INSTITUTIONAL TRIAGE: REFLECTIONS ON BEING ACQUIRED

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INTRODUCTION

ON June 25, 2012, I walked into the dean's office[1] at Texas Wesleyan University School of Law. He and I had been summoned by our university president[2] to a hastily called meeting to discuss the law school's "academic program." Since I helped oversee our academic program as Associate Dean for Academic Affairs at the time, I was not particularly looking forward to the meeting. I assumed there would be bad news of some sort.

Instead, we were told that Texas Wesleyan University ("TWU") and Texas A&M University ("TAMU") were in negotiations that, it was expected, would result in a "strategic partnership" beneficial to both universities. One result of that partnership, we were told, would be that operational control of TWU School of Law would be transitioned to TAMU. I must have looked as confused as I felt at that moment, because the President then leaned forward and with a kind, patient face, said to me, "If everything goes as expected, the law school will be acquired by Texas A&M."[3]

* Vice Dean, Texas A&M University School of Law. When the proposed acquisition was announced in the summer of 2012, I served as Associate Dean for Academic Affairs at Texas Wesleyan University School of Law. I was named Interim Dean of Texas Wesleyan University School of Law on June 1, 2013, and I became Interim Dean of Texas A&M University School of Law on August 13, 2013. I transitioned to my current position on July 1, 2014. I am grateful for the research support and assistance of Patrick Flanagan. My work over the last two years, in particular, would have been impossible without the patience, support, and encouragement of Tanya, Zachary, Piper, and Dylan.

1. At the time, Frederic White was Dean of Texas Wesleyan University School of Law, a position he held from 2008 through 2013. He now serves on the faculty at Texas A&M University School of Law. I am grateful for his mentoring and guidance, as well as his wisdom during our ownership transition.

2. Frederick G. Slabach has served as President of Texas Wesleyan University since 2011. *See About the President*, TEX. WESLEYAN U., https://txwes.edu/info/office-of-the-president/about-the-president/ (last visited June 11, 2015).

3. President Slabach has called the acquisition a "win-win-win for Texas A&M University, the City of Fort Worth, and Texas Wesleyan University." The sale allows Texas Wesleyan to focus on the success of its other academic programs and revitalization of the neighborhood surrounding its facilities. *See News Story*, TEX. WESLEYAN U. (Aug. 21, 2013), https://txwes.edu/news-and-events/all-news/texas-sized-reputation/texas-wesleyan-school-of-law-transitions-to-texas-am/#.VNl9jWTF8ow. Texas A&M University saw the acquisition of the law school as an important part of its strategy to become one of the nation's top 10 public universities. *See New Era for Law School*,

The following two years at the law school were extraordinary. We spent 2012-2013 building relationships with TAMU and laying the foundation for our transition, all the while continuing our existing programs for 750 students. On August 13, 2013, approximately one year after we were told about the negotiations, the acquisition was complete, and we began operations as Texas A&M University School of Law. The following academic year, 2013-2014, involved navigating countless changes and adjustments across the entire range of our operations.[4] One thing we did not have during the last two years was the luxury of reflection and careful planning. Instead, our work was triage. Certain tasks had to be completed so we could survive and operate as TAMU School of Law from day one. Others could wait, at least a short while.

In Part I of this Essay, I provide a brief summary of the past two years at TWU-TAMU School of Law for background and context.[5] In Part II, I provide a few reflections based on my experience in the leadership team that helped navigate our school through this significant transition. These are things I wish I had known two years ago. Perhaps law school administrators at schools facing similar institutional triage in the future will find them useful.

Given the news from law schools across the country, it seems clear that other institutional changes are brewing, if not actively underway, as this Essay goes to print. These are difficult times (and, of course, times of opportunity) in legal education. Applications, enrollment, indicators, and revenue are down nationwide, job prospects for many graduates have dwindled,[6] and schools are rethinking and reinventing their educational goals, programs, and operations. As universities and law schools grapple with these challenges, major changes will result. Institutions will "right size," merge, or close altogether. The leaders of those schools will face difficult decisions, some of which will have to be made on short notice with little time to thoroughly plan and evaluate options.

