melanie Hingle**

Hingle reported that the Shared Governance Review Committee met a couple of weeks ago and had finalized a penultimate version of the Guidelines for Shared Governance Memorandum of Understanding. Minor changes are still being discussed with regard to searches and one more meeting will be necessary before the document will be unveiled at the March Faculty Senate meeting.

**Provost – Liesl Folks**

Folks invited President Robbins to the meeting. Robbins explained that he would like to update the committee on the progress of UArizona Global Campus (UAGC) since the acquisition a year ago. As part of the full disclosure on the agreement, after three years, there is a provision to bring UAGC into UArizona. Robbins explained that for many

reasons, a decision has been made to explore exercising the option to bring UAGC into the University. The main reason for the acceleration on this process has to do with the Department of Education. What this means is UAGC is now a separate University with its own governing Board and that Board would be abolished, students, administrators, and potentially some or all of its faculty would move into the University of Arizona. How the move will be structured will be done by a Task Force, as well as SPBAC, Faculty Senate and other stakeholders across shared governance. The Regents, accrediting agencies including WASC that accredits UAGC and Higher Learning Commission that accredits UArizona will be closely involved. Robbins asked for questions. Hymel wanted clarification that there was an option to accelerate and the option was exercised. Robbins replied yes, the option to accelerate and not wait three years was put in place. Hymel asked if that option was to investigate whether the merger would take place or whether the merger was going to happen for sure. Robbins replied that UArizona signed the Temporary Program Participation Agreement (TPPA) with the Department of Education and the UArizona Foundation is the sole member of the corporation that owned UAGC. After a year's time, the UArizona Foundation and UAGC had to submit a consolidated audit or come up with a \$103M letter of credit. This situation created problems for The Foundation. Its auditor did not believe that UAGC had sufficient control to justify a consolidated audit and they proposed a combined audit to the Department of Education, which was rejected. A three to four-week maneuvering period was done over the holiday. The Department of Education gave UAGC, the Foundation, and UArizona the opportunity for Option C, which was that UArizona would sign the TPPA and would be responsible for UAGC moving forward. Once that decision was made, ABOR wanted to have control over UAGC and abolish the separate University and incorporate it into UArizona in some form, whether it's setting up a separate enterprise, branch campus, or a separate 501(c) (3) (similar to what Arizona State University does). Together, nothing has been decided. Hymel asked how the Department of Education arrived at this conclusion. Robbins responded that the possibility existed, and based on Biden winning the election, he would staff the Department of Education with Obama education leaders. After a year, the administration started to focus on for-profits like Ashford moving toward non-profit status and cleaning up all the transgressions that had occurred under the for-profit arrangement with Zovio. Although there are aspects of current negotiations that cannot be disclosed, Robbins is fairly confident that over the course of three years, the Board would successfully clean up Ashford. The endeavor is happening and tremendous progress has been made over the past year, along with developments on the horizon with Zovio in the coming months. Having conversations will make this endeavor a much more attractive situation. Dudas added that with the new administration, pre-approvals could not be granted. All parties involved have the same concerns about what Ashford and Zovio were before, and UArizona is going to change everything. The Department of Education was skeptical until they realized UArizona was involved, and that was the impetus to exercise our intent. Hammer said that the prime focus at this point should be getting started on an investigation. There is going to be a Task Force to resolve all the issues that students and faculty potentially will be facing coming into the University of Arizona, rather than conveying that this is a fête accompli. Hammer feels that what many of the faculty are concerned about is not just the past fiscal issues, but the quality control issue over faculty and students. From Hammer's perspective, the issue is not combining entities and UArizona having a global online enterprise. Folks added that in undergoing this endeavor, UArizona has to be clear about not doing any harm to its own rank and reputation, and even though at this point there aren't answers about how UArizona will be structured, the aim will be to have a separate student body and a separate faculty body to do no harm to UArizona, with both under the umbrella of UArizona. A key driver to do no harm to UArizona's rank and reputation will determine what the structure will look like under Arizona constraints. Similar to the University of Maryland that has an open-enrollment University and its highly-selective online University, a similar structure is what UArizona is striving for. Hammer suggests that the announcement of a Task Force come before any move to Faculty Senate. Dysart added that a clear plan for a Task Force that involves significant faculty and student participation is needs to be conveyed from day one. Summers said she learned recently about a similar attempt at UArizona in the 1990s with the Arizona International College. Apparently, the endeavor went south and a lot of faculty were harmed in the process, and Summers is suggesting that the University look at that history so problems may be alleviated this time around. Summers also feels that the leadership appointed to the process for investigation is critical. Although Brent White didn't do a bad job previously, he ignored suggestions from shared governance and went full steam ahead without undertaking any recommendations that were given. Someone in the leadership position to help assist Senior Leadership Team with decisions, and someone who is a good listener and takes everything into account. Fink said that White gave Faculty Senate explicit assurance that UAGC (Ashford at the time) would never be part of UArizona, and this is written in the minutes. Robbins interrupted and said the minutes state him explaining the agreement was a three-year option with Zovio and Ashford to bring the venture into the University. The explanation was not agreeable to then Senator Acosta, who was opposed to such a venture. Fink said that the University went through the merger of the College of Medicine and Banner, and subsequent to that, there was a two-class system, meaning faculty who became Banner employees and UArizona faculty. Soon thereafter, there was an issue whether Banner employees were to be given a University vote code. Fink asked if there would be two different types of faculty and students at UArizona, will there be differences in salary and benefits structures, and will there be at some point requests made from people under the former UAGC umbrella to opt for voting privileges and push to be part of Faculty Senate. What is the vision on these challenges that lie ahead. Folks responded that these are the questions that need to be answered by our faculty in the transition process, and we also need the active involvement of the UAGC faculty, because UArizona is not going to set up a two-class system. Many good examples exist around the country for us to use as exemplary models. There are Universities that have branch campus models where every

