

**TO: UWAA MEMBERS**

**FROM: UWAA BOARD OF DIRECTORS**

**DATE: JULY 17, 2018**

**RE: SUMMARY DOCUMENT OUTLINING RECOMMENDED GOVERNANCE  
RESTRUCTURE OF UWAA BOARD OF DIRECTORS**

### **Background**

The UWAA Board of Directors (“BOD”) has been evaluating the governance structure of its board over the past several years. In 2016 a subcommittee was tasked with reviewing best practices and engaging in robust discussion at the full BOD meetings and within the subcommittee. At the April 2018 full BOD meeting in Rock Springs, following a detailed presentation and discussion, the BOD voted to proceed with the recommendations of the subcommittee and executive committee. This Memorandum outlines the recommendations proposed for the Board’s governance structure, and offers supporting data or comments where appropriate.

### **Process and Timetable**

Today begins a two (2) week comment period through July 31, 2018 for our members. Following this review period, the Executive Committee and BOD will review all comments collectively beginning August 1, 2018 and incorporate suggestions into a final proposal to be put to a vote of the BOD at the September 2018 BOD meeting in Laramie. If approved by 2/3 of the BOD, the Amended & Restated Bylaws and ballot will be distributed electronically to all paid members of the UWAA, including an acknowledgment of the rigorous review, comments by Association members and vote by the BOD. Association members will have the opportunity to cast their electronic vote between September 17, 2018 and September 30, 2018. Depending on the outcome of the vote, the Amended & Restated Bylaws may be effective as of October 1, 2018. See **Exhibit A** for timeline.

### **Proposal**

The bylaws currently allow for a 43-member BOD for the Association. It has been historically challenging to engage all 43 members and execute the strategic vision while each Director also upholds his/her fiduciary duty. Therefore, we are recommending a transition from a 43-member BOD to a BOD that numbers a minimum of 15 to a maximum of 22 members, with the majority of members of the Board at all times residing in the State of Wyoming. In addition, we are proposing a new Brown and Gold Council to expand statewide, nationwide and worldwide representation, participation and engagement with our alumni. Qualification and population of the BOD and the Brown and Gold Council are outlined below.

## **Rationale**

A smaller BOD will benefit the Association by providing timely, informed and engaged discourse regarding the variety of subject matters over which the Association presides. The proposed structure will ensure fair representation of alumni from Wyoming and throughout the country. Other benefits of a smaller board model include:

- (1) Streamlines the board and reduces the cost of coordinating a 43- member board both in terms of operational cost and opportunity cost of staff time.
- (2) Improve efficiency in operation and communication with the board.
- (3) Frees up the Association’s valuable staff and resources to apply to other engagement priorities.
- (4) Achieves efficiencies in keeping all of the members engaged.
- (5) Optimizes the individual potential of board members.

In conclusion, the benefits will be a nimbler, better-informed board at a size that is better positioned to be effective in representing our alumni base as fiduciaries and addressing emerging issues in a timely manner.

## **Board of Directors Role**

The BOD shall retain its principal fiduciary and oversight responsibility for the Association. As an independent 501 c (3) corporation, the BOD has a high level of accountability to the Association. A fiduciary role is required to govern the Association and provide oversight of the Executive Director, as well as accountability for the accomplishment of the Association’s strategic goals. The fiduciary role will not change in the Amended & Restated Bylaws or in the proposed governance structure.

## **Board Member Composition and Qualifications**

The current BOD consists of a President, President-Elect, Past-President, Treasurer and Secretary and one Director from each of the 23 counties; 1 each from Colorado, Montana, Nebraska & Utah; 2 from Denver Metro area; 1 from N. or S. Dakota; two members each from the Northwest, Southwest, Northeast & Southeast; and 2 young alumni, for a total of 43 Directors.

The proposed governance structure retains a geographic element for selection as follows: 1 Director from each of the 9 Wyoming Judicial Districts as designated by the State (See **Exhibit B**) for a total of 9 Directors; and 6 Directors selected from 6 United States geographic regions (Northeast, Southeast, Northwest, Southwest, Colorado and the Rocky Mountain region, defined as Nebraska, Montana, North & South Dakota and Utah.(See **Exhibit C**). In addition, the BOD may appoint up to 4 “at large” positions that may be from Wyoming or out of state. However, in no case will the number of out of state directors exceed the number of directors residing in Wyoming. See Exhibit D for table comparing the current representation and terms, with the proposed new structure.