This is not a "how-to" essay. From an administrative perspective, I think we did a number of things right and well during our last two years. But, as is usually the case in life, we could have done many things better. And we certainly made at least a few mistakes. To the extent there is value in these reflections, it may lie primarily in what we could have done more effectively or efficiently.

TEX. WESLEYAN U. (Aug. 21, 2013), http://law.tamu.edu/LawSchoolNews/2014NewsRelease Archives/NewEraforthe LawSchool.aspx.

4. Our faculty and staff deserve special acknowledgement. In the face of enormous uncertainty, they stepped up with significant additional service to the law school as we changed ownership. There are too many people to recognize all of them by name, but professors Huyen Pham and Terri Helge were instrumental in helping draft new implementing rules critical to our transition during the two years I discuss in this Essay. Of course, the transition continues, and many others are pulling a heavier oar as our operations evolve.

5. Our transition and related issues were discussed in a prior essay in the Texas Bar Journal. *See generally* Aric K. Short, *New Beginnings*, 77 TEX. B.J. 233 (2014).

6. *See* Peter Schworm, *Waning Ranks at Law Schools*, BOS. GLOBE, July 6, 2014, at A1, *available at* http://www.bostonglobe.com/metro/2014/07/05/law-school-enrollment-fails-rebound-after-recession-local-colleges-make-cuts/fR7dYqwBsrOeXPbS9ibqtN/story.html#.

As challenging as these past two years have been for our law school, we are now a stronger institution. We operated as a part of TWU from 1992[7] through 2013. During that time, we gained full American Bar Association ("ABA") accreditation (1994), were granted membership in the Association of American Law Schools (2012), achieved a strong regional reputation for producing well-trained and skilled graduates, and attracted a talented faculty with diverse scholarly and teaching interests.[8] With our transition to TAMU, the future looks even brighter for our institution. Financial support for the law school has increased; we are carefully developing a number of new academic initiatives, including collaborations between the law school and other academic colleges at TAMU; our 1L indicators have improved; and we are actively hiring new full-time faculty members to add depth and breadth to our program. We are grateful to have emerged from the uncertainty and anxiety of the last two years, ready to face the future.

I. OVERVIEW OF AN INSTITUTIONAL ACQUISITION

After the merger discussions between TWU and TAMU went public in the summer of 2012, most of our administrative focus at the law school shifted to various tasks preparing for our possible transition. Senior staff of TWU, TAMU, and the law school first identified the regulatory and accreditation hurdles that had to be crossed, and we divided responsibilities and established timetables for completing all of that work.

In December of 2012, after reviewing application materials submitted by TAMU, the Texas Higher Education Coordinating Board ("THECB") granted authority to TAMU to offer a Juris Doctor degree. In addition, both TWU and TAMU sought approval for the transition in ownership from their regional accrediting agency, the Southern Association of Colleges and Schools Commission on College ("SACSCOC"). That approval was granted in the summer of 2013. Law school staff worked hard to compile data and draft narratives to support these submissions. While approvals from the THECB and the SACSCOC were necessary for the transaction to move forward, the most significant step in this process, from the law school's perspective, was consideration by the American Bar Association.

Under ABA rules, our potential acquisition constituted a major change in operations, which required acquiescence by the Council for the Section on Legal Education and Admissions to the Bar ("the Council").[9] In addition to

7. Our law school was founded as Dallas/Fort Worth School of Law in 1989. *See History*, TEX. A&M U. SCH. L., http://law.tamu.edu/DeeJ.KellyLawLibrary/AbouttheLawLibrary/History.aspx (last visited June 11, 2015).

8. *See History of the Texas Wesleyan University School of Law*, TEX. WESLEYAN U., *available at* https://cms.txwes.edu/media/twu/content-assets/images/tamu/media-kit/school-of-law-history.pdf (last visited June 11, 2015).

9. *See* ABA STANDARDS & RULES OF PROCEDURE FOR APPROVAL OF LAW SCHS. R. 29(a)(1) (2014-2015), *available at* http://www.americanbar.org/groups/legal_education/resources/standards.html. *See also id.* at R. 2(c) (granting the Council authority to "grant or deny applications for acquiescence in a major change").

acquiescence, we were seeking a determination from the Council that this transition in ownership would not constitute the "closure of an approved law school and the opening of a different law school."[10] Such a finding would allow the ABA accreditation held by TWU School of Law to transfer to TAMU School of Law with our ownership change. In the absence of that finding, TAMU and its law school would have been required to pursue the normal multi-year ABA accreditation process.