branch has its own faculty governance, its own admissions and student policies, and still the system is able to leverage advantages with the finance and HR software electronic systems that cost hundreds of millions of dollars. An economy of scale benefit and a brand of marketing benefit is attainable by being very clear that one is an open-enrollment/online campus, one is a selective campus for immersive students and make sure good articulations are broadcast between both entities. Folks said that research partnerships are being forged between faculty at both campuses currently, and it is essential that we have a flourishing of good ideas and partnerships. Circling back to the original question, there are no answers yet and the collaboration needs to be modeled. Robbins added that most every professor at UAGC is adjunct, and possibly less than 100 are full-time. UAGC's model for teaching is quite different than UArizona's with a Master Instructor model where the full-time faculty do the bulk of the work developing new curriculum and deploy it using adjuncts out in the field. Helm asked if there was a decision that the merger was taking place or if there is a decision to explore the merger. Robbins replied that it is a decision to explore the merger and whether to bring UAGC into the University and how that would be done. Helm reiterated and asked if this is a decision to merge, in one form or another, under an umbrella of UArizona. Robbins replied yes. Helm stated that the decision has been made to merge, and we will need to figure out how to best communicate that this decision was already made because the campus community will be quite upset about the decision. After that communication is the time to start thinking about the Task Force and all of the other things associated with this merger and how to figure it out. Helm encouraged leadership to think very carefully about how this decision will be communicated, because Helm herself didn't understand what has been happening despite lengthy conversations about the Ashford acquisition. Dudas made a correction of the word "merge" and suggested using "acquired." Acquired means Ashford can come in as a separate entity owned by UArizona, whereas merging means putting the two entities into one, which is not happening. What UArizona now has is an affiliation Helm said that discussion has been centered around the Ashford acquisition, and discussion is beyond that because Ashford has been purchased. Dudas said that it might be a good idea to explain that UArizona now has an affiliation, and acquisition would mean UArizona transcends from being affiliated partners to owners. UArizona will have more control, including control over how much comes under its umbrella and how much does not. Hymel asked for clarification on the UArizona Foundation's criteria for consolidated financial statements. Robbins responded that the first option was the Department of Education requested consolidated audited financial statements. The Foundation's auditor reported that the Foundation did not have enough control of UAGC and that consolidated audit was not possible. Hymel said that control typically depends on percentage of ownership and could also be defined in a number of ways. Robbins replied that ownership in the for-profit world is one thing, in the non-profit world it's that the UArizona Foundation was the sole member of the corporation, so they had ultimate control and could have abolished the University unilaterally, they could have forced them into involuntary bankruptcy, and those two points alone led everyone else to believe that the Foundation did have control. For whatever reason, this scenario did not work. Since the consolidated financial statements were not viable, option two was to put up a \$103M letter of credit. Clearly, UArizona couldn't provide a letter of credit because of the gift clause in the Constitution. Neumann said that it appears control and ownership is moving to UArizona from the UArizona Foundation. Robbins replied yes. Fink said that a recent article appeared in "Inside Higher Education" and asked for comments from Robbins and Folks on lower than expected enrollment and pending lawsuit investigations. Folks responded that UArizona bought the assets of Ashford University, not the liabilities, and all liabilities reside with Zovio, the former owner of Ashford. Legal cases in California will proceed and UArizona will most probably receive negative publicity. As Ashford transformed into UAGC during the pandemic, it has had a decrease in enrollments, which is not uncommon when a change of ownership takes place. Data has shown that online Universities have struggled with enrollment more than flagship, immersive colleges like UArizona through the pandemic. Time will tell how quickly enrollment can build back up from these circumstances. One piece of data that Folks finds interesting is that the UArizona male student enrollment is decreasing through the pandemic and now shows a 60:40% female to male ratio for enrollment. Male students make up most of the build-back four campuses like UAGC. The decrease was factored in since the trend was noticed at Maryland and Purdue Kaplan. No one is panicking, but watching very carefully, and dips in enrollment are common when rebranding takes place. Robbins added that the article was well-written and most of the things were accurate, but thinks there were also some glaring inaccuracies. The article said UArizona was to receive \$37M instead of \$20M, or \$17M net after fees paid. Secondly, the lawsuit of the Attorney General from California against Zovio is only against Zovio. That trial has concluded and the judge will render a verdict in the next weeks to months. UAGC is not affected and UArizona will not be affected. Crowe at Arizona State University has been in the online platform for over fifteen years, and Robbins feels that it's a good idea to serve students that have traditionally not been served by UArizona, and this is part of our mission to do so. Robbins understands there is going to be anger from many people over UAGC, but at the end of the day it's about serving the students. Folks added that the article stated that Zovio has continued to practice in deceptive ways. UAGC has been inspecting all aspects of Zovio's business practices as part of the transition and this was written into the agreement between UAGC and Zovio that there would be very strong oversight of their recruiting and retention processes. If the Attorney General of California had evidence that something deceptive was taking place, the Attorney General is obliged to share that information with the institution and disclose the problems. No evidence has been disclosed. Dudas clarified that UArizona is not associating itself with the past misgivings of Ashford and Zovio, it is associating itself with the students and the new entity. This endeavor is about moving forward. Robbins added that WASC has reviewed Ashford closely and accredited the college. Reading the reports from WASC, which are available, would be wise for those that have issues concerning quality. Robbins agrees that the communication strategy needs

