I. Background and Process

The UCAR Board of Trustees established the Governance Task Group (GTG) on 11 April 2012 with the charge of “examining current UCAR governance bylaws and practices and making recommendations to the Board on changes that could enhance UCAR’s ability to serve its member institutions into the future.”

The Board appointed the following people as members of the GTG:
- Mark Abbott, Oregon State University, Chair
- Fred Carr, University of Oklahoma, Co-chair
- Greg Hakim, University of Washington
- Vasu Misra, Florida State University
- Yvette Richardson, Penn State University
- Scott Sternberg, Vaisala
- Sepideh Yalda, Millersville University

The motivation for convening the GTG was two-fold:

- The NSF panel that reviewed UCAR for the current cooperative agreement renewal recommended that “…UCAR should consider new and innovative mechanisms to engage the member institutions, capture ideas relevant to the future directions of NCAR, and expose the university community to UCAR and UCAR governance;”
- A memo from UCAR President Tom Bogdan (17 February 2012) that recommended an examination of the Corporation’s governance and membership structures to “engage a greater number of community members and UCAR staff and move toward more diverse and vibrant community partnerships focused on the research, education, and service issues, as well as pressing national needs relevant to the consortium.”

*Equity, Inclusion, and Simplicity* are principles used to guide the governance examination and develop the recommendations.

The GTG held several teleconferences in 2012 and developed an informal survey that was distributed to all member representatives. Three questions were asked:

1. Is the current 2-tier Membership structure (Members and Academic Affiliates) still relevant?
2. What do you think about combining the two levels of Membership into one (i.e. one level of voting Membership)?
3. What are the potential advantages and disadvantages of combining the two levels of Membership?

Many member representatives responded to this informal survey, but there was no clear consensus on the issues. However, there were some common themes, such as the opportunity
to be a more inclusive organization, along with concerns about a decrease in focus on the research mission of UCAR (and NCAR).

The GTG led a panel discussion at the October 2012 Members Meeting and started with setting the context:

- Are we positioned to meet the needs of our members and the community in the 21st century?
- Our world continues to change – do our present structures and practices serve us well?
- Some past history of changes in governance

The GTG focused the discussion on two areas: membership categories, and member representatives. As noted by Bob Fleagle in his 2000 AMS book, *Eyewitness: Evolution of the Atmospheric Sciences*, “…to maintain standards of membership requires frequent and consistent attention – the job is never done.” After short presentations by GTG members, there was a wide-ranging discussion by the member representatives. Topics included the number and type of member representatives, possible consolidation of membership levels (full and affiliate) into one, and the structure of the members meeting. At the conclusion of the discussion, a straw poll was conducted. There was general agreement that the GTG should continue to examine the issue of a consolidated membership structure and that the GTG should not investigate how member institutions select their representatives, how long they serve, etc.

Subsequently, the GTG reported back to the Board of Trustees, including at the UCAR Board of Trustees February 2013 meeting. At the February Board meeting, a draft set of by-law changes was presented and discussed. Subsequently, modifications were made to the proposal, and these changes were considered at the May 2013 Board meeting. After considerable discussion, the Board approved the recommended changes for consideration by the Members at the October 2013 meeting (see page 3).

### II. Today’s environment

Many of the issues that led to the formation of UCAR over fifty years ago relevant today. The *Preliminary Plans for a National Institute for Atmospheric Research* (better known as the Blue Book) gave four reasons for the atmospheric science community to have a national center:

1. The need to mount an attack on the fundamental atmospheric problems on a scale commensurate with their global nature and importance.
2. The fact that the extent of such an attack requires facilities and technological assistance beyond those that can properly be made available at individual universities.
3. The fact that the difficulties of the problems are such that they require the best talents from various disciplines to be applied to them in a coordinated fashion, on a scale not feasible in a university department.
4. The fact that such an Institute offers the possibility of preserving the natural alliance of research and education without unbalancing the university programs.

