



**REPORT OF THE
NCAA BOARD OF GOVERNORS
AUGUST 2, 2022, VIDEOCONFERENCE**

ACTION ITEMS:

- In its approval of the NCAA Convention Policies, the NCAA Board of Governors directed the divisional governance bodies to review the Convention Policies to determine if any policies should reside in the divisional NCAA Manuals and whether the divisions have any recommended changes to the Association-wide Convention policies.

INFORMATIONAL ITEMS:

1. **Welcome and announcements.** President John DeGioia, NCAA Board of Governors member and chair of the previous Board of Governors, convened the videoconference at approximately 1 p.m. Eastern time and welcomed the Governors. President DeGioia noted that this was the first official meeting of the newly constituted board of Governors and asked board members to briefly introduce themselves. Lastly, President DeGioia informed the board that Jackie Campbell, NCAA managing director of policy and governance and Board of Governors liaison, recently accepted a position with the Big East Conference and this would be her last meeting with the board. President DeGioia thanked her for all her work with the board and wished her well in her new position.
2. **NCAA Board of Governors elections.** The Board of Governors elected President Linda Livingstone as chair and approved the graduated student-athlete members' selection of Madeleine McKenna to serve as the graduated student-athlete voting member. McKenna is a former Division II student-athlete and the rotation for future graduated student-athlete voting members will next move to Division III and then Division I as recommended by the former student-athletes.
3. **Board of Governors chair overview.** Newly elected chair President Livingstone thanked board members for their willingness to serve and for their support for her serving as chair. President Livingstone reminded board members of the intent in designing a smaller Board of Governors, which was to streamline decision-making authority on Association-wide issues. President Livingstone also emphasized the fiduciary responsibilities of board members as they work to make decisions that are in the best interest of the Association as a whole.
4. **NCAA president's report.** President Mark Emmert thanked President DeGioia for his service as chair of the Board of Governors for the previous two years. He noted the significant increase in the number of meetings and the required time commitment as chair. Dr. Emmert also thanked President Livingstone for agreeing to serve as chair of the new Board of Governors during this critical time when the Association continues to face a myriad of challenges. Lastly, President Emmert provided a brief summary of his views on key issues facing the Association.

5. **Review and discussion of Board of Governors Policies and Procedures.** NCAA Managing Director of Policy and Governance Jackie Campbell reviewed the draft Board of Governors operating policies and procedures. The board approved the draft policies with the following recommended revisions:

- Added language in the Conflict of Interest Policy.
- Composition of the Board of Governors Committee to Promote Cultural Diversity and Equity.
- Composition of the Board of Governors Student-Athlete Engagement Committee.
- Composition of the Board of Governors Finance and Audit Committee as recommended by the Finance and Audit Committee.

The board approved the NCAA Convention Policies and approved in concept the Institutional and Conference Delegates section, which included revised language regarding delegates with voting privileges as recommended by the NCAA Minority Opportunities and Interests Committee and the NCAA Committee on Women's Athletics. The board requested that staff better clarify the revised language in the Institutional and Conference Delegates section. The board also directed the divisional governance bodies to review the NCAA Convention Policies to determine if any should reside in the divisional NCAA Manuals and whether the divisions have any recommended changes to the Association-wide Convention policies.

Further, the board paused on determining whether it will have an executive committee and asked that staff bring back to the board in October options that include composition and duties based on the board's discussion.

Lastly, the board deferred until 2023 discussion about the authority it wishes to delegate to the NCAA president and agreed to keep the current policy in place.

6. **NCAA Board of Governors Finance and Audit Committee report.** President Linda Livingstone, chair of the Finance and Audit Committee, presented the committee's report. President Livingstone began the report by providing a brief overview of the responsibilities of the committee.
- a. **FY 2021-22 external audit plan presented by Crowe.** The Crowe external financial audit plan for fiscal year 2021-22 was shared with the board, noting the committee had no concerns with the material presented.
 - b. **FY 2022-23 NCAA Enterprise Risk Management risk assessment and internal audit plan.** The board received information about the internal audit plan for the 2022-23 fiscal year, which is based on a risk assessment that is performed annually by staff. A change made this year was to provide a survey to the Board of Governors Executive and Finance and Audit Committees to identify risks.

- c. **FY2023 event cancellation insurance renewal.** The committee noted how fortunate the NCAA was to have event cancellation insurance in place, including COVID-19 coverage for the cancelled 2020 NCAA Division I Men's Basketball Championship and the 2021 championship that was successfully conducted but with limited attendance. In the two years since the cancelled championship, the commercial insurance market capacity has begun to open up. For the 2023 men's basketball championship, staff has procured a combination of the \$121 million ticket revenue coverage, as well as \$220 million media broadcast revenue for full cancellation coverage, totaling \$341 million coverage at a total premium rate of 0.9%, or \$3 million annually. Additionally, staff has been able to bind terms for both the 2023 and 2024 basketball championships, noting that COVID or pandemic coverage is excluded.
- d. **1910 Collective, LLC captive insurance overview.** Last year, as a result of changes in the commercial insurance market, the previous Board of Governors approved the NCAA creating a captive insurance company to be a wholly owned NCAA legal entity that would include insurance for directors and officers, and event cancellation difference-in-coverage and excess. The committee noted that based on the last several months of operation and actuarial study, the captive reserves projected for fiscal year end 2022 are in line with prior expectations. The board also was informed of fiscal year 2023 proposed insurance policies and premiums.

The committee recommended that the Board of Governors approve the four recommendations in items 6 –(a-d) above.