BOD candidates will be nominated based on their ability to assist the Association in accomplishing its strategic goals; commit the necessary time & travel for meetings and BOD work between meetings, and to stay informed of the major issues affecting the Association in fulfilling the Director's fiduciary responsibility.

This diverse BOD will be populated with individuals passionate for UW and UWAA, possessing varied areas of expertise, skills and experience. All Directors must be UWAA Life members. The BOD governance role is challenging and requires both commitment and a variety of skills and talents to advance the strategic mission of UWAA and carry out his/her fiduciary responsibility.

### **Geographic Area Director Elections**

These Directors will be elected by our membership. Voting members of the Association will make nominations. A ballot containing a list of nominees by geographical area will be prepared by the Nominating Committee and provided to the members for vote in the spring of each year. The Directors by geographic area shall be installed if approved by the voting members by a majority of the votes cast.

### **At-Large Director Appointments**

The BOD may appoint up to four (4) "at large" positions that may be from Wyoming or out of state. The Nominating Committee may nominate qualified candidates for at-large director positions on the BOD. Nominees must be voting members of the Association. The Nominating Committee shall present qualified candidates at either the regularly scheduled fall or spring BOD meetings for consideration by the full BOD. Candidates receiving approval by a majority of directors in attendance will begin their terms effective immediately.

### **Board Member Terms**

Directors will serve one (1), three (3)-year term with the opportunity to be considered for a second term, subject to a majority vote by the board at a regularly scheduled board meeting. The longer leadership term was unanimously passed in April 2017 to build continuity and stronger relations within UW. However, we are clarifying the re-appointment process by adding this language to the bylaws: "**He/she must be voted on by the board for a second term.**"

### **Board Vacancies**

Vacancies on the Board shall be filled by any eligible person elected by a majority vote of the Executive Committee of the Board. Article VI Section 5.A. of these Bylaws notwithstanding, if the balance of the term is two (2) years or less, said replacement director is eligible to be re-appointed for a second term, subject to a majority vote by the board at a regularly scheduled board meeting.

### **Emeritus Directors**

The BOD may, by majority vote, appoint as Emeritus Directors former members of the Board whose longtime service to UWAA will continue to benefit the Association. Emeritus Directors shall be non-voting members of the board, but may attend any Board meeting or function. The term shall be three (3) years from date of appointment. As non-voting members, Emeritus Directors do not affect the number or geographic origin of directors on the board at any given time.

### **Officers and Executive Committee**

Under the proposed governance structure, the BOD will have 5 officers consisting of President, President-Elect, Vice-President, Treasurer, and Secretary. These officers and 2 additional BOD members elected at the spring Board meeting, plus the Executive Director shall comprise the Executive Committee. The President & President-Elect shall serve 2-year terms. The Vice-President and Treasurer shall serve one-year terms, but may be re-elected for successive terms while serving their regular Board term. The Past-President shall serve for 1 year following his/her two-year Presidential term and will be a voting member of the Board but will not be an officer or represent a specific geographic region. The Executive Director remains a non-voting member of the Executive Committee.

### **Board Member Transition**

Existing Board members with terms remaining after 2019 will have the opportunity to serve the remainder of their term on the newly structured BOD so long as such Director is qualified as set forth above, regardless of geographic status.

During the transition period, (2019-2021) new Board members shall be nominated, elected and installed as provided in the Amended & Restated Bylaws to populate the geographic areas. Existing Directors who are currently serving in their first 3-year term with expiration in April of 2020 qualify to be considered for a new 3-year term pursuant to the Amended and Restated Bylaws setting forth the 15-22 BOD size. Once each existing Director has completed his/her term(s) (by 2021) the BOD shall thereafter be populated under the Amended & Restated Bylaws numbering between 15-22 members representing geographic areas as outlined herein.

## **Brown & Gold Council**

**Description and Duties** The Association shall create a Brown & Gold Council that will consist of UW alumni and friends who support the Association and its programs in matters including, but not limited to, student recruitment, alumni outreach, alumni career support, social gatherings, and community outreach. The Brown & Gold Council are envisioned as the people most closely connected to their individual communities, providing a strong personal relationship with UW's friends and alumni worldwide.