Under the 2011-2012 version of the ABA rules, the question of whether a proposed major change would result in the closure of one law school and the opening of a different law school was governed by Rule of Procedure 20(b)(2). Under that rule, the Council analyzed whether there was likely to be a significant change in the law school's (1) financial resources, (2) governance, (3) overall composition of faculty and staff, (4) educational program, or (5) location.[11] If no significant change in these areas was likely, accreditation for the institution would continue through its major change—for us, our change in ownership.[12]

Because this issue was so important, the Rule 20(b)(2) factors served to focus our initial negotiations with TAMU. In particular, financial resources and the employment status of law school faculty and staff were the topic of much discussion in the fall of 2012. After reaching agreement on these and other important issues, we submitted our application to the ABA in late 2012.

Donald J. Polden, Dean Emeritus and Professor of Law at Santa Clara University School of Law, served as the ABA's fact-finder on our application. He visited the law school in early 2013, meeting with law school faculty, staff, and students, as well as representatives from both TWU and TAMU. Following submission of Dean Polden's report and a response from TWU and TAMU, our application was on track to be considered by the ABA in the summer of 2013.

That summer was particularly challenging at the law school. We had worked very hard to lay the groundwork for our expected transition sometime late in the summer of 2013. But, because we knew the deal might not be consummated, we also had to make sure we were ready to welcome an entering class at TWU School of Law. Juggling these different balls was hard for all of our staff and faculty, particularly given the uncertainty about whether and when ownership would transfer.

In June of 2013, representatives from TWU, TAMU, and the law school met with the Accreditation Committee of the ABA's Section of Legal Education and Admissions to the Bar. Following a positive recommendation from that committee, we appeared before the Council on August 9, 2013. Later that day, as we prepared to return home, we received word that the Council had voted to acquiesce in the sale and had determined that our existing accreditation would transfer with our ownership.

10. *See id.* R. 20(b)(1).

11. ABA standards provide no guidance on how these factors are to be weighted.

12. *See* ABA STANDARDS & RULES OF PROCEDURE FOR APPROVAL OF LAW SCHS. R. 20(b)(1)-(2) (2011-2012), *available at* http://www.americanbar.org/groups/legal_education/resources/standards.html (select "Standards Archives" hyperlink, then scroll to indicated year).

Over the next two days, officials at TAMU worked with the U.S. Department of Education to ensure that federal financial aid funds would be available to our law students in Fort Worth. And, on August 12, 2013, the two universities signed closing documents that transferred ownership and operational control of the law school to TAMU.

One day later, 250 1L students streamed through our doors for orientation, and the new academic year began. In addition to operating our full law school program for 750 students spread across day and evening divisions, we spent considerable time, often frantically, behind the scenes working to integrate into TAMU.

Nearly everything was new—or at least we had to adjust to new rules, policies, sensitivities, and concerns. The range of diverse and difficult issues we faced was seemingly endless: transferring existing external contracts into the new name of the law school; ensuring that all academic records could be accessed and updated by law school staff and be viewable in an accurate form by students; working with TAMU information technology staff to review our technology needs and schedule necessary upgrades and installations; working through various issues associated with graduates from TWU School of Law, who remain an important part of our institution; identifying what holes, overlaps, and inconsistencies existed in our academic standards and student rules when compared to those of TAMU; navigating myriad budgetary issues, particularly many new ones associated with becoming part of a public university (but not yet eligible for state funding); integrating into university-wide communications efforts; establishing approaches to annual and major gift fundraising that were consistent with broader university practices and those of other TAMU colleges; and marketing both our existing operations and planned future development across a range of audiences.

During the course of the 2013-2014 academic year, all of that work—and much more—was undertaken by a dedicated and extremely hardworking staff and faculty. We operated with a relatively small number of employees at the law school (around 40 staff helped run all aspects of the law school's operations), and our resources had been stretched thin simply preparing for our change in ownership in August of 2013. We had essentially no time to meaningfully plan exactly how to implement this change. And so, during our first year as TAMU law school, we often addressed issues as they arose, with as much flexibility, patience, and creativity as possible.

