

**REPORT OF THE  
NCAA BOARD OF GOVERNORS  
January 16, 2015**

**KEY ITEMS.**

None.

**ACTION ITEMS.**

None.

**INFORMATIONAL ITEMS.**

1. **Welcome and announcements.** The NCAA Board of Governors Chair, President Lou Anna Simon, convened the meeting at 10:00 a.m. and requested NCAA President, Mark Emmert to make introductory remarks. President Simon welcomed newest members: President Philip Hanlon, President Daniel Papp, and President Baker Pattillo. President Simon also welcomed President Stan Albrecht recognizing that his term would begin at the conclusion of the January convention meeting.

Because they were participating in their final meeting, President Simon also recognized the following members with gifts of service: President Thomas Haas, President Nathan Hatch, President Sharon Herzberger, President Horace Mitchell and President Terry Rupert. The chair also recognized President Rita Cheng, whose term expired in August. President Cheng participated in the January convention meeting in a non-voting capacity, at the invitation of the chair, to help facilitate discussions and provide continuity.

The board then voted to change the order of the presentation of agenda items to accommodate the schedules of presenters. The board also approved the meeting minutes from a January executive session meeting.

*It was unanimously VOTED.*

"To change the order of the presentation of agenda items."

2. **Approval of the October and November 2014 and January 2015 meeting reports.** The reports of the October 29, November 5, November 13 and November 21, 2014 meetings and the January 16, 2015 executive session meeting were approved with no changes.
3. **Student-Athlete Advisory Committee (SAAC) update.** The leadership of the national Student-Athlete Advisory Committees (SAAC) provided in-person updates to the committee on issues and initiatives within each division. The chair recognized SAAC

leaders in the following order:

- a. **Division III SAAC.** Chelsea Shoemaker, Division III Student-Athlete Advisory Council Chair, thanked the board for the opportunity to present. Shoemaker shared the initiatives of Division III, which include student-athlete representation on the Division III management and presidents councils and a partnership with Special Olympics. Shoemaker's report also previewed Division III SAAC's proactive role at the campus level on such issues as mental health and inclusion. Finally, she informed the board about student-athlete participation in the making of the "You can play" video used by both Division I and Division III institutions. Shoemaker encouraged the Board of Governors to maintain Division III as relevant in discussions concerning the budget and potential changes in the Association.
  
- b. **Division II SAAC.** Spencer Dodd, Division II Student-Athlete Advisory Council Chair, reported on proposals the Division II SAAC developed to enhance the student-athlete voice and the overall student-athlete experience. Specifically, one proposal was aimed at providing student-athletes the opportunity to vote on the NCAA Convention floor. Dodd also reported that the Division II SAAC had engaged in discussions about policy and procedures regarding another proposal seeking representation of SAAC on the management council. Finally, Dodd informed the board of Division II's new campaign: "Make it yours!" He recognized the board, other administrators and staff, generally, who work to impact the student-athlete experience. He implored the group not to lose sight of that and thanked the board for the opportunity to present.
  
- c. **Division I SAAC.** Kendall Spencer, Division I Student-Athlete Advisory Council Chair, acknowledged the work of the board of governors to enhance the student-athlete experience. In Spencer's report he reflected on the opportunity Division I student-athletes now have to participate in governing bodies such as the Division I Board and the Division I Council, in addition to SAAC. He described a new Division I SAAC initiative to engage SAAC conference administrators in an open dialogue to address priorities like educating student-athletes on legislative proposals. Spencer also described a new voting platform, piloted in December 2014. The platform requested student-athletes to consider legislation regarding drug testing and had a significant response rate. Finally, Division I student-athletes recently completed a video for the "It's on Us" campaign. Spencer reminded the board that a majority of Division I student-athletes believe that intercollegiate sports make a tremendous impact on education. And he thanked the board for the opportunity to present.

4. **NCAA President's report.** President Emmert briefly reminded the group of governance changes in Division I and provided general observations about the opportunity for the board of governors to work with the new members of the Division I Board of Directors and the new Division I Council. President Emmert also reflected on the contributions of student-athletes across all divisions.
  
5. **Review of Board of Governors Finance and Audit Committee proposed charter amendment.** The committee reviewed and approved minor changes to the BGFAC audit charter to allow the outgoing chair to remain on the committee for an additional one year term as an ex-officio member.

*It was unanimously VOTED.*

"To approve the charter amendment allowing the outgoing chair of the Board of Governors Finance and Audit Committee to remain on the committee for one year as an ex officio member to maintain continuity for the committee."

6. **NCAA Board of Governors Finance and Audit Committee report.** President Cheng, ex officio member of the Board of Governors Finance and Audit Committee, provided the report of that committee which included audited financial statements. Upon request of the chair, general counsel for the Association, Scott Bearby provided background on related litigation and settlement discussions as well as matters of insurance coverage. The chair also charged the finance committee to develop a high level Q&A to inform members of the board about the budget.

The Board of Governors Finance and Audit Committee report recommended uses of unallocated net assets, and advised the board on first quarter budget to actual results. The report also revisited the October 2014 recommendations of the Division I Conference Commissioners Association subcommittee representatives. Finally, President Cheng, on behalf of the committee, sought the approval of three new candidates as members of the Board of Governors Finance and Audit Committee investment subcommittee.

The board voted on the following:

*It was unanimously VOTED.*

"To accept the audited financial statements for fiscal year 2013-14."

*It was unanimously VOTED.*

"To approve the recommended uses of unallocated net assets."

*It was unanimously VOTED.*

"To approve the proposed distribution change as recommended by the Board of Governors Finance and Audit Committee providing an even distribution of the additional funds to each Division I member higher education institution, effective fiscal year 2015-16. The distributions are to be used in accordance with the guidelines provided for either the Academic Enhancement Fund or the Student Assistance Fund."

