MEMORANDUM
July 19, 2011

TO: Ad Hoc Governance Committee
Sunny Breed, Vikki Garth, Maurene Golden, Bill Koster
Brian McCarthy, Sue Miller, Bill O'Reilly, Jon Oxman
Keshia Pollack, Regina Rockefeller Ed Swan, Walter Wright, Richard Yanofsky

FROM: Subcommittee on Alumni Trustee Reelections
Brian McCarthy, Bill O'Reilly, Jon Oxman, Ed Swan

Re: Reelection of Incumbent Alumni Trustees to the University Board of Trustees: An update on Recommendations Concerning Process and Possible Proposed By-Law Changes

I. Update on Review of Previously Submitted Recommendation Concerning Change in the Alumni Trustee Reelection Process

At the May 1, 2011 Spring meeting of the Alumni Council, an informational session was held 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"). Since these changes would require a change to the TUAA By-laws (the "Proposed By-law Amendments"), the Executive Committee previously had determined that the Alumni Council should discuss the issue prior to any consideration of whether to seek a change to the TUAA By-laws. The session, which was led by Brian McCarthy of the Executive Committee and Dan Doherty, Chair of the Committee on Trusteeship of the Board of Trustees of the University, provided a forum at which members of the Alumni Council were provided additional information concerning this matter and questions, comments and suggestions were made by Alumni Council members. A copy of the presentation slides from the informational session are attached hereto as Appendix 1.

Many have commented that the informational session was a good forum for a thoughtful discussion concerning the issues relating to the reelection of incumbent Alumni Trustees. As should be expected of graduates from Tufts University, members of the Alumni Council raised interesting issues and thought-provoking suggestions concerning the Alumni Trustee reelection issue.

The Subcommittee on Alumni Trustee Reelections subsequently met and carefully considered the comments and suggestions made at the Spring meeting by members of the Alumni Council. **Following an at length review and deliberation, the Subcommittee determined that a change to the Alumni Trustee reelection process is in the best long term interests of the Alumni Association and the University and that the previously submitted Proposed By-law Changes be recommended by the Ad Hoc Governance Committee to the Executive Committee for submission to the Alumni Council at the Fall meeting.**

This memorandum sets forth a discussion of the suggestions reviewed and the Subcommittee's views on those suggestions.
II. Discussion of Suggestions Considered

Each of the members of the Subcommittee attended the Spring meeting and directly heard comments from members of the Alumni Council. Following discussion, the Subcommittee members decided to consider and review the following items to determine if any changes to its previous recommendations be made.

1. Change in University Board Process such that the Committee on Trusteeship Select Among All Existing Trustees whose First Term is Ending to Fill Upcoming Vacancies; Consideration of Expansion of the Size of the Board of Trustees to Accommodate Re-election of Alumni Trustees.

One suggestion made was that incumbent Alumni Trustees be reviewed for re-nomination by the Committee on Trusteeship together with incumbent Charter Trustees. If there are fewer vacancies than incumbent candidates, then the Committee on Trusteeship would select the best candidates from among the Alumni and Charter Trustees for renomination. To the extent that this process results in less than ten Alumni Trustees on the University Board, then an election for additional Alumni Trustees would take place in the following year so that there are always ten Alumni Trustees. Alternatively, the size of the University Board could be expanded beyond 41 to accommodate all Incumbent Alumni and Charter Trustees who are renominated for a second term by the Committee on Trusteeship and then reelected by the Trustees.

The Subcommittee felt that this would be an intrusion into the existing governance structure of the University Board which has an established practice for the renomination and re-election of Charter Trustees that works effectively. The University Board has the right to set the number of trustees it feels is most effective and has not expressed any desire to increase the existing number. In addition, by putting the sole power to renominate Alumni Trustees in the Committee on Trusteeship and the power of reelection in the Trustees, the role of the alumni through its elected representatives, the Alumni Council, and of the Nominating Committee which provides important oversight in the Alumni Trustee election process would be significantly diminished.

2. Different Term Lengths for Alumni Trustees.

Currently, under the University Bylaws, all trustees serve a term of five years and may be reelected for an additional term of five years. One suggestion made was that Alumni Trustees serve for a term in excess of five years so that they have sufficient time to develop into leadership positions on the Board (such as chairs of committees) and that, as a result, the Committee on Trusteeship would not be constrained in appointing them to such positions because of concerns of not being reelected by the alumni at the five year mark.