II. REFLECTIONS ON BEING ACQUIRED

A. Appreciate the Psychological Impact of Significant Change

Because we were focused so much on "doing"—working on employment issues, student data, IT, budgets, etc.—I was taken off guard by the deep emotional reaction that nearly everyone in our community had to nearly all stages

of our acquisition. In retrospect, that reaction should not have been a surprise,[13] and once it arose the first time, it was clear we would be facing it again and again. But other than making small changes to process (discussed below), there seemed little we could do about the big-picture psychological impact as we navigated through the middle of the storm.

For the most part, our emotional reactions seemed to follow a rough law school version of Maslow's hierarchy of needs.[14] We first worried about survival: Would all existing faculty be brought over to TAMU? All staff? Would there be a culling process based on some unknown criteria?[15] Once basic survival was established, we moved on to other mid-level anxieties: Would titles change? Would compensation be adjusted (downward)? Would tenure clocks be reset or accelerated, or standards modified? Would reporting structures change? Would any of us be required to relocate from Fort Worth to College Station? Thankfully, at least for our psychological well-being, all of these questions were resolved favorably for the law school and our employees.

But then began the next round of worry: What would our identity be going forward, and how would resources be spent in the months and years to come? In a fundamental way, these anxieties tied back to the most primitive concern of survival: not immediate, but long term. We wanted to make sure that future resources would be spent in a way to further whatever vision of the law school we thought was most important: being skills focused, scholarship focused,

13. There is a significant body of scholarly research on institutional change, particularly change at educational institutions. *See generally, e.g.*, Melinda J. Drowley et al., *Merger in Higher Education: Learning From Experiences*, 67 HIGHER EDUC. Q. 201 (2013); Marie H. Kavanagh & Neal M. Ashkanasy, *The Impact of Leadership and Change Management Strategy on Organizational Culture and Individual Acceptance of Change During a Merger*, 17 BRIT. J. MGMT. S81 (2006); William Locke, *Higher Education Mergers: Integrating Organisational Cultures and Developing Appropriate Management Styles*, 61 HIGHER EDUC. Q. 83 (2007); Susan Cartwright et al., *Are Mergers Always Stressful? Some Evidence From the Higher Education Sector*, EUR. J. WORK & ORGANIZATIONAL PSYCHOL. 456 (2007). Institutional change can create a "threat to old corporate values and organizational lifestyles" and may leave employees in a "state of defensiveness accentuated by low levels of trust within the institution and cultural shock." *See* Kavanagh & Ashkanasy, *supra*, at 386.

14. In Maslow's hierarchy, safety motivations are foundational, with concerns about self-esteem, respect from others, and self-actualization following only once survival is assured. *See generally* A.H. Maslow, *A Theory of Human Motivation*, 50 PSYCHOL. REV. 370 (1943); ABRAHAM H. MASLOW, MOTIVATION AND PERSONALITY (1954). Clearly there is a process employees go through in processing change. One researcher described the stages of this process as including (1) disbelief and denial; (2) anger, rage, and resentment; (3) emotional bargaining beginning in anger and ending in depression; and (4) acceptance. *See* Philip H. Mirvis, *Negotiations After the Sale: The Roots and Ramifications of Conflict in an Acquisition*, 6 J. ORGANIZATIONAL BEHAV. 65 (1985); Kavanagh & Ashkanasy, *supra* note 13, at S86.

15. This is an entirely normal reaction. *See, e.g.*, Cartwright et al., *supra* note 13, at 472 (noting that job security is a "significant and continuing source of stress" in a merger context and is "significantly greater at a time when individuals [are] experiencing uncertainty as to whether or not their merger [will] go ahead").

rankings focused, jobs focused, or maybe developing some blended focus unique to our school.[16]

Working our way through these various rungs has taken months, and the process is far from complete. And even when questions or issues appeared resolved, at times anxiety persisted. For example, even after we negotiated and announced that all faculty members would be employed by TAMU at their existing rank and seniority, some doubted whether that would really be the case. Given the importance of this issue, that reaction is entirely reasonable. But this highlights a larger psychological aspect of our transition over the last two years. From my perspective, our law school community often felt out of control, as if someone else had a master plan for the institution, to which we had not been made privy. Time, open lines of communication, and the development of trust all help ease that very human reaction.[17]

Based on our experiences, I would take a couple of different approaches if going through another major institutional change. First, and most importantly, I would bring in a professional. The psychological aspects of change are significant and touch a wide range of operational issues.[18] And law school administrators are not equipped to deal with them most effectively. A counselor trained in industrial or organizational psychology could provide university and law school administrators valuable perspective in implementing programs to ease the emotional impact on relevant stakeholders. In my view, such a counselor could add significant value from the earliest days of the major change through its completion.