The goal is to have robust statewide, nationwide and worldwide representation and participation on the Brown & Gold Council. 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 United States quadrants: Northwest, Southwest, Northeast, and Southeast.

**Selection and Appointment** The Executive Director will nominate qualified network leaders to serve on the Brown and Gold Council. The candidates must have met the requirements of a network leader, be willing to continue to be ambassadors for the Association and must be a voting member of the Association. The board will consider the nominations at a regular scheduled board meeting in accordance with geographical area representation guidelines. Those candidates receiving a majority of the votes of the board members will become members of the Brown and Gold Council.

**Terms** Members shall serve one four (4) year term with the opportunity to be considered for a second term as long as he/she is willing to be an ambassador for the University, is a voting member of the Association and is meeting expectations. The board will re-appoint qualified members at a regularly scheduled board meeting.

**Meetings** Members of the Brown & Gold Council will be invited to the spring and fall board meetings with time set aside for both networking with the board and sharing their individual experiences, ideas and concerns. It is anticipated that the Council will have its first meeting with the BOD in April 2019 at the Spring UWAA meeting. The Council may also have regular meetings of the council volunteers to facilitate their connections and will have support from UWAA staff and a strong communication network for sharing inspiration, ideas, athletics' watch party tips and all manner of social (non- fiduciary) connection with the University.

## **Other Housekeeping Bylaw Revisions**

### **Article III Quorum for a Special Meeting**

We replaced “proxy” with “electronically” as technology is available to use in lieu of a proxy.

### **Evidence of Membership**

We deleted Article V, Section 3 Evidence of Membership. While we still issue evidence of membership in card and electronic form, this section is unnecessary to be included in the bylaws.

### **Honorary Members**

We propose to eliminate this membership category. It has seldom been used. In addition, we have current awards that provide opportunity to honor outstanding service by UW alumni and friends.

### **Committees:**

A board member shall chair all board committees; however, non-board members who are voting members of the Association are eligible to serve on committees.

**EXHIBIT A**  
**PROPOSED TRANSITION TIMELINE**

**July 17-31** – Summary Document Outlining Recommended Governance Restructure of UWAA Board of Directors distributed to UWAA members for comment through July 31

**August 1-13** – Comments reviewed by Executive Committee and BOD and incorporated into a final draft to provide to board for full board robust discussion, fine-tuning at the September board meeting

