

## **ORGANIZATION — BOARD OF GOVERNORS — INDEPENDENT MEMBERS**

**Updated: Nov. 9, 2018**

Q: What is the Board of Governors?

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

### **Nominations**

Q: When will the Board of Governors issue a call for nominations for independent members?

A: A call for nominations for the inaugural group of five independent members will be issued shortly after adjournment of the 2019 NCAA Convention. Thereafter, a call for nominations will occur when a vacancy for an independent member is available on the board.

Q: Who is eligible to serve as an independent member?

A: An independent member shall not be employed by any member school, conference or affiliate members. Further, certain individuals may not be eligible to serve given a potential conflict of interest. Independent governor nominees will be required to disclose specific relationships and conflicts of interest ahead of their nomination. These may include, but are not limited to,

- An immediate family relation to a member of NCAA national office staff.
- An immediate family relation to a membership president/chancellor, 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 donated a material contribution to a member institution's athletics department or conference.
- Ownership in establishments or casinos that conduct sports wagering.

None of the above automatically disqualifies a candidate, but it is important information for the Board of Governors Executive Committee to consider as it recommends nominees to the full Board of Governors for approval.

Q: May any individual be nominated as an independent member of the Board of Governors?

A: Yes, as long as they meet the requirements as an independent member.

Q: May an individual self-nominate as an independent member?

A: Yes.

Q: Which entities (for example, active member conference, governance council or committee) may nominate an individual as an independent member of the Board of Governors?

A: Any entity may nominate an individual.

### **Nominating Committee**

Q: What entity will serve as the nominating committee to vet the nominated individuals and recommend a slate of independent members for full approval by the Board of Governors?

A: The Board of Governors Executive Committee.

Q: Is the Executive Committee a standing committee of the Board of Governors?

A: Yes.

Q: What is the composition of the Executive Committee?

A: The Executive Committee includes representation of all three divisions. Specifically, the committee includes the chair and vice chair of the Board of Governors (who must represent different divisions) and the members of the Board of Governors who are the chairs of each divisional presidential body (Division I Board of Directors, Division II Presidents Council, Division III Presidents Council).

Q: Are substitutes permitted on the Executive Committee?

A: No. However, in the event that the chair or vice chair of the Board of Governors also is a divisional chair, then that division shall designate another president who is already a member of the Board of Governors (for example, Council vice chair) to be a member and serve on the Executive Committee.

Q: Will the composition of the Executive Committee be amended to add an independent member?

A: Yes. The lead independent member will serve on the Executive Committee.

Q: How will the lead independent member be selected to serve on the Executive Committee?

A: The five independent members will vote annually to determine the lead independent member.

Q: Will the lead independent member have voting rights on the Executive Committee?

A: Yes.

Q: Will a third-party firm/search firm be used to help facilitate the nominations process.

A: Yes.

### **Terms of Service**

Q: What will be the term of office of independent members?

A: An independent member shall be appointed to a three-year term that is renewable for an additional three-year term. An independent member who has served two terms shall not serve further on the Board of Governors.

Q: When will the term of office begin for the inaugural group of five independent members?

A: Aug. 1, 2019.

Q: Will the inaugural group of five independent members have staggered terms for purposes of continuity?

A: Yes. The Board of Governors adopted a policy to create the following staggered terms for the inaugural group of five independent members:

- One independent governor — one-year term (Aug. 1, 2019, through Aug. 31, 2020), automatically renewed for an additional three-year term (Sept. 1, 2020, through Aug. 31, 2023).
- Two independent governors — two-year term (Aug. 1, 2019, through Aug. 31, 2021), automatically renewed for an additional three-year term (Sept. 1, 2021, through Aug. 31, 2024).
- Two independent governors — three-year term (Aug. 1, 2019, through Aug. 31, 2022), renewable for an additional three-year term (Sept. 1, 2022, through Aug. 31, 2025).

Q: What will be the term of office of the lead independent member?

A: An independent member shall serve no more than three years as the lead independent member.

### **Duties, Responsibilities and Obligations**

Q: What will be the duties and responsibilities of independent members?

A: Independent members will have the same duties and responsibilities of all members of the Board of Governors. See Constitution 4.1.2 (duties and responsibilities). In addition, independent members will be responsible for meeting current Board of Governors policies and procedures regarding the duty of care, duty of loyalty and duty of obedience.

Q: Will independent members be required to adhere to the NCAA conflict of interest policy, including disclosing any potential conflicts of interest?

A: Yes.

Q: Will each independent member have full voting rights on the Board of Governors?

A: Yes.