Second, I would try to carve out more time throughout the process for meaningful communication with stakeholders. But this is a complicated issue. On the one hand, faculty and staff anxiety seemed to arise most from the unknown,[19] so efforts aimed at increasing information flow might reduce stress. On the other hand, in the middle of a major change, there is often little definite information to pass along. Negotiations are proceeding, proposals are being evaluated, and details are under consideration. Perhaps more troubling for stakeholders, any particular snapshot of the status of negotiations might be relatively negative. Reporting that information might increase anxiety and mislead stakeholders about where the negotiations are likely to end up.

16. Defining institutional identity during and after a merger is a frequent challenge as organizations struggle to balance "new" and "old." *See, e.g.*, Daan Van Knippenberg et al., *Organizational Identification After a Merger: A Social Identity Perspective*, 41 BRIT. J. SOC. PSYCHOL. 233, 234 (2002) (describing a merger as "a formal recategorization of two social groups as one new group").

17. Anxiety within our community was significantly allayed when the TAMU provost visited our staff and faculty in Fort Worth, welcomed us into the institution, and spoke candidly in response to questions.

18. *See, e.g.*, Kavanagh & Ashkanasy, *supra* note 13, at S84 (noting and citing research to support the proposition that organizational change can have wide-ranging emotional impacts on employees, including "job insecurity[,] … threats to individual self-esteem[,] and wellbeing").

19. *See, e.g.*, Cartwright et al., *supra* note 13, at 458 (explaining and citing research suggesting that a "lack of communication and secrecy" in a merger context can lead to "uncertainty and speculation amongst employees regarding the leadership and stability of the organization").

As a compromise in this area, I would consider implementing more opportunities for faculty and staff to informally gather, ask questions, and express their feelings. These would be sessions focused more on facilitating dialogue and increasing camaraderie, rather than delivering information to stakeholders. We held a number of similar informal sessions over lunch during the summer of 2013 as our closing date approached and anxieties were high. Many faculty members who were in town attended those lunches and seemed to find them at least somewhat reassuring and valuable.

B. Keep the ABA in the Loop

Although there were other regulatory hurdles to cross before the TWU-TAMU deal could be finalized, as discussed above, we knew that ABA acquiescence would be critical. It was imperative to all of us that our accreditation continue uninterrupted as we transitioned ownership. As a result, very soon after digesting the news of our likely acquisition, senior TWU law school and university administrators reached out to the ABA Section of Legal Education and Admissions to the Bar ("Section").

We formally notified Section leadership about the negotiations and discussed the timing of our application that would seek ABA acquiescence. Over the course of the next 12 months, we continued to keep Section leadership updated on the status of our negotiations and our plans. And given the relatively unique nature of our proposed transition, ABA staff was helpful in providing input on timelines, interpretations of relevant ABA standards, and the experience of other schools that had become public. In particular, both Barry Currier (now managing director of accreditation and legal education) and Scott Norberg (now returned to full-time law teaching but who then served as deputy consultant), were extraordinarily patient and helpful as we worked our way through the relevant ABA rules and procedures.

If your institution faces a potential major change under ABA standards, I recommend the obvious: Notify the ABA early and remain in close contact. Although the decision on whether to acquiesce in a proposed major change is made by the Council of the Section on Legal Education and Admissions to the Bar after recommendation by the Accreditation Committee, staff of the Section will undoubtedly provide useful and helpful insights throughout the process.

C. Retain Expert Consultants

During the 2012-2013 school year, we were aided by the expert advice of two consultants, James P. White and Joseph Richard Hurt. Professors White and Hurt are both veteran and respected law professors with extensive experience in law school accreditation matters.[20] From my perspective, our consultants were especially helpful with several key tasks.