Over the decades, the scope of UCAR has grown and matured. Today, our research portfolio includes atmospheric and many related sciences. Our member institutions have graduate education programs in these areas as well. UCAR continues to manage NCAR on behalf of the
National Science Foundation, while UCAR Community Programs (UCP) provides a wide range of services and programs to support the education and research goals of the member institutions. Affiliate members were added in 1991 for institutions that offered only terminal baccalaureate and/or master’s degree programs. With over 100 member institutions (a little over ¾ are full members), UCAR is a much broader and deeper organization than when it was founded.

Although research is our dominant focus, it is also apparent that education has become a more pervasive component of UCAR and its member institutions. As one of the member representatives noted at the October 2012 Members Meeting, “Now is the time to be inclusive, not exclusive.” Our full members, even with their doctoral programs and research focus, are strengthening their educational programs at all levels. The recent Federal Science, Technology, Engineering, and Mathematics (STEM): 5-Year Strategic Plan from the National Science and Technology Council sets forth ambitious plans in both undergraduate and graduate STEM education. Although directed at the federal agencies, the report clearly will depend on the active participation of our university members.

The National Science Foundation, in response to recommendations from the National Science Board, revised its merit review criteria in 2013 to include an equal assessment of both the intellectual merit and the broader impacts of the proposal. This last criterion “encompasses the potential to benefit society and contribute to the achievement of specific, desired societal outcomes.” Our research must be both transformative to the field, and it must have a positive impact on the larger world.

These are just two examples of the new opportunities and challenges facing our member institutions. To be an effective, member-driven organization, UCAR will benefit from being a more inclusive organization with a broader scope than it had at its formation in 1959. The proposed changes to the bylaws move us in this direction.

### III. Recommendations and Rationale

*Equity, Inclusion, and Simplicity* guide the following governance recommendations:

A. One vote per institution  
B. One official voting representative from each member university  
   o Include new language on the role of the Member Representative  
C. Combine member and affiliate levels into one membership category  
D. Remove membership term requirements (no member reelection)  
E. Remove mention of specific membership fee from bylaws (annual fee approved by Board of Trustees outside of the bylaws)  
F. Remove language supporting travel costs

**Equity**

A portion of the proposed UCAR bylaw changes relate to the concept of “equity”. UCAR has been, and continues to be, a member-driven institution. As such, the bylaws must provide a formal manner in which member institutions participate in the overall governance of UCAR. It is equally important to ensure that UCAR matters are both accurately and routinely
communicated to the member institutions. Within this context it is imperative that each member institution is afforded an equal opportunity to both voice their opinions on issues relating to the atmospheric sciences community and to cast a vote on governance matters when required.

For these reasons the UCAR Board of Trustees is recommending changes to **ARTICLE 3, Members Representatives, and ARTICLE 4, Section 6, Manner of Acting** that clearly define the role of the member representative, establish a single “official” member representative and give equal representation on governance matters to all members by establishing a single vote for each institution.

**One Vote per Member Institution**

The core value of equity among the member institutions relates to the establishment of a single vote per member. Currently, the bylaws allow for one vote per institution on some matters and two votes per institution on others. It is possible for unequal representation among institutions given that the outcomes of matters involving “two votes per institution” could be strictly dependent on member attendance at the annual meeting. Further, it is possible for an institution to “negate” its vote as the two representatives could cast opposing votes. For these reasons, the Board of Trustees is recommending that the following bylaw change be made:

“**ARTICLE 4, Section 6. Manner of Acting. Each Member has one vote as to all matters required by law or these bylaws. The act of a majority of Members present at a meeting at which a quorum is present shall be the act of the Members.**”

Going forward, each member institution would have a single vote that will ensure equal representation for all institutions on all matters.

**A Single Member Representative**

In order to both simplify the governance process and to ensure equal representation among the Members, the UCAR Board of Trustees is recommending the establishment of a single Member Representative. This representative assumes the role and responsibilities stated in **ARTICLE 3, Section 1.** The appointment process for the member representative would not change as they “shall be appointed by the chief executive officer or his/her designee”.