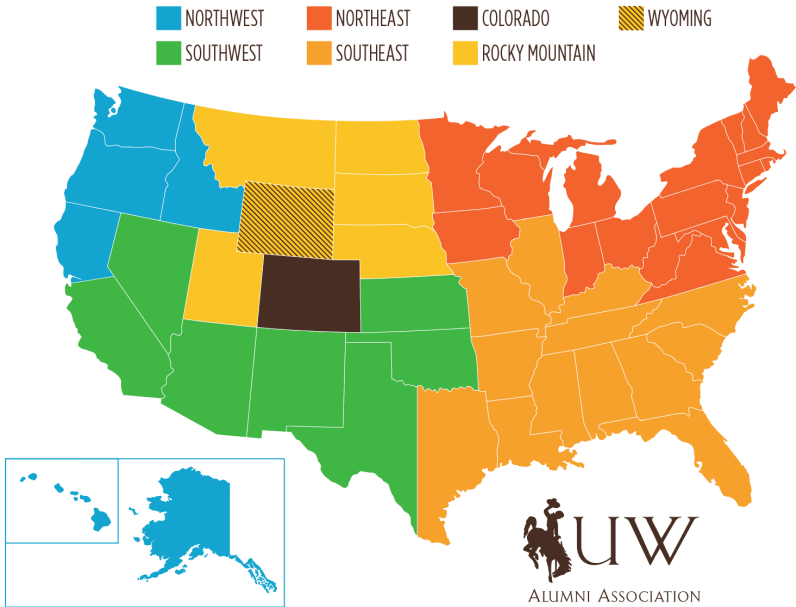
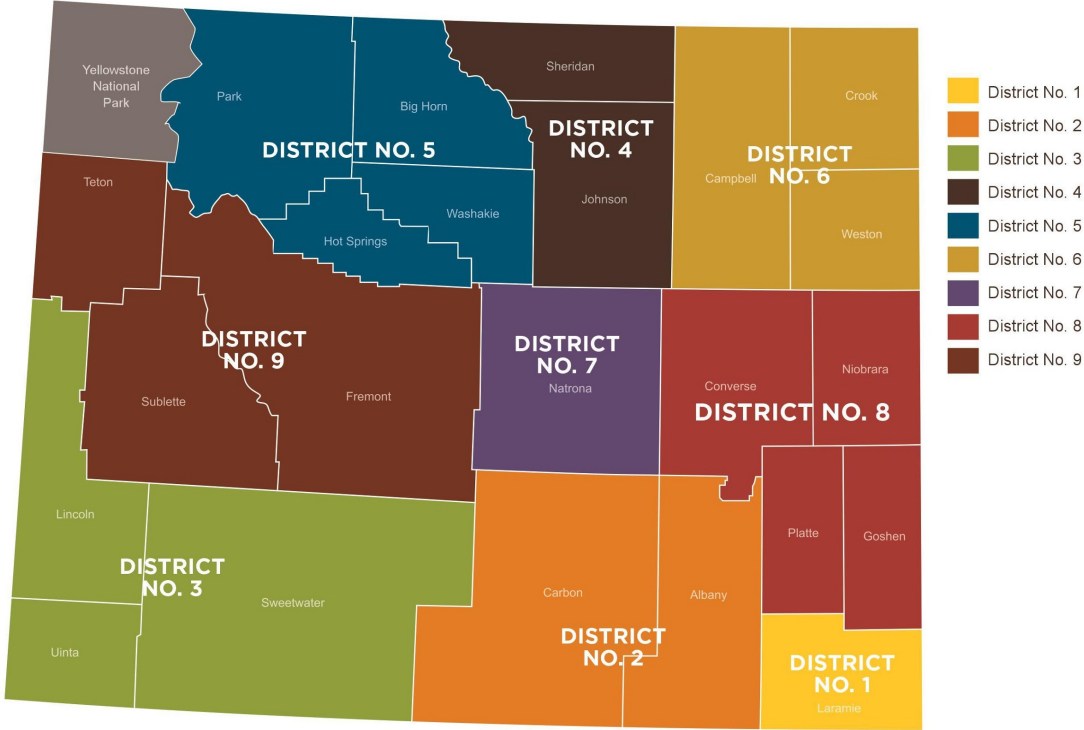
**August 14** – Official notification of proposed amendments to the Bylaws distributed to members

**September 14-15** - The board will act on the final draft revised bylaws. If 2/3 of board members in attendance approve, the bylaws are amended to distribute to the UWAA members for voting.

**September 17 – September 30** – The final approved amended bylaws and ballot, as required in our current bylaws, will be distributed electronically to all paid and active members.

**September 30, 2018** – Voting ends. For the bylaws to be amended, 2/3 of voting members submitting an electronic ballot must approve. If not, the current bylaws remain in place.

**EXHIBIT B**  
**9 WYOMING JUDICIAL DISTRICTS**



**EXHIBIT C**  
**Representation  
outside of Wyoming**



**EXHIBIT D**

<u>Board Composition</u>	<u>Current</u>	<u>Proposed</u>
Wyoming Counties/Judicial Dist	23	9
US Regions (NE, SE, NW, SW)	8	4
CO/Denver Metro	3	1
SD/ND, MT, UT, NE	4	1 (Rocky Mtn)
At-Large	0	4
Young Alumni	2	0
Pres, Pres Elect, Past Pres	2	3
Treasurer	<u>1</u>	<u>0</u> (Chosen from bd members)
Total	43	22

**Note:** Depending on the areas where the presidents live, the board may have to appoint 1-2 at-large directors who live in WY to ensure that “in no case will the number of the out of state directors exceed the number of directors from Wyoming.”

<u>Exec Cttee Composition</u>	<u>Current</u>	<u>Proposed</u>
President	1	1
President-elect	1	1
Secretary	1	1
Treasurer	1	1
Vice-President	8	1
Other directors from board	0	2
Total	<hr/> 12	<hr/> 7

**Note: The Executive Director will continue to serve as an ex-officio member of the Executive Committee**