

Agenda

1. Board Governance and Development
 1. Role of Governance Committee
 2. Board Trustees vs. Staff: the 'altitude question'
 3. Responsibilities of Trustees
2. Board Effectiveness:
 1. Committee Structure
 2. Meeting Structure

Governance Committee

1. Nominations process: intentional
 - Succession planning
 - Term limits
2. Board effectiveness & culture
 - Committee structure
 - Meeting structure / Communication
 - Self evaluation
3. Trustee orientation & training

Board Trustees vs Staff: Responsibilities

Board Responsibilities	Staff Responsibilities
Decisions on strategy, mission, finances	Executes the strategy, mission
Hiring and evaluating the President	President hires and evaluates staff
Provides leadership and expertise in key areas: fund raising, strategy, education, finance	Responsible for day to day running of the school
Available for consultation by staff	Consults the board for its expertise
Ambassador for the school, mission	Executes outreach activities
Ensures financial support through fund raising	Supports the board in its fund raising activities
Evaluates the school's success in meeting its mission	Provides the board with timely, accurate information for its assessment

1. How well are we doing?
2. What have the grey areas been?

Responsibilities of Trustees

1. Time

- Meetings
- Committee work

2. Expertise

- Committee

3. Fund raising

- Activities / Personal

Board Training: John Littleford's proposal

- Confidential questionnaire prior to board meeting.
- Hour one: “intake focus group” – Questions and Answer session, to gauge board dynamics, style
- The workshop itself would:
 - Cover the principles of good governance, board evaluation, evaluation of the head, board/head relations, policy/management separation, boundary issues, using “channels”, etc.
 - Feedback on the topics, issues, concerns and aspirations arising from board questionnaires
 - Review the key issues facing the Board, and how healthy board governance supports the ability to address the strategic challenges and opportunities
 - Support the School's strategic planning initiatives and help trustees to critique those constructively, in ways that improve the organization's ability to move forward.
 - Address good practice on issues as: term of office for board members, terms for chairs, the role of the executive and other subcommittees, the crucial role of the “governance committee” (nominating committee/COT)
 - Review best practice for board evaluation, chair evaluation and how to keep a board functioning effectively at the strategic/generative level.
- The workshop fee for a four-hour session with the full board and Head is \$5800, plus expenses.

Purpose of the committee structure

1. Smaller groups working in a focused manner to provide guidance to the board.
2. Effective committees allow for efficient decision-making at the board level.
3. Allowing for non-trustee committee members widens engagement / pool of experts

UWC Specifics:

1. Geography / time zone challenges
2. Thinly spread: 18 Trustees / 10 Committees

Current trustee assignments

Education =====	Advancement =====	Strat Planning =====	Audit =====	Governance =====
<u>M. Leon (16)</u>	<u>M. Blum ('07)</u>	<u>B. Jones (12)</u>	<u>S. Dichter (09)</u>	<u>S. Subramaniam (15)</u>
M. Espinosa (17)	L. Brown (15)	M. Espinosa (17)	M. Blum (07)	J. Schneider (09)
M. Kravets (15)	M. Kravets (15)	Victoria Mora (16)	T. Tingley (10)	M. Blum ('07)
M. Weston (14)	KC Kung (12)			KC Kung (12)
G. Anand (18)	M. Weston (14)			M. Leon (16)
T. Rogers (18)	Geeta Anand (18)			Manolo Espinosa (17)
B. Banowsky (17)	T. Rogers (18)			Bill Banowski (17)
T. Tingley (10)	M. Leon (16)			
Klaus Desmet (non trustee)	T. Tingley (10)			
Admissions =====	Alumni =====	Facilities =====	Executive =====	Finance/Inv =====
<u>M. Kravets (15)</u>	<u>M. Weston (14)</u>	<u>J. Lee (16)</u>	<u>S. Dichter - Chair (09)</u>	<u>KC Kung (12)</u>
M. Espinosa (17)	M. Espinosa (17)		KC Kung - Treasurer (12)	M. Blum ('07)
M. Leon (16)	B. Jones (12)		V. Mora - President (16)	J. Schneider (09)
M. Weston (14)	KC Kung (12)		T. Tingley - Secretary (10)	<u>T. Schwingeler (Inv) (14)</u>
KC Kung (12)	J. Lee (16)			S. Subramaniam (15)
	M. Leon (16)		New:Mark Hodde (Secretary)	
	Jeremiah Stevens '94 (non trustee)			
	Karlo Skarica '13 (non trustee)			
	Karina Gonzalez Sanchez '13 (non trustee)			

