MEMORANDUM

April 2011

TO: Fellow Members of the Tufts Alumni Council

FROM: Executive Committee of the Tufts University Alumni Association

Re: Reelection of Incumbent Alumni Trustees to the University Board of Trustees: A Review and Current Recommendations Concerning Process and Possible Proposed By-Law Changes

I. Purpose of this Memorandum

At the May 1, 2011 Spring meeting of the Alumni Council, there will be an informational session concerning the current status of a review by the Executive Committee of possible changes to the procedure for reelecting incumbent Alumni Trustees ("Incumbent Alumni Trustees") to the Board of Trustees of the University (the "University Board"). No formal action concerning any by-law changes will be taken at the Spring meeting. The session is meant to be a forum to provide information to members of the Alumni Council concerning this matter and to gauge interest in changing the existing reelection procedures for Incumbent Alumni Trustees. This Memorandum is being provided to you as background to help better inform you about the issue being considered.

II. Background of the Issue.

Under the Bylaws of the Trustees of Tufts College (the "University Bylaws"), the University Board consists of not less than twenty-eight nor more than forty-one members. Members of the University Board consist of the following: (i) Thirty Charter Trustees who are elected by a majority vote of the members of the University Board and who serve for terms of five years; (ii) Ten Alumni Trustees who are elected by ballot by and from the alumni and who serve for terms of five years; and (iii) the President of the University who serves ex officio with full voting rights.

Following the recommendation of the University Board's Committee on Trusteeship (the "Trusteeship Committee") and the majority vote of the members of the University Board, incumbent Charter Trustees may be reelected to an additional term of five years. However, pursuant to existing By-Laws of the Alumni Association (the "TUAA By-Laws"), an Incumbent Alumni Trustee may only be reelected to the University Board if such person is recommended by the TUAA Nominating Committee (the "TUAA Nominating Committee") and is reelected by Alumni Association members as a whole in an election in which there are at least two and no more than three candidates for each position to be filled.

In recent years, this election procedure (which was put into place with the 2004 amendments to the TUAA By-Laws) has begun to show strains and has highlighted issues concerning the potential long term effectiveness and full participation of Alumni Trustees on the
Members of the University Board (including President Bacow) have expressed concerns that first term Alumni Trustees may be at a disadvantage to others when being considered for University Board leadership positions, such as the chair of a committee, because there is significant uncertainty under the current TUAA procedures as to whether the incumbent Alumni Trustee will be reelected by the Alumni Association members and be available for continued service to the University Board. In fact, President Bacow was concerned enough about this issue that he asked the leadership of the Alumni Association to review the matter and propose a solution. In the last five years, six Incumbent Alumni Trustees were put up for re-election and only two (Joanne Gowa and Edward Swan) were reelected. Of the four Alumni Trustees who failed to be reelected, two (Deborah Jospin and Kathleen O'Loughlin) subsequently were named by the University Board to fill Charter Trustee vacancies. While the University Board has the power to appoint a highly valued Alumni Trustee who is not reelected to fill a Charter Trustee vacancy, because of the thirty person limitation on Charter Trustees there is no assurance that such vacancies will exist at any given time.

III. TUAA Review Process

Following the request from President Bacow and as part of the creation of an Ad Hoc Governance Committee (the "Governance Committee") by the Executive Committee of the TUAA to review a variety of governance related issues arising out of the TUAA Strategic Plan, the Governance Committee established a Subcommittee to review the reelection process relating to Incumbent Alumni Trustees and to make recommendations concerning any by-law changes required to implement the recommended process. The Subcommittee consisted of Brian McCarthy, Bill O'Reilly, Jon Oxmon and Ed Swan.

The Subcommittee reviewed the issue over a several month period and determined that the existing reelection procedure creates too much uncertainty at the University Board level as to the continuing participation beyond a first term of fully engaged and impactful Alumni Trustees. Among the matters considered were the existing requirement that Incumbent Alumni Trustees must be reelected by the members of the Alumni Association as a whole and that, even with existing election communications tools, the full extent of an Incumbent Alumni Trustees' contributions to the University Board might not be fully appreciated by the electorate and that the failure of such person to be reelected could leave a vacuum on the University Board. While the University Board has the power to elect the unsuccessful Incumbent Alumni Trustee to fill a Charter Trustee vacancy (and has done so in certain circumstances), vacancies do not always exist due to the number limitation on Charter and Alumni Trustees contained in the University Bylaws. The Subcommittee also considered the expressed arguments that Alumni Trustees should always be elected by the Alumni Association as a whole and not by a smaller group (such as the Alumni Council or the Executive Committee). In reaching its recommendations, as part of balancing various factors, it determined that since the Alumni Trustee was initially voted on and elected by the Alumni Association members as a whole, if positive reviews and recommendations from the University Board's Trusteeship Committee and the TUAA's Nominating Committee are received, the reelection of the Incumbent Alumni Trustee by the Alumni Council (who also had been elected by the members of the Alumni Association) would be an appropriate revision to the existing procedure.
In addition, the Subcommittee also considered that the revised process potentially could (and is likely to) reduce the number of annual elections for new Alumni Trustees (at least for some period) if existing Incumbent Alumni Trustees satisfy the revised reelection procedures. For example, if each of the Incumbent Alumni Trustees were reelected under the proposed procedures, then there would not be an Alumni Association vote for a new Alumni Trustee for several years following the implementation of the new procedure. The Subcommittee determined that the issue of whether to nominate a potential new candidate for an Alumni Trustee position in lieu of an Incumbent Alumni Trustee (even one who already had received the recommendation of the University Board’s Trusteeship Committee) should be considered by the TUAA Nominating Committee as part of its regular process. This might result in more frequent elections.