20. Professor White, who is currently on the faculty at Indiana University's Robert H. McKinney School of Law, served as the ABA consultant on legal education for 26 years. He is now consultant emeritus. His contributions to legal education and the accreditation of law schools

First, they provided valuable guidance to the law school during the early stages of our negotiations with TAMU. During that time, we discussed with TAMU leadership a number of key areas, such as faculty status and financial arrangements. As we engaged in those discussions, Professors White and Hurt operated behind the scenes, giving input to us based on their extensive experience with ABA standards. In addition to discussing strategy and various substantive issues with us, Professors White and Hurt reviewed and provided suggestions on drafts of our ABA application.

Second, once we moved to the stage of appearing before the Accreditation Committee and the Council in the summer of 2013, our consultants helped us organize our presentations and prepare for questions. Although probably not absolutely necessary, our consultants also accompanied us to the Accreditation Committee meeting that considered our application.

Third, and perhaps most importantly for our transition, Professors White and Hurt communicated directly to senior TAMU leadership at various points during the 2012-2013 academic year. Although TAMU leadership was quickly getting up to speed on legal education, ABA standards, and the application and job markets, TAMU had never operated a law school. To help fill the knowledge gap, Professors White and Hurt provided their objective opinions to TAMU about diverse law school operations and accreditation issues. They were able to share with TAMU not just the ABA standards and interpretations, but how they have been applied in the case of prior major changes at other schools. In addition to discussing issues by phone with TAMU, Professors White and Hurt attended meetings where senior leadership from both universities and the law school were present. In those sessions, they helped guide discussions and bring all of us back to the central issues that would be of concern to the ABA.

Given all of the hectic work that both universities were engaged in during this time, the regular input and assistance of seasoned consultants was invaluable. They served as expert herders, calming us, providing perspective and historical context, sharing insights into trends in legal education, and maintaining our collective focus on the topics that were truly important. I would not consider going through a major institutional change without similarly experienced and wise counsel.

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have been extensive, as commemorated by special resolutions passed by the Association of American Law Schools, the Law School Admission Council, the ABA Central and Eastern European Law Initiative, and the ABA Board of Governors. *See James Patrick White*, ROBERT H. MCKINNEY SCH. L., http://mckinneylaw.iu.edu/faculty-staff/profile.cfm?Id=50 (last visited June 11, 2015).

Professor Hurt has served as dean of three law schools and has been on the faculty of six. In addition to his work at various law schools, Professor Hurt served as deputy consultant on legal education for the ABA. The knowledge and experience he gained in that role helped him lead two law schools through the full ABA accreditation process as dean. He has also consulted with a number of other law schools dealing with ABA accreditation or compliance issues. *See Joseph Richard Hurt*, FLA. A&M U., http://law.famu.edu/faculty/joseph-richard-hurt/ (last visited June 11, 2015).

D. Carefully Set Goals Focused on Survival and Strong Future Relationships

As we moved towards and through our acquisition, we tried to simplify our goals as a law school. In addition to continuing operations, we wanted to shift as smoothly as possible into our new ownership. That meant making sure that all of our pressing employment, IT, and budget issues were addressed and resolved.

In addition, my goal was also to lay as strong a foundation as possible with our new university, even as we were in the middle of our transition.[21] That required quite a bit of travel from Fort Worth to College Station to meet with senior university administrators and other deans about issues such as future collaborations between the law school and other colleges at TAMU, university money that might be available to help support our operations, the metrics by which law school success would be measured in the future, and possible areas of programmatic development for the law school. Those meetings also gave me an opportunity to convey to senior TAMU leadership our law school's culture, values, and history, which I hope led to more thoughtful discussions later about various integration issues.[22] For example, our law school began operations as a part-time evening program. Some of our most loyal alumni were part-time students, and a number of our senior faculty taught in that initial program. As a result, it was important to make sure that the needs of our part-time students were met in our transition. Overall, I thought it was critical to develop effective relationships with our colleagues in the broader university.

Institutional change brings opportunity, and our transition triggered quite a bit of internal discussion about our future direction as a law school. But given everything else that we were working through, strategic planning at the same time would have been unwise. There were too many unresolved issues, including ones related to resources. And our various stakeholder groups probably would not have had the emotional capacity or energy to work through questions about institutional identity and strategic direction for the future. Instead, faculty and staff time was best spent making sure that our transition in ownership was as successful as possible.