to convey what decisions have been made and what work is planned moving forward. Casey asked who pays for marketing costs of UAGC and will the cost be higher given a decline in enrollment. Robbins responded that UAGC pays for its own marketing costs and makes its own decisions on the budget for marketing. Folks added that it's typical to spend 14-18% of revenues on marketing. Currently, UArizona has invested 11-12% in marketing for its online classes. It will be up to UAGC's Provost and President to make the decision. Summers asked what is the investment strategy and how much is it going to cost over time to integrate UAGC with UArizona, and where will that money come from. Money is going to be necessary to get everything up and running, but conversations have also centered around increases in faculty salaries. Summers feels that faculty will have the most difficulty with the costs associated with integration. Folks responded that she doesn't expect the costs to be enormous on the scale of the University's operations, but what we are looking at for operational efficiencies that we can leverage by supporting more students for the same infrastructure base. Folks anticipates moving to common shared systems for efficiencies and moving to larger scales where the cost decreases on a per student basis. No sudden bursts in expenditures is anticipated. Folks is more concerned about faculty and staff salaries than the issue Summer has raised. Robbins said that there are many aspects of UAGC that are still confidential and cannot be discussed. Once the lawsuit is adjudicated, things will become clearer in the next couple of months. Brewer asked if part of the integration was to do without a third party, such as Zovio, across both entities to do that same work. Robbins replied that Brewer's question delves into details that cannot be currently discussed, but someone has to oversee the OPM services. Currently, there is a contract with Zovio to perform this function for fifteen years. There are key performance indicators between Zovio and UAGC that must be met. UArizona will revisit OPM services as this journey continues, and nothing will be discussed further at this point in time. Dysart mentioned appeals which will prohibit discussion further down the road. Folks stressed that committees need to be set up to work through these aspects of the integration, and feels that possibly a combination of internal and external OPM services may work well. Currently, these questions need to be dealt with and resolved. Hingle wanted to know what the next step is for Faculty Senate with a meeting a week away. Folks responded that Steve Moore is drafting a message that will go out to the campus community from Robbins announcing what has been shared in this meeting. Scheduling some time at the next Faculty Senate meeting to discuss this issue openly will start the process of getting questions answered, FAQ's up on the website, and group building to look at all the different aspects of the organizational structure and what that will look like. Summers suggests leading discussions with the welfare of the students as priority. Logistics for the next Faculty Senate meeting were discussed. Fink asked what the role of the Faculty Senate would be. Folks said she was unsure until the other "how to" questions were resolved. Things will not be clear until the structure is solidified. Fink clarified that Faculty Senate will not chime in on whether or not the integration will take place, but rather how it will take place. Folks said that the collective voices in Faculty Senate that represent all the colleges provides the wisdom of the campus to make robust, wise decisions. SPBAC will also have a role with the financial relationship to the University. Neumann remarked that there should be a parallel process going on with UAGC Provost and UArizona to help align both entities on the same page. Hymel agreed with Neumann, but also wanted an explanation as to how the University arrived here and now in this situation, notwithstanding the fact that it's important to move forward, but addressing the elephant in the room would be a smart choice. Brummund said that proposals were forwarded to SPBAC for discussion and feels SPBAC is small enough with enough experience to facilitate brainstorming and discussion in small group format and bring those ideas forward for the benefit of the University. Time must be allotted to prepare materials and review them, but is confident that SPBAC can handle the task. Regarding Faculty Senate meetings on January 31 and February 7, 2022, respectively, preparing communications that are easy and clear to understand for a wide audience is incredibly beneficial because it eliminates 80-90% of the questions, among other things. It is also challenging to put together a small set of materials to succinctly and easily describe things. Wanting to move through the process as quickly as possible for all parties, but maybe the quickest path possible might be a multi-step process that would allow Moore and others to be able to put together materials that a large audience can quickly understand. Helm would like to devote two or three SPBAC sessions to understand the status quo, and to get a sense of where all this is going to go strategically and financially. Helm is not entirely sure how to phrase this mission in terms of goals. On one hand, the students are a good thing, but UArizona embarked on this endeavor because of an enrollment cliff and more from a portfolio perspective, as well as other people's perspectives. Helm said many things need to be settled and hopes for very clear and precise explanations, and hopes Vice Provost for Online and Distance Education, Craig Wilson, can show an important solid foundation before moving forward. By that time, relevant questions will come to light and we will have a better sense of what the Task Force will look like. Helm isn't sure if taking a month to report back is acceptable. Robbins said that there's no deadline. Brewer said he hoped that initial communication about this endeavor can be broadcast as soon as possible in an effort to enlighten more people about what is actually happening. With different awareness levels across campus, it's important that as many people as possible be informed so they can get answers to the questions they may have. Forums can be set up to include more of the campus community instead of trying to force everything into a two-hour meeting. Hammer agreed, and suggested having information distributed first. Ohala agreed, and Faculty Senators need to be informed that this is the first stage in a very long dialogue and that all feedback is welcome. The tendency lately is that three or four Faculty Senators are the only ones expressing views and opinions and there are more Faculty Senators who should be heard from. Breakout rooms can be beneficial in this way, because it gives more people a chance to weigh in rather than only the outspoken ones. Frumkin added to what Brewer stated about getting information distributed ahead of time so questions can be asked ahead of time and doesn't preclude having that conversation, but enhances it. It allows