Following a review of the Subcommittee’s findings and recommendations, the Ad Hoc Governance Committee recommended to that Executive Committee that the issue of providing more certainty to the reelection of outstanding Incumbent Alumni Trustees be addressed in a series of related amendments to the TUAA By-Laws so that Incumbent Alumni Trustees be reelected in the following manner:

- The Trusteeship Committee of the University Board, as part of its regular review process for considering the reelection of trustees to a term beyond five years, would review, in accordance with its criteria, the participation and contributions to the University Board of a sitting Incumbent Alumni Trustee whose term ends in the Fall of the following year. This meeting usually takes place in August or September in any calendar year. The Trusteeship Committee, at its discretion, could defer consideration of its recommendation for reelection of the Incumbent Alumni Trustee until after the University Board’s regular meeting in November, and preferably would reach a recommendation by mid to late November in order to permit timely action by the TUAA Nominating Committee with its nominating process and the TUAA’s election publication schedule requirements.

- No later than mid to late November of the year preceding the end of the term of the Incumbent Alumni Trustee, the Trusteeship Committee would provide its recommendation to the Nominating Committee which would consider the recommendation and determine whether or not to recommend that the Incumbent Alumni Trustee be reelected. (Recognizing that the terms of Incumbent Trustees are scheduled to end in the following year, the Nominating Committee should meet prior to receiving any recommendation from the Trusteeship Committee in order to begin to consider whether it would recommend reelection of the Incumbent Alumni Trustee(s), based upon its own criteria as set forth in the TUAA By-Laws. It would be suggested that the Chairman of the Nominating Committee and the Chairman of the Trusteeship Committee communicate with each other as to the status of their deliberations throughout the committee recommendation stage of the process).

- If the Nominating Committee determines not to recommend the reelection of an Incumbent Alumni Trustee, then it would nominate candidates for an initial term to the Board of Trustees in the manner set forth in the TUAA By-laws. If the Nominating Committee recommends that an Incumbent Alumni Trustee be reelected, he or she shall
be reelected if the Alumni Council (and not the members of the Alumni Association as a whole) approves such recommendation by majority vote of those persons present and eligible to vote at a duly noticed regular or special meeting of the Alumni Council. Generally, the reelection of an Incumbent Alumni Trustee recommended by the Nominating Committee would take place at the Annual Meeting of the Alumni Council in the Spring that next precedes the end of the term of such Incumbent Alumni Trustee.

- In the event that the reelection of the Incumbent Alumni Trustee is not approved by the Alumni Council, then the vacancy to be created shall be filled at the next regularly scheduled election pursuant to the nominating and election procedures set forth in the By-Laws.

The Committee and the Subcommittee were of the view that, having once been elected by the alumni as a whole, reelection of an Incumbent Alumni Trustee by the alumni's elected body, the Alumni Council, following the procedures set forth above, would be in the best interests of the alumni in that it would provide greater certainty of assuring leadership roles on the Board of Trustees for Alumni Trustees.

In order for this By-Law change to be implemented, it would need approval of the Alumni Council pursuant to its By-Law amendment procedures which requires approval by 80% of the Term Members, Associate Members and Transitional Members, and because this affects the manner of election of Trustees, would also need approval of the Board of Trustees under its by-laws. (Section 2.4 of the University By-laws provides: "Alumni Trustees shall be elected by ballot by the alumni, such election by conducted each year in accordance with rules and procedures adopted by the Alumni Council as the governing board of the Tufts University Alumni Association, Inc. and approved by the Board.") After the Governance Committee's action to recommend approval, Bill O'Reilly preliminarily reviewed the proposal with Jim Stern and Dan Doherty of the Board of Trustees who viewed the suggested proposal very favorably, although formal approval is still required.

IV. Input from the Alumni Council

Following a presentation to and a discussion by the Executive Committee of the TUAA in February and March 2011, rather than taking immediate action on the proposal, the Executive Committee desired to obtain a sense from a broader group of Alumni Council members as to their views on the topic. Accordingly, it was proposed that an information session take place at the Spring meeting to better educate the Alumni Council about this issue and that Alumni Council members be provided an opportunity to express their views on the topic in advance of any proposed by-law change. The Executive Committee acknowledges that many Alumni Council members are not fully aware of the issues and that several members who are knowledgeable have strong views on the topic.

We look forward to discussing this topic further at the Spring meeting.