



Governance Committee Update

2 October 2021

Getting board ready for the Capital Campaign!

Key Initiatives:



1. Board self-assessment: 3 year check
2. Presidents evaluation Process
3. Trustee nominations process
4. Board training
5. Committee effectiveness
6. Governance committee goals for 2021-22
7. Committee assignments

Board Self-Assessment: 3 year review summary



Things Board is doing well	Suggested process improvements	Long term challenges
Board meetings take place in an environment of trust and mutual respect.	The Board is effective in orienting new board members.	The Board is successful in seeking out new relationships with donors and stakeholders.
Board meetings are well structured, i.e. they have a clear agenda and are well facilitated.	Board members are well informed about their roles and responsibilities.	The Board is actively involved in soliciting donations from individuals, corporations/foundations, and alumni.
The Board governs in a constructive partnership with the President of UWC-USA and focuses on strategic matters (not daily operations).	The Board has sufficient information on educational goals / academic and residential life / student composition / developments in the broader UWC movement.	UWC-USA is one of my top philanthropic priorities and I donate annually at the maximum amount I can.
The Board ensures that resources are appropriately allocated to meet the school's mission.	The Board ensures that its decisions are fully understood and supported by key stakeholders.	I am actively involved in soliciting donations from individuals, corporations/foundations, and alumni.
I am actively involved in a UWC-USA Board Committee and give my time between board meetings.		
The Board uses UWC-USA's mission and vision to drive decisions.		
Board meetings are of the right length.		
The Board is successful in utilizing individual member's expertise.		
The Board reviews UWC-USA's mission in a timely manner and ensures		
The Board is effective in making decisions and taking action to fulfill the school's mission.		
The Board regularly reviews its governance practices.		
The Board reviews UWC-USA's mission in a timely manner and ensures it is appropriate.		
The Board monitors on-going risks that might prevent UWC-USA from achieving its mission.		
The board is effective in providing oversight and strategic guidance.		
Board members are highly committed and actively fulfill their responsibilities.		
4. Board members are sufficiently prepared in advance of the meetings.		
Board meetings allow adequate time for members to ask questions and explore issues.		
Please rate the Board's performance in strategic planning.		
The Board ensures sufficient engagement from all Board members.		
The Board committee structure is effective in providing oversight.		
The Board regularly examines its composition and identifies gaps.		
The Board is effective in identifying new/potential trustees.		
The size, composition and structure of the Board is appropriate for the school's mission.		

President evaluation process: summary



1. President Evaluation Team (Klaus and Marybeth) interview SLT (May)
 - A set of guiding questions will be used to interview the SLT:
2. Full board feedback via survey (May)
3. Feedback to President (Chair/Governance Committee) June
4. President shares annual goals with wider board at start of Academic year (August / September)
5. Feedback on progress towards goals (October/February meetings)
6. Final report by President on goals achieved (June meeting)
7. Agree on Annual goals (June)

Trustee Nominations Process: summary



1. New members for the Board Committees are identified by the **Committee Chairs in conjunction with Governance Committee**. Once approved by the Committee, candidates are vetted by **President** and then brought to the **Governance Committee for approval**. The ad hoc committee member has the potential to join the full board after 6 months -- if there is need and/or if the ad hoc member has demonstrated valuable contributions to the full board.
2. Expectations for the ad hoc Committee members are:
 - Exploratory engagement for at least 6 months
 - Active participation in the assigned Committee
 - Attendance at board meeting where input might be required.
3. Ideally, new committee members would join a committee by the fall of the prior year to enable consideration for election to the board the June meeting.
4. New trustee terms start in October and run for a 3-year term. Our by-laws state that trustees are limited to two consecutive terms – unless they are an officer or committee chair.
5. Each October we hold an orientation for all new trustees and new committee members.

