2014 Proposed Bylaw Changes

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Proposed Bylaw Changes

This year the Governance Task Group (GTG) is presenting two bylaw changes for consideration by the Members:

#1. One vote per Member Institution on all matters set forth in the Bylaws

#2. Election to the Members Nominating Committee for staggered three year terms
#1. One vote per Member Institution on all matters set forth in the Bylaws

Sections of the Bylaws:
Article 3, § 1, Article 4, § 6, and Article 6, § 3

How many votes are allowed now? Elections to the UCAR Board of Trustees and other Members Committees are decided by a vote, in which both Member Representatives are allowed to vote. Changes to bylaws and election and renewal of UCAR Members is decided by a vote of the Member Institutions only.

What would change if this proposed change is approved? Member Institutions would still appoint two Member Representatives. However, the Member Institutions would only have one vote on all matters instead of the current two votes on some matters and one vote on others.

Votes for election to the Board of Trustees and Members Committees as well as votes on future Bylaw changes and membership would be made on one ballot with one vote per Member Institution.
#1. One vote per Member Institution on all matters set forth in the Bylaws

**Why is this change being proposed?** UCAR Bylaws do not allow voting by proxy, so Member Representatives of UCAR must be present at the Annual Members Meeting to vote for new Members, Trustees and Members Committees, and Bylaw changes.

This change would allow for each Member Institution present at the Members meeting to have an equal vote whether or not both Member Representatives can attend. UCAR is a member driven and governed organization, so one vote per Member reflects this standard.
UCAR Values the Member Representatives

Is this change a move towards having one Member Representative? No, the GTG and the Board heard the Members’ concerns in 2013 and are not moving to one Member Representative.

UCAR recognizes the value to both the organization and the Member in having two Member Representatives. Two Member Representatives allow for greater participation in Member Committees, delivers a broader community perspective, increases the diversity of the representatives, and provides a unique professional development opportunity for university faculty.
# 2. Members Nominating Committee will consist of 9 members elected by the Members for staggered 3 year terms, with 1 additional member who is an Institutional Trustee appointed to the Committee by the Board of Trustees.

Sections of the Bylaws: Article 5, § 1

How is the Members Nominating Committee currently elected? Historically, the Members Nominating Committee has selected a slate of committee members from among the Member Representatives. Per the current Bylaws, at least one member of the Committee must be an Institutional Trustee. The slate has been approved by the Members as a whole.

How will the proposed Bylaw amendment change the current process? The terms will go from one-year terms to three-year terms and the Institutional Trustee will be appointed by the Board of Trustees.

In 2015, the Members will be asked to elect three individuals to a one-year term, three individuals to a two-year term and three individuals to a three-year term. In the years following, a third of the Committee will rotate off each year while the remaining six members provide some institutional memory on the Committee.
2014 GTG Process

GTG is holding informational webinar for Member Reps

Members Nominating Committee met with BOT & GTG to discuss revised committee procedures

GTG met with BOT to discuss Bylaw changes including Members Nominating Committee changes

BOT approved Members Nominating Committee’s revised operating procedures

Based on GTG recommendations and with input from Member Reps, BOT approved both proposed changes to be voted on by the Members in October

Official Meeting Notice included proposed Bylaw changes

GTG sent proposed Bylaw changes to Members Reps for comment

BOT agreed with GTG to pursue two Bylaw changes

Annual Members Meeting

Annual Members Meeting
Members Feedback on Proposed Bylaw Changes

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Commentaries on 1 Vote per Member institution
- “One Vote per Member” preserves equity and simplicity
- There are no bylaw provisions on the voting procedures
- This was voted on last year, and there is a concern that less participation from the Member Reps would result
- Only compelling reason is that institutions that send only one person can be penalized on the elections
- Voting changes may lead to reduced attendance, and the Members Meeting is an important venue

Commentaries on Members Nominating Committee
- Concern about Committee members nominating themselves for positions
- The change minimizes the risk of Committee members nominating themselves for positions
- This proposal makes the Nominating Committee more transparent
Charge of the Governance Task Group

In response to the 2011 National Science Foundation’s Site Visit Team review of UCAR’s management of NCAR, the UCAR Board of Trustees established the Governance Task Group.¹

The Board charged the Governance Task Group (GTG) with “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.”

¹ Recommendation 21: While the current form of the Members Meeting is effective, UCAR should consider new and innovative mechanisms to engage the member institutions, capture ideas relevant to the future direction of NCAR, and expose the university community to UCAR and UCAR Governance.
Governance Task Group 2014 Members
(Appointed by the Board of Trustees)

Mark Abbott, Oregon State University – Co-Chair
Fred Carr, University of Oklahoma – Co-Chair
Noah Diffenbaugh, Stanford University
Vasu Misra, Florida State University
Yvette Richardson, Pennsylvania State University – PACUR Chair
Scott Sternberg, Vaisala Inc.
Sepideh Yalda, Millersville University