It was VOTED

“That the Board of Governors approve the four recommendations above from the Finance and Audit Committee.” **Approved** (Unanimous voice vote)

- e. **Third quarter fiscal year 2021-22 budget-to-actual review.** The committee reviewed a comparison of actual revenues and expenses versus budgeted revenues and expenses during the third quarter of this fiscal year. The NCAA is slightly positive on budget compared to actual expenses; however, the committee has seen a large unrealized loss on investments to date which could lead to a year-end net income loss.
7. **NCAA Financial Update.** NCAA Chief Financial Officer Kathleen McNeely provided the board with additional detail on NCAA finances including increases in various expenses and projected end-of-year net income and unrealized losses. President Livingstone noted McNeely's upcoming retirement and thanked her for the great work she has done for the Association over the past 11 years.

8. NCAA Sport Science Institute/NCAA Committee on Competitive Safeguards and Medical Aspects of Sports update.

- a. **Update on NCAA Transgender Student-Athlete Participation Policy and implementation.** NCAA Chief Medical Officer Dr. Brian Hainline reviewed the 2022 updates to the NCAA Transgender Student-Athlete Participation Policy as recommended by the Committee on Competitive Safeguards and Medical Aspects of Sports. Dr. Hainline also shared the timeline of policy and operational work, Phase 2 policy clarifications and membership guidance for Phase 3 of policy implementation.
- b. **Follow up on identifying standards of care for NCAA strategic priorities of mental and physical health, safety and performance.** Dr. Hainline noted the Committee on Competitive Safeguards and Medical Aspects of Sports is working on operationalizing the methodology for identifying best practices and recommendations for physical and mental health, safety and performance. CSMAS is also exploring a recommendation that the Association's strategic priorities become more thematic rather than condition specific.

9. Government relations report.

- a. **NCAA Board of Governors Subcommittee on Congressional Engagement and Action.** President DeGioia reminded the board of the previous NCAA Board of Governors Executive Committee's action last month to create the NCAA Board of Governors Subcommittee on Congressional Engagement and Action. President DeGioia reviewed the charge of the subcommittee and informed the board of the following individuals who agreed to serve on this subcommittee:
 - Javaune Adams-Gaston, president, Norfolk State University (Division I).
 - Bryce Choate, graduated NCAA Division I student-athlete
 - Mary-Beth Cooper, president, Springfield College (Division III).
 - John DeGioia, president, Georgetown University (Division I)(chair).
 - Michael Driscoll, president, Indiana University at Pennsylvania (Division II).
 - Greg Sankey, commissioner, Southeastern Conference (Division I).
 - Nadja West, retired United States Army lieutenant general and 44th U.S. Army Surgeon General (Independent).
 - Randy Woodson, chancellor, North Carolina State University (Division I).
- b. **Government relations report.** NCAA Director of Government Relations Dawn Buth informed the board of the role of the NCAA government relations office located in Washington, D.C. Buth shared information about the legislative activity at the state and federal level regarding name, image and likeness and transgender athlete participation.

10. **Legal and litigation update.** NCAA general counsel facilitated a privileged and confidential discussion regarding several matters of ongoing litigation.
11. **Update on search for new NCAA president.** The board was informed about activity to date in the search for the new NCAA president, as well as the following Board of Governors members who will serve as the search committee:
 - Mary-Beth Cooper, Springfield College (Division III).
 - Beth DeBauche, Ohio Valley Conference (Division I).
 - Grant Hill, CBS/Warner Media/Atlanta Hawks (Independent).
 - Linda Livingstone, Baylor University (Division I)(chair).
 - Jeri Morehead, University of Georgia (Division I).
 - Steven Shirley, Minot State University (Division II).
 - Isaiah Swann, NCAA Division III graduated student-athlete.

It was noted that the search committee will receive updates from the search firm, direct any additional information gathering and finalize the position description. The Board of Governors will make the final selection of a chosen candidate guided by the recommendations and feedback from the search committee.

12. **Executive session.** The board convened in executive session with representatives from TurnkeyZRG to discuss the search process for the new NCAA president.
13. **Adjournment.** The videoconference was adjourned at approximately 5:09 p.m. Eastern time.

Board of Governors chair: John DeGioia, Georgetown University

*Staff liaisons: Jacqueline Campbell, Governance and Policy
Cari Van Sensus, Governance and Policy*

NCAA Board of Governors August 2, 2022, Meeting	
Attendees:	
Javaune Adams-Gaston, Norfolk State University.	
Bryce Choate, Graduated Division I student-athlete.	
Mary-Beth Cooper, Springfield College.	
Beth DeBauche, Ohio Valley Conference.	
John DeGioia, Georgetown University.	
Mark Emmert, NCAA.	
Grant Hill, CBS/Warner Media/Atlanta Hawks.	
Jim Johnson, Pittsburg State University.	
Linda Livingstone, Baylor University.	
Shane Lyons, West Virginia University.	
Madeline McKenna, Graduated Division II student-athlete.	
Jere Morehead, University of Georgia.	
Michelle Morgan, John Carroll University.	
Steven Shirley, Minot State University.	
Isaiah Swann, Graduated Division III student-athlete.	
Nadja West, MD, retired United States Army lieutenant general and 44 th U.S. Army Surgeon General.	
Absentees:	
None	
Guests in Attendance:	
None.	
NCAA Staff Liaisons in Attendance:	
Jacqueline Campbell and Cari Van Senus.	
Other NCAA Staff Members in Attendance:	
Scott Bearby, Dawn Buth, Kelly Dodds, Terri Gronau, Brian Hainline, Charlie Henry, Gina Lehe, Kevin Lennon, Louise McCleary, Kathleen McNeely and Bob Williams.	