*It was unanimously VOTED.*

"To approve the following as new members of the Board of Governors Finance and Audit Committee Investment Subcommittee:

- (1) Corey Galstan, director of public markets, Lehigh University
- (2) Joseph A. Hope, chief investment officer, Colgate University
- (3) Mary Cahill, vice president of investments and chief investment officer, Emory University"

7. **Litigation and legislative strategic discussion.** Chief legal officer, Donald Remy, provided a privileged and confidential briefing and facilitated a dialogue on current litigation.

8. **Discussion on the structure of the Board of Governors.** President Simon reviewed the efforts of the Executive Committee Redesign Subcommittee to date. She strongly encouraged the board and its new leadership to find the appropriate place for seniority, diverse experience and skill set, and student-athlete participation on the board. She informed the body that the Division II Conference Commissioners Association and the Great Lakes Valley Conference were seeking greater representation for Division II. And that Division III's North Atlantic Conference contemplated a similar position on behalf of

Division III. She also reminded the members of the board of the legislative process necessary for any contemplated changes to composition or structure.

President Simon thanked President Haas for his service on the board and his leadership in the redesign effort. In his report, President Haas reflected upon the accomplishments of the redesign subcommittee and described the kinds of changes the board and its new leadership could consider. He recommended that new board leadership first develop criteria to support any composition change. He then suggested the consideration of different divisional representation, student-athlete or external constituent representation, as well as structure and staggered terms of service to ensure continuity.

*It was unanimously VOTED.*

"To form a new task force or working group of the board of governors to:  
(a.) consider the criteria or set of principles in addition to the process necessary for exploring changes to composition and/or structure of the NCAA Board of Governors and (b.) publicly announce that the board is engaging in that exploratory initiative.

**9. NCAA Division I Board of Directors and NCAA Divisions II and III Presidents Councils reports.**

- a. **Division III Presidents Council.** The board of governors received a report from Division III Presidents Council chair President Sharon Herzberger. President Herzberger provided general observations regarding an earlier issues forum and roundtable discussion with divisional representatives. Issue forum topics included budget planning and championship expenses. She also advised the board of governors that Division III would consider 15 legislative proposals at the 2015 convention.
- b. **Division II Presidents Council.** The board of governors received a report from Tom Haas, Division II Presidents Council chair. President Haas provided further discussion on the division's new campaign and strategic planning initiatives. He also announced that moving forward the Division II Presidents Council representatives to the board of governors would be President Judith Bense, University of West Florida, as chair and President Steve Scott, Pittsburg State University, as vice chair. President Haas thanked President Simon for her leadership, and the NCAA staff on providing continuity on the BOG composition issue.

- c. **Division I Board of Directors.** The board of governors received a report from Division I Board of Directors chair, President Nathan Hatch, who advised that the new Division I Council would meet and soon elect a chair. He also summarized the autonomy legislative proposals and the opportunity for student-athlete participation in the autonomy legislation discussions.

President Simon thanked each for their leadership.

10. **Election of Board of Governors Chair.** Immediately preceding the election of a new board chair, Dr. Emmert, on behalf of the entire board of governors, recognized the tremendous efforts of the chair, President Simon, to lead the board and to leave a lasting legacy moving forward. In her last act as chair, President Simon called for nominations from the floor. President Daniel Papp nominated President Kirk Schulz. The nomination was properly seconded by President Nathan Hatch.

*It was unanimously VOTED.*

"To elect President Kirk Schulz, Kansas State University, as the new chair of the NCAA Board of Governors."

11. **Future meetings. (Information)**

- Thursday, April 30, 2015; Indianapolis, Indiana.
- Thursday, August 6, 2015; Indianapolis, Indiana.
- Thursday, October 29, 2015; Indianapolis, Indiana.

12. **Adjournment.**

The meeting was adjourned at 4:29 p.m.

*Committee Chair:* Lou Anna Simon, President, of Michigan State University.

*Staff Liaisons:* Donald Remy, Executive Vice President of Law, Policy and Governance  
 Terri Carmichael Jackson, Director of Law, Policy and Governance

Attendees	Absentees
Stan Albrecht, Utah State University Jonathon Alger, James Madison University Gene Block, University of California, Los Angeles Judith Bense, University of West Florida Alan Cureton, University of Northwestern-St. Paul Mark Emmert, NCAA President Thomas Haas, Grand Valley State University Nathan Hatch, Wake Forest University Sharon Herzberger, Whittier College David Hopkins, Wright State University David Leebron, Rice University Horace Mitchell, California State University, Bakersfield Harris Pastides, University of South Carolina, Columbia Daniel Papp, Kennesaw State University Baker Patillo, Stephen F. Austin State University Terry Rupert, Wilmington College (Ohio) E. Joseph Savoie, University of Louisiana, Lafayette Kirk Schulz, Kansas State University Karen Stromme, University of Minnesota Duluth	Philip Hanlon, Dartmouth College

Other Participants
Scott Bearby, general counsel Rita Cheng, Northern Arizona University Spencer Dodd, Division II Student-Athlete Advisory Council chair Daniel Dutcher, vice president of Division III Jean Frankel, consultant Brian Hendrickson, director of strategic communications Cari Klecka, chief of staff Kathleen McNeely, executive vice president of administration and chief financial officer Chelsea Shoemaker, Division III Student-Athlete Advisory Council chair Kendall Spencer, Division I Student-Athlete Advisory Council chair Terri Steeb-Gronau, vice president of Division II Bob Williams, vice president of communications