Currently the bylaws allow for two member representatives per institution. By establishing a single representative UCAR has a clear point of contact for all member institutions wherein each representative assumes the responsibility to represent the views and opinions of their respective institutions and/or departments.

It should be noted that the establishment of a single member representative and the attendance at the annual meeting of members are separate matters. While the member representative will be expected to attend the annual meeting and would be required to cast all votes on behalf of the institution, attendance at the annual meeting, would still be open to other individuals from member institutions, at their own cost. (To transition, UCAR will
reimburse expenses incurred by one official representative and one participant from each institution through the annual meeting in 2016).

- **The Role of a Member Representative**

A second change to ARTICLE 3 addresses the role of a member representative. Specifically, the following text has been added in order to clearly define the overall role and responsibility of a member representative.

“The primary role of a Member Representative is to consult with fellow faculty and to accurately represent the position and opinion of the Member on matters relating to UCAR governance, and to inform Member colleagues of relevant UCAR activities.”

Although this has been implied in the past, the Board of Trustees feels that such a role needs to be explicitly stated in the bylaws. This, therefore, clearly outlines the responsibility of the member representative to serve as the conduit for bidirectional communication and representation between UCAR and the Member.

In summary, the three proposed bylaw changes above are aimed to ensure equality among all members as it relates to matters of governance. The proposed changes allow for a single vote per institution, establish a single member representative, and more clearly define the role and responsibility of that representative.

**Inclusion**

- **A Unified Membership**

A unified membership structure will create a more inclusive UCAR and strengthen its commitment and obligation to broader impacts as the management entity for an NSF FFRDC. Since 1991, the UCAR Academic Affiliates have been an integral part of the UCAR community, taking part in all aspects of the organization from research collaborations to governance, including but not limited to the following:

**Preparation of students in atmospheric and related sciences:** Academic Affiliates are an integral part of the pipeline that prepares students for graduate studies in atmospheric and related science studies at Ph.D. granting institutions. Academic Affiliates often provide students with their first exposure to research and an early appreciation for the scope and breadth of opportunities across the weather and climate enterprise. UCAR AAs are institutions of high quality who have undergone a comprehensive application and renewal process not so different from that of full members. AAs are part of the educational continuum that for many students will culminate at full member institutions - thus it is in our mutual best interest to work synergistically as equal partners in the organization. A unified membership structure will better reflect the current UCAR that is more diverse and inclusive of the community it serves, making it better prepared to take full advantage of future trends and emerging opportunities.
Participation in UCAR, NCAR, and UCP: Since the inception of the Academic Affiliates Program, the AA representatives have been active participants in UCAR governance as members, and in some cases as chairs, of governing committees, the PACUR, and search committees for leadership positions in UCAR, NCAR, and UCP. In addition, AAs have contributed to several strategic plans, including UCAR 2020 and the current strategic plans of NCAR, COMET, and Unidata. The full UCAR membership benefits from this commitment to the organization which speaks loudly to the dedication of AA members to the UCAR mission and solidarity with the regular members.

Intellectual merit and broader impacts: NCAR as an NSF FFRDC is obliged to meet two overarching criteria; intellectual merit and broader impacts. The majority of Academic Affiliates have collaborations with the Ph.D. granting institutions and NCAR scientists and contribute to both goals, but as institutions offering bachelor and master degree programs, they often lead efforts that involve outreach, diversity, and student inclusiveness. A unified membership recognizes this important partnership at the organizational level and creates a meaningful construct for inclusion across the membership for the future.

UCAR initiatives: Academic Affiliates have been instrumental in helping guide the development of many UCAR-wide initiatives that are benefitting the entire community. For instance, OpenSky is an extension of discussions that began with the Academic Affiliates 15 years ago in an attempt to gain broader access to journals and other peer-reviewed literature. The idea for the recently-launched UVISIT program originated in discussions within the Academic Affiliates to increase the number of NCAR scientists who visit universities; this can benefit the entire UCAR university community.