Q: Will independent members be eligible to serve on other committees of the Board of Governors, in addition to the Executive Committee?

A: Yes.

Q: Will independent members receive an orientation regarding duties, responsibilities and expectations before their service on the Board of Governors?

A: Yes, and it also will include an orientation from the leadership in each division on the philosophical, governance and financial priorities of the divisions.

Q: Will the NCAA cover limited expenses for independent members to travel to Board of Governors meetings?

A. Yes. Policies for reimbursement of travel expenses and per diem that apply to other members of the Board of Governors also will apply to independent members.

### **Prior Discussions**

Q: What was the result of prior discussions to expand the composition of the Board of Governors?

A: 2014 — The Board of Governors officially changed its name from the NCAA Executive Committee to better reflect its duties and responsibilities for the Association.

2015 — A vice chair position was approved for the Board of Governors, and the vice chair was required to be from a different division than the chair.

2017 — The Board of Governors accepted a recommendation from the Ad Hoc Committee on Structure and Composition that no change be made to the composition of the Board of Governors at that time. The ad hoc committee recommended that at the conclusion of the Division I Board of Directors' review, additional conversations may occur if the Board of Governors deems it appropriate.

Q: How was the structure and nominating process for the proposal developed?

A: A team of presidents representing all three divisions developed the process and recommended the Board of Governors sponsor legislation for an Association-wide vote.

### **Procedural Issues**

Q: What is a dominant provision?

A: A provision that applies to all members of the Association and is of sufficient importance to the entire membership that it requires a two-thirds vote of all delegates present and voting in a joint session at an annual or special Convention.

Q: How are dominant provisions identified in the NCAA Manuals?

A: The provisions are accompanied by an asterisk (\*).

Q: Is the Board of Governors the only body that has the authority to sponsor an amendment to a dominant provision?

A: Yes.

Q: Does an active member institution or conference have the authority to sponsor an amendment-to-amendment of this proposal?

A: No. The Board of Governors is the only body that may sponsor an amendment-to-amendment of a proposal amending a dominant provision.

Q: Does an active member institution or conference have the authority to sponsor an amendment during the Association-wide business session at the NCAA Convention?

A: No.

Q: How does an institution or conference appoint a delegate to vote on this proposal?

A: Presidents, chancellors, directors of athletics and commissioners will receive emails in mid-November providing instructions to gain entry to the school- or conference-specific Appointment of Delegate Form.

Q: What is the date and time for the vote on this proposal?

A: The discussion and vote will occur at the 2019 NCAA Convention on Thursday, Jan. 24, immediately after the NCAA Plenary Session: State of College Sports. The Association-wide Business Session will begin at 5:45 p.m. in Grand Ballroom 7-8 at the Orlando World Center Marriott.

Q: Will delegates be permitted to discuss the proposal during the session before the vote?

A: Yes. Delegates with speaking rights will be permitted to discuss the proposal on the floor before the vote. Delegates with speaking rights include the following individuals (see Division I Constitution 5.1.3.5.1; Divisions II and III Constitution 5.1.3.6.1):

- The three or four accredited delegates representing an active member institution or conference with voting privileges (see Constitution 5.1.3.1.1).
- The single accredited delegate representing a member conference without voting privileges (see Constitution 5.1.3.1.2) or the single accredited delegate representing an affiliated or provisional member.
- Any member of the Board of Governors, the divisional governance entities in Constitution 4 (for example, Board of Directors; Presidents Council; Management Council), and the respective chairs of the NCAA committees listed in Bylaw 21.
- Any member of a division's national Student-Athlete Advisory Committee.

Q: What is the process for voting?

A: The proposal will be voted on by roll call. Each active member institution and conference present for the Association-wide Business Session will be permitted to register one vote on the proposal via an electronic voting unit.

Q: Will each divisional Student-Athlete Advisory Committee have one vote respectively on this proposal?

A: No.

Q: Is a quorum required for the vote?

A: Yes. One hundred active member institutions and conferences constitute a quorum for the transaction of the Association's business.

Q: May an active member institution or conference vote by proxy?

A: No.

Q: When and where does the voting delegate from an active member institution or conference obtain the smart card and voting unit?

A: The smart card will be included in the active member institution or conference voting delegate's packet upon pickup from Convention registration. The voting units will be available to the voting delegates on the day of the vote and before entry in the ballroom where the vote will take place.

Q: Will reconsideration of the original vote on the proposal be permitted?

A: Yes. After an affirmative or negative vote on an amendment to a dominant provision, any delegate who voted on the prevailing side in the original consideration may move for reconsideration. Only one motion for reconsideration is permitted.