The Subcommittee considered this suggestion and determined that, rather than enhancing the potential for full engagement by Alumni Trustees, it would create two classes of trustees that is inconsistent with the "one group" goals of the University Board. In 2005, the University Bylaws were changed to make all terms for Trustees equal to five years. For a short period prior to this, Alumni Trustees had an initial term of six years and a second term of four years. Earlier, Trustee terms had been five years. While the proposed suggestion might provide additional Alumni Trustees with the possibility of gaining Committee leadership positions, it would short circuit the involvement and
contributions that an Alumni Trustee could make during the course of their full potential term by reducing their overall years of service on the Board to less than the ten year maximum.

3. Alumni Trustees Who Become Committee Chairs in their First Term Would Be Reelected by the Alumni Council and Not by the Alumni.

This suggestion had not previously been considered by the Subcommittee and engendered some lengthy discussion. It appeared to provide a solution to the issue of the Committee on Trusteeship's concerns about naming an Alumni Trustee to a committee chair position and whether that person would be in a position to continue to be a Board member beyond their first term. By being named a committee chair, under this suggestion the Alumni Trustee's reelection likely would be more assured because that person would be subject to reelection by the Alumni Council and not the alumni as a whole in an election contest.

Upon reflection, the Subcommittee determined that this put the Committee on Trusteeship in a position where it would be significantly influencing which Alumni Trustees would be reelected. It also might create tension among Alumni Trustees who would realize that becoming a committee chair would make reelection easier. It was noted that in many cases, an Alumni Trustee might be a very strong trustee but not be in a position to be a committee chair because of the existing lineup of committee positions and the tenure of existing committee chairs. And how would an Alumni Trustee who had "chaired" an ad hoc committee or task force be treated? For these reasons, the Subcommittee determined that this suggestion might be more detrimental to the overall process than originally thought.

4. The Alumni Association as a Whole Should Vote Upon Any Change to the Existing By-laws Relating to Reelection of Incumbent Alumni Trustees.

The right to elect trustees is rightly viewed as one of the hallmarks of the Alumni Association and has been carefully guarded over the years. Since this power inures to all of the alumni, it has been suggested that any change to this process be voted upon by all of the alumni as a whole and not just the Alumni Council.

The Subcommittee considered this process suggestion. It noted that changes in the reelection process do not undercut the long held right of the alumni to elect trustees. While the right of the alumni to elect trustees is embedded in the University Bylaws, the alumni trustee reelection process is outlined in the TUAA By-laws. The TUAA By-laws specifically state that amendments to them are made by the Alumni Council. The By-law amendment procedure 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 the University Bylaws. (Section 2.4 of the University Bylaws 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.")

It does not require approval or ratification by the alumni as a whole and, in fact, when bylaw changes have been proposed and implemented in the past, including changes in the trustee election process, only the prescribed procedure was followed. The Alumni Council has been the proud steward of the Alumni with respect to By-law changes in the past. To do otherwise at this point would, among other things, undercut its authority and be confusing. The Subcommittee believes that the existing approval
procedure of By-law amendments by the Alumni Council should continue to be followed in this instance as well.

5. The Impact on Alumni Engagement of the Possibility of Fewer Elections for New Alumni Trustees in the Next Several Years.

The Subcommittee discussed the issue that, if implemented, the Proposed By-law Amendments would likely reduce the number of annual elections of alumni by the Alumni Association as a whole in the next five years until the Incumbent Alumni Trustees complete their full terms and the transition to the new process is completed. In fact, while there would be an alumni-wide election for a vacancy in the spring of 2012, if all exiting Alumni Trustees are renominated by the Nominating Committee and reelected by the Alumni Council, then no new alumni-wide election would take place until the spring of 2017. Of course, this is a factor that the Nominating Committee could consider in determining whether to renominate individual Incumbent Trustees.

The Subcommittee was concerned about this prospect, particularly since considerable efforts have been undertaken over the past several years to try to increase alumni voting participation. The concern is that this momentum would be lost if there are no longer annual elections for Trustee positions for several years.

On balance, while concerned about this issue over the shorter term, the Subcommittee still determined that the proposed changes are in the best interests of the Alumni Association and the University in the long run. It is suggested that, in years that there are no alumni-wide election for Trustee positions, increased focus be put on candidates for the Alumni Council and that the profile of the existing Alumni Trustees be raised through focused coverage in the Tufts Magazine to educate alumni on the importance of Alumni Trustees and their contributions.

III. Conclusion

The Subcommittee appreciates the deliberative manner in which the Executive Committee has considered the Proposed By-law Amendments. The feedback and suggestions from the members of the Alumni Council who commented on the proposed process for the reelection of Alumni Trustees were thoughtful and thought-provoking. Following a review of the feedback which we have received, the Subcommittee believes that the Proposed By-law Amendments remain in the best interests of the Alumni Association and the University and recommendations that they be presented to the Alumni Council for its consideration.