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## Independent Member, Board of Governors

May 3, 2023

Position Specification

# The Organization

## Organization

National Collegiate Athletic Association (NCAA)

## About

The National Collegiate Athletic Association (NCAA) is a member-led organization dedicated to providing a pathway to opportunity for student-athletes by prioritizing academics, well-being and fairness for those participating in college sports. The Association and its member schools protect and equip student-athletes for success on the field for life.

With three divisions, the organization is the largest college sports organization and is composed of various member organizations: 1,094 colleges and institutions and 99 voting athletic conferences. These member organizations include individuals from all levels and functions — including college presidents and chancellors, athletic directors, compliance administrators, faculty athletics representatives, coaches, conference staff and health and safety personnel, among others — all of whom support prioritizing academics, well-being and fairness.

The organization has a little over 500 national office staff members dedicated to helping college students develop leadership, confidence, discipline and teamwork through sports.

The NCAA generated over \$1B in revenue in FY22, largely from the Division I Men's Basketball Tournament. More than 96% of this revenue is returned to the membership in the form of distributions and programs supporting student-athletes and our educational mission.

## Organization Location

The NCAA is headquartered in Indianapolis, Indiana.

## Website

<https://www.ncaa.org>

# The Position

## Position Title

## NCAA Board of Governors – Independent Members

## Background

In January 2019, the NCAA members voted to restructure its highest governance body, the Board of Governors, by augmenting the board with five independent members with the experience, stature and objectivity to assist the NCAA in serving as the leader and regulator of college sports. This initiative was an effort to expand the diversity of perspectives and experience needed to address the complex issues the NCAA must manage.

In January 2022, the NCAA membership ratified a new constitution, which resulted in a smaller Board of Governors to streamline the decision-making authority on Association-wide issues. The Board of Governors has 16 members, including four individuals representing Division I to include at least one institutional president or chancellors, and one conference commissioner, one representative each from the Divisions II and III Presidents Councils, two independent members, and one graduated student-athlete as voting members; one president of a historically black college and university, the chairs of the Division I Council and the Divisions II and III Management Councils, two graduated student-athletes from each of the divisions not represented by the voting member student-athlete and the NCAA president as ex-officio nonvoting members. The NCAA seeks to add one new independent member to replace one whose term will expire in August 2023 and has chosen not to be reappointed.

By virtue of its mandate and prominent nature of the NCAA, the Board of Governors' leadership affects the entirety of collegiate athletics, often with broader impact in American society, given the reach and relevance of collegiate athletics. The independent members bring their skills and experience to bear in a complex, high-profile not-for-profit organization that has significant resource allocation responsibilities and far-reaching impact on the development of young people. To that end, it is critical that independent members are motivated by a genuine mission orientation and bring a recognizable track record of ethical leadership. Candidates who uphold the NCAA's commitment to diversity in a meaningful way will be compelling.

The NCAA seeks a wide variety of professional backgrounds in its independent members to contribute helpful perspectives to the Board of Governors. In particular, leaders who bring corporate, nonprofit or public sector experience that can inform decision-making will be valuable. For this vacancy, the Board of Governors is seeking an individual who is fluent in the changing media landscape. Those candidates with substantial board experience — reporting to a board, and/or serving on boards, either for- or nonprofit — will be most compelling.

## Responsibilities

The Board of Governors is the highest governance body in the NCAA and focuses on strategic discussions that impact the Association and all of college sports. Members have a fiduciary responsibility to act in the best interest of all college sports, rather than the interest of any particular division, conference, school or sport.

Core responsibilities of the Board of Governors:

- Provide final approval and oversight of the Association-wide budget, enterprise risk management and strategic planning, and establish policies related to fiduciary responsibility.
- Employ the NCAA president, who shall be administratively responsible to the board.
- Formulate policies and procedures consistent with the NCAA Constitution.
- In consultation with the leadership of the divisional governing bodies, adopt and implement legal strategy, risk mitigation, and government relations and policy matters that affect the Association.
- Convene at the annual NCAA Convention and any special conventions as needed.

## Term

One independent member, voted on annually by the two independent members, serves as the lead independent member on the Board of Governors Executive Committee and will serve in that role up to two years.

[Note: The individual selected as the independent member from this search will serve on the Board of Governors Executive Committee.]

An independent member of the Board of Governors is appointed to a two-year term, renewable for an additional two years.

## Meeting Schedule

The NCAA holds a combination of four in-person or virtual (one- to two-day) quarterly meetings in January, April, August and October.

### 2023

Oct. 23-25 — Indianapolis.

### 2024

Jan. 10-13 — Phoenix.

April TBD — Virtual.

August TBD — Virtual.

October TBD — Indianapolis.

## Requirements

- Attend four in-person or virtual (one- to two-day) quarterly meetings (April, August, October, January).
- Participate in an orientation program regarding the duties, responsibilities and expectations of service on the Board of Governors, including an orientation from the leadership in each division on the philosophical, governance and financial priorities of the divisions.
- Serve on additional committees or subcommittees as determined by the Board of Governors.
- Must not be an employee of an NCAA member school or conference.

- Demonstrate knowledge and skills in one or more relevant areas, including, but not limited to, business, government, public service, medical/health services, and corporate or nonprofit governance.
- Possess a high level of commitment to the work of higher education, the NCAA and the collegiate model of athletics.
- Be informed on the initiatives of the NCAA and support and promote them in the broader community.
- Represent the organization to key entities such as the NCAA membership, government, the community and the media.
- Participate in discussions and act on behalf of the Association by adopting and implementing policies to resolve core issues and other Association-wide matters.
- Participate in the final approval of the Association-wide budget and monitor the financial condition of the NCAA.
- Participate in the recruitment, appointment, support and evaluation of the NCAA president.
- Provide strategic direction for the NCAA.
- As members of the Board of Governors, direct and guide in the initiation and settlement of litigation for the NCAA.
- Prepare for and participate in the discussions and the deliberations of the Board of Governors.
- Be aware of and abstain from any conflict of interest.
- This is a voluntary position.

## **Conflict of Interest**

An independent member of the Board of Governors cannot be salaried by an NCAA member institution or conference and must be verified as independent by the Board of Governors.

To assist the Board of Governors Executive Committee in determining independence, candidates will be required to disclose specific relationships prior to their nomination.

These include, but are not limited to, the following associations or employment held currently or within the past three years:

- An immediate family relation to a member of NCAA national office staff.
- An immediate family relation to a membership chancellor/president, commissioner or director of athletics.
- Member of the board of trustees/regents, etc., of a member institution.
- Parent/guardian of a current NCAA student-athlete.
- Employed by a professional sports organization.
- Employed by an athletics apparel organization.
- Employed by an NCAA corporate champion or partner.
- Employed by an NCAA media partner.
- Employed by a supplier to the NCAA national office of goods or services.
- Consultant or contractor to the NCAA national office.

- Booster who has made a material contribution to a member institution's athletics department or conference.
- Ownership in establishments or casinos that conduct sports wagering.

*Please note that none of the above automatically disqualify a candidate but must be disclosed.*

*Nominations must be submitted via [NCAA Program Hub](#). Review of nominations will begin immediately. All nominations will be kept in confidence within the Board of Governors Executive Committee. All questions may be sent to Kelly Dodds ([kdodds@ncaa.org](mailto:kdodds@ncaa.org)).*