DATE: 10 September 2001
TO: UCAR Member Representatives
FROM: UCAR Members’ Nominating Committee
SUBJECT: Need for Breadth of UCAR Board of Trustees

Issue. The atmospheric science community in general and UCAR in particular are operating in a much broader and more complex environment than we have in the past. Atmospheric science issues such as climate change, severe weather and air pollution are high on the political agenda; the role of the private sector in providing value-added weather and climate products is increasing rapidly; the relative roles of the government and private sector in providing weather and climate information are being debated; and new observational, computing and communications capabilities are changing the way we all do business. Government regulations are changing rapidly and there are increasing demands for both accounting and accountability. The workforce is becoming much more diverse and social and cultural issues are increasingly complex.

To meet these challenges, UCAR increasingly needs the advice and counsel from Trustees with a wide range of expertise and experience- scientific, administrative, financial, political, and business. The Board must reflect a broader national constituency to provide the required policy guidance to UCAR/NCAR. To obtain this breadth of experience, UCAR has relied with some success on advice and guidance of Trustees-at-Large (TL) elected from financial, administrative, public and private sector backgrounds. Present and past TLs (e.g., Ron McPherson and Dick Hallgren from the AMS, former Congressman David Skaggs, Burlington Northern Railroad CEO Darius Gaskins, Macarthur Foundation CFO Lyn Hutton) bring a different and valuable range of experiences and abilities to the Board than Institutional Trustees, who are usually Member Representatives. TLs run unopposed for election by the Members' Representatives at the Annual Meeting. However, only one TL can be elected every three years and only three out of 15 elected Trustees can be TLs. Typically the TLs serve two terms (6 years); thus introduction of new TLs and the valuable viewpoints and experiences that they bring to the Board is a slow process.

At the June 2001 Board Nominating Committee meeting, Board Chairman Otis Brown suggested that we should explore ways to increase the breadth and diversity of experience on the Board. One way of doing this would be to increase the number of TLs from three to four. The Nominating Committee has prepared this discussion paper to introduce the issue, outline several options, and to get a sense of the Members regarding it.

It is important to note that having high-level representatives from a broad range of disciplines and walks of life benefit not only UCAR, narrowly defined, but also the entire community. Experience on the UCAR Board provides leaders of the nation in diverse fields and positions of influence with an exposure to the importance of the atmospheric sciences and the universities, and they leave the Board with a much stronger knowledge and appreciation of the atmospheric sciences than when they joined the Board. Present and previous Board members have been Members of the U.S. Congress, CEOs of major private companies and university Presidents. With time, a significant number of leaders of the country can be exposed to atmospheric sciences through their participation on the UCAR Board of Trustees. They can become advocates for our field and can play roles in increasing the number of young people from diverse backgrounds who enter the field.

Relevant Sections of the Bylaws Related to the Trustee elections. The following are included for reference:
"The UCAR Board of Trustees is comprised of fifteen elected Trustees, the UCAR President, and the former Chairperson of the Board (ex officio). “
“At each annual meeting of the Members, four Institutional Trustees and one Trustee-at-Large shall be elected by the Members.”
“Trustees-at-Large shall not be Members Representatives.”
“Each Institutional Trustee at the time of election shall be an individual affiliated, as an employee or otherwise, with a Member;...” However, if the nominee is not a Member’s Representative, the election must be “consented to in writing by the chief executive officer of the Member with which such individual is affiliated”

What Do Other Boards Do? Few university or research consortia Boards make a distinction between regular and at-large trustees. Non-profit Boards can create ad hoc committees comprised of Board and non-Board participants to address certain tasks or to provide guidance on particular issues. Non-profit Boards can also invite non-Board members for planning meetings, mini-retreats, etc. to benefit from advice and guidance on corporate or community strategic planning matters. The bylaws of both AURA and IRIS have provisions for these approaches.

Options.

1. **Increase the Trustees at Large from 3 to 4 and the Overall Number of Elected Trustees from 15 to 16.** This would require that the bylaws be amended at any regular or special meeting of Members by the vote of two-thirds of the Members present at a meeting at which a quorum is present (Article 7: Board of Trustees). Written notice must be provided to each Member 14 days before the meeting.

   **Pros:** Provides additional and more frequent access to diverse skills and backgrounds through the selection of a duly elected Trustee at Large and a larger number of TLs on the Board at all times.

   **Cons:** Bringing on one more Trustees will add costs and the increased size of Board may make it more unwieldy and less efficient.

2. **Increase the number of Trustees at Large from three to four and decrease the number of Institutional Trustees form 12 to 11,** thus keeping the number of elected Trustees at 15.

   **Pros:** Provides additional and more frequent access to diverse skills and backgrounds through the selection of a duly elected Trustee at Large and a larger number of TLs on the Board at all times. Keeps the number of Trustees to a more standard and manageable number; doesn’t set a precedent of “accretion” to address issues.

   **Cons:** Decreasing the number of institutional trustees may dilute the representation of the universities on the Board by a small amount. While the trustees have a responsibility first and foremost to protect and ensure the health of the corporation and are not representing their universities per se, it is important that the universities remain the guiding force of the corporation.

3. **Seek broader representation on the Board by nominating and electing broad leadership from within the UCAR Member universities.** The Nominating Committee could emphasize diversity of backgrounds in seeking representation on the Board from the Member institutions, without a bylaw change and without increasing the number of At-Large Trustees. For example, people with administrative, financial, business and political experience exist within the UCAR Member universities (e.g. deans, vice presidents, presidents). The Nominating Committee, with help from the community, could find and nominate such people as Institutional Trustees who are not Member Representatives, but who are “consented to in writing by the chief executive officer of the Member with which such individual is affiliated” For example, present Trustee at Large Patricia Woodworth could, in principle, be
elected by the Member Representatives as an Institutional Trustee with the concurrence of the CEO of the University of Chicago, rather than nominating and electing her as an At-Large Trustee.

**Pros:** Provides the needed breadth and experience without changing the Bylaws or increasing the number of Trustees.

**Cons:** In the past it has been difficult to elect people who are not atmospheric scientists and are relatively unknown to the UCAR Member Representatives.

4. **Obtain the needed breadth of advice from mechanisms other than the Board of Trustees.**
Additional breadth and skills could be brought to UCAR through ad hoc committees of the Board, joint sessions with the UCAR Foundation Board or via the new NCAR Advisory Council.

**Pros:** Provides the needed breadth and experience with no changes in the governance process.

**Cons:** Trustees would not benefit directly from interacting with the high-level people with the experience we need; neither would the formal governance process.

**Conclusions.**
The Nominating Committee has no specific recommendation at this time and invites comment and input from the Members Representatives at the October 2001 Meeting.