

## **UWAA Governance Restructure**

### **FAQ's July 17, 2018**

**1. Why does the board believe the reduction in the board size is the best path forward for governing the Association?**

Following years of thoughtful review and discussions we have concluded that the current 43 member board is too large and should be reduced. This decision was not reached in isolation. We did our homework and reviewed the governing structure of several similar-sized universities. Our director also had conversations with his counterparts around the country. The results were clear: a smaller board is a good fit for Wyoming. It will:

- \* Help maximize the experience and skills of directors allowing the board to engaged in more focused discussions and decision-making.
- \* Allow for more efficient and effective communications on the myriad subjects over which the association presides.
- \* Still provide fair alumni representation from Wyoming and throughout the country.

**2. What is different about this proposal than the proposal introduced in 2015?**

In 2015, we heard from members who strongly believed that any governance model should ensure that there is geographically determined representation from Wyoming, that a large number of directors should reside in Wyoming and that UWAA members should have a voice in electing the directors. Our bylaws committee, executive committee and full board listened to these concerns and have incorporated these suggestions in this proposal. As such, the new proposal retains Wyoming geographical representation (judicial district vs. county but still a geographic model that provides fair representation from Wyoming), guarantees that a majority of directors will live in Wyoming and that the members will always have the authority to elect a majority of the directors on the board.

**3. Will this change result in the disenfranchisement of alumni in Wyoming counties who at certain points of time will not have a director on the board?**

No, it will not. First, with an alumni base of more than 130,000 alumni and 80,000 of them living outside of Wyoming, a director's role has always been to represent all alumni, not just those in their county or region. Secondly, we recognize the importance of our alums who live in Wyoming; as such, this model retains a geographical model for qualifying directors on the board and ensures that the majority of directors will reside in Wyoming. With the Brown and Gold Council, we will ensure we have engagement representation in every Wyoming county and throughout the US and provide meaningful opportunities to communicate with the board. (See more explanation in question 5, below) Finally, the new model allows for emeritus directors to be appointed with anticipation that these directors will be a valuable resource for the full board, in particular, to offer their experience on board function and representation.

**4. Why will at-large board members not be elected under the same process as the geographical directors?**

The amendment provides the option, not a requirement like the geographic elected directors, for the board to appoint up to four (4) of at-large directors. The purpose is for the board to have the ability to invite qualified alumni with particular skills and attributes that may be beneficial to the board at a point in time. During the last seven years, in particular, we have had interested and highly qualified alums desiring to serve on the board, but because they lived in a particular area where we already had a board member they were not eligible to serve. Also, there could be times when the board is addressing unique issues that may require specific skills and abilities. The at-large director gives the board the ability to identify and appoint someone as a director, regardless of geographic area, who could be a valuable member of the board.

**5. What is the benefit of the Brown and Gold Council to the Association?**

Through the expansion of our engagement efforts through the Brown and Gold Council, the volunteers in this body will be our champions for UW and will provide a valuable communication link between our alumni and the board. Representation on the Council will include, but not be limited to, the leader from each alumni network worldwide and also, at a minimum, include one or more representative from each Wyoming county, Colorado, Utah, Montana, South Dakota, North Dakota, Nebraska and each of the United States quadrants: Northwest, Southwest, Northeast, and Southeast. They will have a voice in our alumni relations work and their presence will help the board maintain a connection with our alumni statewide, in particular, and to a broader extent throughout the US and internationally. Members of the Council will be invited to the fall and spring board meetings with a time set aside to share their experiences, ideas and concerns.

The Brown and Gold Council provides the opportunity to build on the momentum of volunteers throughout the US. We are already coordinating engagement activities with more than 300 alumni volunteers; as such, the formalizing of a Brown and Gold Council will not add to our staff administration activities, but having the Brown and Gold Council will allow us to recognize and invite the most passionate leaders to join the Brown and Gold Council and open the doors for them to communicate with the board regularly.