Board training: key takeaways



1. Basic framework: Fiduciary, Strategic, Generative
2. Effective committees enable board to focus on more strategic / generative issues.
3. Generative need to be grounded in (but not bound by) foundation (understanding of assets, capabilities, etc.)
4. Unresolved tension on balancing generative thinking and foundational work. Too much “blue sky” can be destabilizing.
5. **Next steps:**
 - Code of conduct for trustees – simple one pager
 - Goal setting - Tighter process for setting annual goals (board and Pres) and cascading down to committee
 - Committee structure – review number, mandates/boundaries; and align with 3 roles framework
 - Annual strategic/generative retreat – add 4th meeting. Timing/location TBD
 - Additional training – where we do a case study (developed by Marisa) and review a working paper on “how to do generative thinking without being de-stabilizing/annoying” (by Ben)

Committee effectiveness: summary



1. Chairs to work with the Committees to set **annual committee goals** and agenda
2. Chairs to lead execution on major priorities: enlisting other committee and board members
3. Chairs to act as sounding board and support for SLT partner: key liaison between SLT partner and board.
4. Chairs to **lead board prep**: Work with SLT partner on agenda and supporting material for board meetings.
Make sure to hold committee meeting prior to board meeting to finalise.
5. **Chair to facilitate committee development and functioning.**
 - Work to recruit and integrate new committee members
 - Clarify/set “rhythm” and calendar for committee – e.g., mix of ad hoc and regularly scheduled meetings, preparation for board meetings, etc.
 - Ensure all members are engaged and contributing per their availability and capacity.,
 - Document meeting minutes and post to trustee website.

Governance committee goals for 2021-22



1. Chair Transition

- Target May 2021 with a year overlap with Steve?

2. Trustee pipeline – Melanie (Alum) / Preeti (External)


- 2 to 3 successful nominations / year aligned with Board goals / Committee needs
- Distribution: 50 alum / 50 external; composition to reflect the school's mission

3. Committee effectiveness: Committee Chair leadership to be accountable for:

- Annual Goal setting (Autumn)
- Committee pipeline (working with Melanie / Preeti)
- Committee “rhythm” and calendar
- Committee minutes on Trustee website
- Ongoing training

Note: The Chair and President are ex officio on all committees.

Chair = underlined

Advancement/ Alumni	Education/ Admissions	Audit & Risk Management	Governance	
<u>M. Weston</u>	<u>M. Leon</u>	<u>M. Blum</u>	<u>S. Subramaniam</u>	
J. Nilsson	<u>M. Kravets</u>	S.Dichter	J. Schneider	
M. Espinosa	K. Desmet	<u>K.Desmet</u>	M. Espinosa	
M. Kravets	T. Hassan	<u>T. Hassan</u>	M. Leon	
P. Khandelwal	B. Nicholson		P. Alderman	
<u>A. Kassam-Remtulla</u>	* <u>S. Audet</u>		M. Weston	
			<u>A. Kassam-Remtulla</u>	
			<u>P. Khandelwal</u>	
Facilities	Strat Planning	Finance	Investment	Executive
<u>J. Lee</u>	<u>B. Jones</u>	<u>J. Morris</u>	<u>M. Taylor</u>	<u>S. Dichter - Chair</u>
A. Affeldt	J. Nilsson	D. Garcia	J. Schneider	V. Mora - President
* <u>S. Jones-Wilson</u>	M. Espinosa	M. Taylor	M. Blum	P. Alderman - Secretary
* <u>F. Nathan</u>	M. Kravets	* <u>R. Lloyd</u>	S. Subramaniam	J Morris- Treasurer
	P. Alderman		D. Garcia	J. Schneider - VC
	* <u>F. Nathan</u>		J. Morris	
			<u>C. Janssen</u>	
			<u>T. Schwingeler**</u>	

* Denotes Committee member - not on the Board of Trustees

** Will be rolling off 2022

Key changes:

1. Recommend that the Investment Committee becomes independent committee of the board.
2. Audit Committee to expand to include Risk Management: Marc Blum to chair. Klaus and Tom to join.
3. Melanie Weston to Chair Advancement Committee
4. Streamlining trustee committee assignments: to improve engagement and committee effectiveness