

February 25, 2014

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PRESIDENT
Mary Ellen Petrisko

Mark Schulman
President
Saybrook University
747 Front Street, 3rd Floor
San Francisco, CA 94111-1920

Dear President Schulman,

During its February 20, 2013 meeting, the Structural Change Committee of the WASC Senior College and University Commission considered the proposal submitted by Saybrook University for a change of control to TCS Education System (TCS ES). By WASC policy, this requires structural change approval by the Commission.

Consideration of this structural change follows submission by the institution of a full proposal, review by a panel of members of the Substantive Change Committee, a site visit by members of the review panel on January 7, 2014, and submission of a site visit report. The Committee had access to the original Saybrook proposal and related materials, the letter from WASC staff communicating the findings of the Substantive Change Committee action of December 5, 2013, and the site visit report.

The Structural Change Committee endorsed the findings of the Substantive Change Committee and the site visit report.

The Structural Change Committee referred to the full Commission its recommendation that the change of control of Saybrook University to TCS ES be approved. This recommendation was ratified by the Commission as further described below:

1. Approve the change of control of Saybrook University to TCS ES with implementation to be completed within a period of six months.
2. Require a federally mandated follow-up visit within six months of implementation. This visit is scheduled as part of the Special Visit to Saybrook on August 26-28, 2014.

In addition to the issues identified in the February 5, 2013 letter from Vice President Barbara Gross Davis, the August Special Visit will focus on the following areas as a result of this change of control:

Saybrook Board. The team will review Board composition and operations to ensure that the Board is in alignment with CFR 3.9 and the WASC Policy on Independent Governing Boards. For a Board to be considered independent, a majority of its members must have no affiliation with the institution or TCS ES. The team will also review the Board bylaws, Board minutes since February 1, 2014, and minutes of any subcommittees that may have met since that time.

Governance. Three entities have oversight of Saybrook: the Saybrook Board, TCS ES Board, and the Fiduciary Council. The team will explore how these three governing

bodies work together in practice, with particular attention to identifying those areas where Saybrook has maintained control. The team will review the minutes of the TCS ES Board and the Fiduciary Council since February 1, 2014.

Mission. Saybrook has a clearly defined mission. In what ways, if any, will this change of control impact the mission of the institution?

It is the responsibility of Saybrook University to notify the Commission immediately of the date of closing of the change of control and the completion of all other necessary approvals for implementation of that change, so that the Commission can be advised of any conditions placed on the transaction by other parties and can set a date for the six-month site visit.

This letter and substantive change visit report will be posted on the WASC website in accordance with WASC Commission policy. If the University would like to respond to the Commission's findings, a link to your response will be posted on the WASC website.

Please contact me if you have any questions or comments about this letter or the action of the Commission.

Sincerely,



Mary Ellen Petrisko
President

Cc: Dan Sewell, ALO
Members of the Substantive Change Committee
Members of the Structural Change Committee
Barbara Gross Davis, WASC Vice President