E. Hire or Appoint a Project Manager

I expected going into this process that our acquisition would be complicated, but I underestimated its complexity by a long shot. Being acquired (or, I would expect, merging, consolidating, downsizing, or closing) involves countless diverse tasks, most of which are comprised of many subtasks, requiring the input of various internal and external experts, and needing to be completed in a particular order and on a specific timeline. There also needs to be careful

21. *See* Drowley et al., *supra* note 13, at 210 (emphasizing the value of strong personal relationships between leaders of the various parties as helping to facilitate the merger process).

22. The question of how merger affects the sociocultural dimension of an organization has received relatively little research attention. *See, e.g.*, Kay Harman, *Merging Divergent Campus Cultures into Coherent Educational Communities: Challenges for Higher Education Leaders*, 44 HIGHER EDUC. 91, 92 (2002); Locke, *supra* note 13, at 99.

organization and communication with a number of regulatory bodies before many of the practical details of the transition are planned and implemented. In short, a major change needs to be carefully managed—ideally by a dedicated project manager.

One example illustrates how complex an apparently simple issue can be. We needed to make sure that, on our first day operating as TAMU School of Law, our registrar's office would be able to access all student academic data. This was especially important because we transitioned ownership less than one week before classes began. As a result, at the time of closing, students had already returned to campus and were making the usual requests about adding and dropping classes, changing divisions, and clarifying rankings. We faced several challenges on this front.

First, TWU and TAMU had somewhat conflicting motivations at that time. TWU controlled the data as long as the law school was owned and operated by TWU, and that university voiced reasonable concerns about protecting its students' privacy. In particular, TWU administrators knew that the deal could always fall apart before closing. From TAMU's perspective, it wanted law student academic data as early as possible so it could migrate that information into its databases and undertake a quality control check. The question of exactly when, and in what form, TWU could transfer student data to TAMU took considerable time, research, and negotiation.

Second, the two universities used different databases to house their students' academic information. So, an additional layer of concern was exactly how to code law student data in a way that would allow for manageable migration into TAMU systems. Without actual law student data to test this entire process, we faced serious questions about whether all the information transfers could be accomplished effectively and in a timely manner.

Third, TWU and TAMU used slightly different grading scales, and the databases each university used tracked those scales. In particular, TAMU does not generally award grades with plusses or minuses. This raised concerns about (1) whether we would be able to award plusses and minuses going forward (which triggered the question of whether and, if so, how we would integrate our academic standards into those of the broader university) and (2) whether grades with plusses and minuses that we had awarded in the past would carry forward into the new database, be calculated in our students' grade point averages, and be viewable on official and unofficial transcripts.

So, the "simple" issue of student data ended up raising thorny questions about privacy, dueling academic standards, technical compatibility of the two universities' databases, what information transcripts would contain, and even whether the TAMU system could receive and process grades calculated on a different scale.

For various reasons, we did not employ a formal project manager in our transition. Instead, that work fell on a few senior staff of the two universities and the law school who identified issues that needed to be resolved and then worked on them. For the most part, I think we did an effective job. But we were neither as organized nor as efficient as we could have been, mostly because all of us informally wearing the project manager hat were busy undertaking other work to

make the transition successful. Of course, for all of us, our transition-related work came in addition to the usual day-to-day demands of running a law school.

So, for example, when we were initially told that the TAMU student database might not be able to accept prior TWU plus/minus grades or support the awarding of those grades (and the resulting grade point average calculations) going forward, I met with IT staff in College Station to discuss this matter. They had no experience working with law schools, and I did not have any formal IT training. But together we were able to work through enough technical details to find a database solution. Armed with the knowledge that it would be *possible* to display plus/minus grading in the TAMU system, we began working on the policy/academic standard angle of whether we would be *allowed* to use an alternative grading system at the law school.[23] We, along with other professional schools at TAMU, were ultimately successful in gaining approval from the university to implement grading scales that were consistent with peer institutions. For the law school, that meant a continuation of plus/minus grading.

