

ORGANIZATION – BOARD OF GOVERNORS – INDEPENDENT MEMBERS

Convention Year: 2019

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Effective Date: August 1, 2019

Source: NCAA Board of Governors

Proposal Category: Board of Governors

Topical Area: Organization

Intent: To amend legislation related to the NCAA Board of Governors, as follows: (1) Increase the number of members from 20 to 25 by adding five independent voting members; (2) Define an independent member; (3) Specify that an independent member shall be appointed to a three-year term that is renewable for an additional three-year term, and that an independent member who has served two terms shall not serve further; (4) Specify that the Board of Governors shall issue a call for nominations when a vacancy for an independent member occurs; and, (5) Specify that the Board of Governors shall serve as the final authority for the selection of and additional duties assigned to the independent members.

A. Constitution: Amend 4.02, as follows:

[Dominant provision, all divisions, common vote]

4.02 Definitions and Applications.

[4.02.1 through 4.02.3 unchanged.]

4.02.4 Independent Member of the Board of Governors. An independent member of the Board of Governors shall be an individual who is not salaried by an NCAA member institution, conference or affiliated member, and shall be verified as independent by the Board of Governors.

[4.02.4 through 4.02.4.1 renumbered as 4.02.5 through 4.02.5.1, unchanged.]

B. Constitution: Amend 4.1, as follows:

[Dominant provision, all divisions, common vote]

4.1 Board of Governors.

4.1.1 Composition. The Board of Governors shall consist of ~~20~~ **25** members. The NCAA president and the chairs of the Division I Council and the Division II and Division III Management Councils shall be ex officio nonvoting members, except that the NCAA president is permitted to vote in the case of a tie among the voting members of the Board of Governors present and voting. The other ~~16~~ **21** voting members of the Board of Governors shall include:

[4.1.1-(a) through 4.1.1-(c) unchanged.]

(d) Two Division II presidents or chancellors from the Division II Presidents Council; ~~and~~

- (e) Two Division III presidents or chancellors from the Division III Presidents Council; **and**
(f) Five independent members (see Constitution 4.02.4).

4.1.2 Duties and Responsibilities. The Board of Governors shall:

[4.1.2-(a) and 4.1.2-(k) unchanged.]

(l) Review and coordinate the catastrophic-injury and professional career insurance (disability injury/illness) programs; ~~and~~

(m) Compile the names of those individuals associated with intercollegiate athletics who died during the year immediately preceding the annual Convention;

(n) Issue a call for nominations when a vacancy for an independent member occurs on the Board of Governors; and

(o) Serve as the final authority for the selection of and additional duties assigned to independent members of the Board of Governors.

4.1.3 Election/Term of Office.

[4.1.3.1 unchanged.]

4.1.3.2 Terms **of Office.**

(a) President or Chancellor Members. The terms of ~~service~~ **office** of **president or chancellor** members of the Board of Governors shall coincide with their service on the applicable divisional presidential governing body, unless otherwise specified by that governing body.

(b) Independent Members. An independent member of the Board of Governors 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.

[4.1.3.3 unchanged.]

Rationale: The Commission on College Basketball, chaired by former Secretary of State Condoleezza Rice, recommended that the NCAA restructure its highest governance body, the Board of Governors, to include at least five independent members with the experience, stature and objectivity to assist the NCAA in re-establishing itself as an effective and respected leader and regulator of college sports. One of these independent members will also serve on the Board of Governors Executive Committee. The current Board of Governors includes 16 institutional presidents or chancellors representing each division as voting members, the chairs of the Division I Council and the Division II and III Management Councils as ex-officio nonvoting members, and the NCAA president (who may vote in case of a tie). Like public companies, major non-profit associations typically include outside board members to provide objectivity, relevant experience, perspective and wisdom. Board members with those qualities will provide valuable insight to the NCAA generally as it works towards the restoration of public confidence in college basketball and college sports in general. The Board of Governors will issue a formal call for nominations to fill vacancies; appoint the Board of Governors Executive Committee as the

nominating committee; and serve as the final authority for the selection of and additional duties assigned to the independent members.

Estimated Budget Impact: \$25,000 each fiscal year [committee expenses (e.g., travel, hotel, per diem) for the five independent members to attend Board of Governors in-person meetings (four times per year)].

Student-Athlete Impact: None.

Review History: August 8, 2018: Approved in Legislative Format – Board of Governors