



Governance Committee Update

6 June 2022

Agenda:



1. Board Resolutions: Trustee nominations / Trustee terms
2. Governance committee goals for 2021-22
3. Committee membership / pipeline
4. New Trustee process (reminder)
5. Chair/Trustee/Committee Chair terms (reminder)
6. Board self-assessment / President Evaluation

Board Resolutions (i)



1. Nominate **Fred Nathan** to the Board of Trustees with term starting on October 2022
2. Nominate **Eivind Djupedal** to the Board of Trustees with term starting on October 2022
3. Nominate **Aditya Joshi** to the Board of Trustees with term starting on October 2022

Board Resolutions (ii)



- 1. Klaus Desmet** for a second 3 year term as Trustee of UWC USA
- 2. Peter Alderman** for a second 3 year term as Trustee of UWC USA
- 3. MaryBeth Kravitz, Melanie Weston, Marc Blum, Jon Schneider, Ben Jones, Marisa Leon, Justin Lee and Subitha Subramaniam** for 1 additional year*

- Committee chairs extended annually after the expiration of two three year terms

Retiring Trustees



1. Manolo Espinosa
2. Jonas Nilsson

3. Steve Dichter

Governance committee goals for 2021-22



1. **Chair succession**
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

Proposed addition for 2022-23:

1. Code of conduct for trustees:
2. Board cohesion / alignment – too much friction in too many committees.

Committee members



Committee members	Committee	Expected Trustee?
Rebecca Loyd '86	Finance	-
Shafee Jones-Wilson '98	Facilities	-
Rodolfo Gil '93	Education	-
Luis Ottley	Education	-
**David Ertel	Risk and Audit	
**Kristana Yu	Facilities	
**Raimund McClain	Facilities	
** in progress		

1. Key priority for trustee pipeline are: Audit and Risk Management/Facilities
2. Continue to build the board pipeline for the campaign

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. Each October we hold an orientation for all new trustees and new committee members.

Chair/Committee Chair/Trustee terms



Bylaws provide needed flexibility but board would benefit from establishing some clear parameters that will allow regular refreshing and succession planning. These parameters were agreed to be:

1. Chair: Four year term, with potential for one additional year for renewal. In exceptional circumstances, tenure can be extended beyond this.
2. Committee Chairs: Two terms of three years each, with potential for annual renewal up to a maximum of nine total years on the board. We expect total time as Committee Chair to be no more than 6 years. In exceptional circumstances, tenure can be extended.
3. Trustee: Two terms of three years each as per bylaws

President Evaluation & Board self-assessment



1. President Evaluation

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

2. Board Self-assessment

1. Sent out in conjunction with President evaluation survey