Benefits of a unified membership to the non-PhD granting institutions: For over two decades the AAs have demonstrated their commitment to the goals of the UCAR mission. They benefit enormously from the interactions with member representatives and the leadership and staff of the corporation. Their participation has kept them abreast of the status and trends in the atmospheric and related sciences, and has made them equal partners in this venture.

Benefits of a unified membership to the PhD granting institutions: All PhD-granting members in UCAR have institutional commitments to equity, inclusion and diversity that are commensurate with the goals of the proposed Bylaw changes. The UCAR Strategic Plan is also committed to these goals. Thus it would be inconsistent with these policies to continue an organizational structure of UCAR that denies 25% of its membership the right to vote on its leadership positions, strategic goals and other issues.

Having a single membership category will promote inclusion of the strengths of current AA members in NCAR’s research activities, in UCP’s service and outreach programs, and in UCAR’s governance. It will send a strong signal to students and faculty of PhD granting members that one should not exclude peers from AA institutions in research and educational initiatives simply because of their smaller programs.
Simplicity

An important part of the GTG’s work these past two years has been to simplify the bylaws and practices of the organization. Action by the Members is requested on the following:

❖ Membership Fees.

The GTG recommended and the UCAR Board of Trustees approved deletion of the specific dollar amount for fees and a re-election fee, as bylaws do not typically include the details on fees and payments. Under the proposed new language, the UCAR Board of Trustees, whom the members elect, sets the membership fee. The new language now states simply:

Every Member shall pay such fees and assessments, annual or otherwise, as may be authorized from time to time by action of the Board of Trustees.

Importantly, in approving this change, the UCAR Board of Trustees also passed the following resolution that would take effect if the members approve the bylaw changes:

Resolution: Set annual membership fee at $500 as of January 1, 2014.

This assessment of an annual membership fee is standard practice in non-profit membership organizations.

❖ Remove UCAR membership reelection requirement.

The GTG recommended and the UCAR Board of Trustees approved deletion of this section of the bylaws; once an institution becomes a member, it will remain a Member so long as it meets the requirements for membership and pays its annual fee.

The current reelection review requirement is time consuming and costly for the member universities and for UCAR; in 50+ years, we know of no applications that have been rejected.

Should an existing Member university no longer meet the qualifications for membership based on any of the criteria (see ARTICLE 2, Section 2), it can no longer be a member. New language is also proposed to allow for termination of the membership if an institution no longer meets the qualifications (see ARTICLE 2, Section 4).

Except as otherwise provided for in these bylaws, the term of membership of each Member shall continue until the Member resigns or is terminated for nonpayment of fees, or no longer meets the qualification for membership.

The application process for an institution seeking a new membership in UCAR will remain as is: the Membership Committee reviews application materials from a potential new member and makes a recommendation to the Members for their action at the Annual Meeting.
Travel Costs.

The current bylaws contain a provision (ARTICLE 3, Section 2) that: “The expenses of representatives of Members incurred in attending meetings of Members shall be reimbursed by the corporation.” The GTG recommended and the UCAR Board of Trustees approved deletion of this section because such details are usually not in bylaws, and this provides more flexibility in addressing travel costs in the future.

In approving this change, the UCAR Board of Trustees also passed the following resolution that would take effect only if the members approve the bylaw changes:

Resolution: UCAR will reimburse expenses incurred by one official representative and one participant from each institution through the annual meeting in 2016.

We urge the membership to support these revisions to the UCAR Bylaws, to provide flexibility going forward and in support of equity, inclusion, and simplicity. These changes recognize that UCAR is an organization dedicated to both research and education in the atmospheric sciences and related fields, and they position UCAR to continue to be a world-recognized leader now and in the future.

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