for better preparation, allows for a wider set of people to participate, especially those that don't feel comfortable speaking. Hammer suggests having a UAGC meeting, and Hingle said it's up to the President and Provost to schedule those meetings. Folks responded to a Brewer's comment in chat about holding a General Faculty meeting, and Folks said she would like to present things to Faculty Senators first because they are the voice for the colleges. Summers said that she will implement a mechanism to gather information via group poll, which will aid in creating an FAQ webpage. Robbins explained that the answer to Hymel's question, "how did we get to this point" is a good question, and is part of a very long story. The recent acceleration is a totally different chapter in that long story. Hingle said that the committee can decide if this conversation should be part of the January 31, 2022 Faculty Senate meeting instead of waiting until the February meeting. The campus-wide announcement will be going out today or tomorrow. Brummund said that the questions and discussion today point to Moore and has some ideas on how to best present the content. Dysart, who worked in Federal government and has noticed that bad news is communicated after 5:00 p.m., suggests that the campus-wide communication indicate that the Senate Executive Committee was informed of the venture at today's meeting. Neumann's concern is how to handle the questions in a Google Docs, and Summers said that making people's comments anonymous and prohibiting users from seeing other people's comments that might be inflammatory will be how the poll will be set up. Neumann agreed. Committee members agreed to have this discussion at the January Faculty Senate meeting, with time for Executive Session for Honorary Degrees taking place during the last twenty minutes of the meeting.

#### **Review agendas for January 31 and February 7, 2022 Faculty Senate Meetings**

Committee members reviewed the agendas for the January 31 and February 7, 2022 Faculty Senate meetings. Hammer had a proposal approval that will be scheduled at the beginning of the February meeting. All business for the January meeting will be moved to the February meeting to make time for the UAGC discussion at the January meeting.

#### **Adjournment**

There being no further business, the meeting was adjourned at 5:11 p.m.

Recorded and transcribed by Jane Cherry