Fundamental questions

1. Are committee assignments effective?
2. Do we have the right committees?
 1. Alumni and Advancement?
 2. Education and Admissions?
3. Executive committee?
4. Succession for Board Chair

Committee Chair Responsibilities

1. Ensure Committee Mandates are updated annually and consistent with strategic plan
2. Set annual goals / priorities for the Committee (strategic not tactical)– to be shared at the October meeting
3. Manage committee meetings to ensure progress towards goals
4. Ensure that Committee work takes place in between board meetings via conference calls / video conferencing
5. Report to the board a summary of year's progress (including a review of where objectives were met, need greater time, key topics the next year etc.)
6. Mentor and provide guidance and support for the relevant member of the SLT
7. Ensure that the Board and President is kept up to date with the committee's progress.
8. Select non-trustee committee members to widen engagement / pool of experts / trustee pipeline
9. Succession

Committee goals - 2018-2019

Governance Committee

1. Committee strengthening
2. Strengthen the nominations process to build a more viable pipeline of Trustees
3. Succession Planning for Board Chair
4. Trustee and HOS training

Alumni Committee

1. To increase alumni engagement on and off campus
2. To encourage the generational commitment of alumni to UWC-USA
3. To facilitate opportunities for our alumni to give their "time, talent and treasure" (IO term) back, in service of our college
4. Use data from our recent alumni survey to gather additional feedback and input from alumni to inform the strategic plan.

Finance Committee

1. Review of factors affecting financial sustainability, including net tuition as determined by enrolment, financial aid and expenses
2. Participate in the evaluation of alternative student information systems which would integrate data in multiple areas of academic and non-academic operations.
3. Continue to improve inter-department communications and cooperation
4. Continue to improve cost tracking systems and processes

Facilities Committee

1. Conclude the Master Plan Study
2. Assist the Relocation Study
3. Continue execution of capital projects

Nominations Process: Lets make it intentional

1. Key criteria: gap analysis for board
2. Location: local support for school important to maintain given the geographic dispersion.
3. “Halo effect” inspirational trustees – does bringing in one big name (consistent with other goals) elevate the board and the school?

Profiles of great candidates

- Experience - development, strategic, board experience, etc
- Expertise - architect, fund manager, educator, communicator
- Mix - elements of each, that can help drive perspectives and outcomes

Distribution: Do we have gaps?

- 11 Male vs. 6 Female
- 5 Finance vs. 12 non Finance
- 8 Alum vs 9 non Alum
- 14 US based vs.3 non US based
- 5 New Mexico based vs. 12 from outside New Mexico

Potential trustees / committee alignment

Educators:

1. Klaus Desmet: Educator, Alum and Parent. Very committed and now on Education Committee.
2. Ellen Stein: Recently retired head of Dalton School.
3. Margarita Curtis, retiring as Head of Deerfield and former Dean of Faculty at Andover, moving to New Orleans
4. Richard Mueller - former head of school at Northfield Mount Hermon and then the Hong Kong International School based in Golden Colorado

Strategy / Finance

1. Peter Alderman AC '91 alum. General counsel at GoldenTree Asset Management.
2. Jonas Nilsson – UWC USA alum in Private Equity. Previously on the board
3. Jaana Remes – Class of 84, married to an 85 graduate based in San Francisco: <https://www.mckinsey.com/our-people/jaana-remes>

Advancement

1. Inez Kavamura: Hosted the UWC IO gala last year.
2. Francisco D'Souza, CEO of Cognizant (Inez's husband)

Facilities

Sebastian Remseyer – UWC – USA Class of 87, architect based in Paris.

Admissions

Paul Moore: Alum, 8 years US selection Committee, Georgetown admissions

Governance? Ian Chisolm

Audit?

Potential Trustees

- Alex Macgillivray. Alex is the former general counsel of Twitter. He was with the company from the early years through the IPO. Prior to that he was deputy general counsel of Google. More recently, he worked as the deputy CTO in the White House.
- Meera Gandhi: Pearson Alum, https://en.wikipedia.org/wiki/Meera_Gandhi

Appendix