A dedicated project manager would have made this particular issue, as well as the broader transition process, significantly smoother, more efficient, and less stressful. A project manager could establish a clear timeline for all of the necessary tasks, recognizing that regulatory approvals and acquiescence would need to come before most of the other work. Then the remaining tasks, large and small, would be planned using teams of employees with the necessary skills and expertise.[24] To be most effective, the project manager should have the authority to assign and reprioritize work, as well as enforce timelines and quality control expectations. Using a project manager would allow senior leadership of the school to focus on the substantive work of getting the major change accomplished.

F. Be a Realistic Optimist

An institution's leadership team plays a significant role in how faculty and staff react to a major change.[25] Sometimes there is purely "good" news to report, and sometimes the news is "bad." But usually it falls somewhere in between. In delivering that in-between news, either formally or informally, the school's administration has many choices, including what tone to set.

This is an intensely personal decision, and it will be impacted by a number of factors that are unique to the particular situation and people involved. For me

23. While we worked through normal channels to get these changes implemented, we also explained to our university colleagues that there could be accreditation implications if the law school lost control over its grading policies and practices.

24. A project manager would also be able to help balance the need to have a small, flexible management team (which helps expedite the negotiation process) with the need to have widespread buy-in from the organization at implementation. *See* Drowley et al., *supra* note 13, at 209-10.

25. *See, e.g.*, Kavanagh & Ashkanasy, *supra* note 13, at S82 (discussing and citing literature suggesting that an institution's reaction to change is "shaped substantially by the behaviors of the leader"); Locke, *supra* note 13, at 91 (emphasizing that the importance of the leadership's vision after the merger may result in "positive pull" factors that often take over from the "negative push" factors that can lead to merger).

and those I worked with, a general attitude of cautious optimism seemed to be the best approach. Where possible, I stressed with my colleagues the potential benefits of our transition, as well as any good news we could share about the status of negotiations and our future operations. I usually chose not to share the daily back-and-forth of negotiations or minor concerns that I thought would likely fade from importance. I hoped this approach would lay the strongest foundation possible for a positive, constructive, long-term relationship between the law school and the broader university.

Taking that approach did not mean lying. When the news about an important topic was not good, I shared that honestly with our faculty and staff. In those instances, I wanted them to know what we had done to work for a different outcome and why we had not prevailed. But I also tried to couch that news in the broader context, which was usually positive for the institution.[26]

Adopting a negative or defensive attitude about our transition might have been easier at times, but it also would have been corrosive to the institution. In reality, our administration had the opportunity to influence the course of our transition by educating TAMU about law school operations and ABA standards, articulating how acquisition of the law school could benefit the larger institution, and working hard to make the change in ownership successful. And in truth, none of us knew (or knows) exactly how the transition would (or will) work out in the long run. Wasting time and energy on negativity, especially in the face of such uncertainty, would not have been productive.[27] In fact, that approach would have fostered broader institutional anxiety, as faculty and staff looked to law school leadership for cues on how to approach uncertainty.

CONCLUSION

Over the past two years, we have navigated an enormous institutional change. Looking back on that experience in triage, several reflections stand out as especially important to me and possibly useful for other schools approaching their own transitions. First, outside experts could bring significant value to the process, making the overall effort more efficient and relieving stress on the institution. Professionals with experience in organizational psychology and project management would be especially valuable. Second, communication both within the law school and with outside constituencies is critical, but it presents a number of challenges that need to be carefully considered. In our case, effective communication with our new central university flowed from strong relationships built during the early stages of the process. As a consequence, time spent

26. Social science researchers stress the importance of merger communications processes and regular consultation with employees at all levels. *See, e.g.*, Cartwright et al., *supra* note 13, at 474. In particular, it is valuable to regularly emphasize the "potential benefits of the merger, both at the individual and organizational level." *Id.*

27. In some ways, this approach tracks the Zen Buddhist concept of *shoshin*, or beginner's mind: clearing away preconceptions and remaining neutral and open to possibilities. In Shunryu Suzuki's classic formulation, "In the beginner's mind there are many possibilities, in the expert's mind there are few." SHUNRYU SUZUKI, ZEN MIND, BEGINNER'S MIND 21 (1970).

developing those relationships was well invested. And finally, a reflection mostly implicit in this Essay: A successful major change transition really comes down to the hard work, flexibility, and patience of a team. If it had not been for an exceptionally talented group of law school staff and faculty, as well as hard-working and dedicated colleagues at TWU and TAMU, we would not be where we are today.