Division I Steering Committee on Governance: Draft Governance Model

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May 2014

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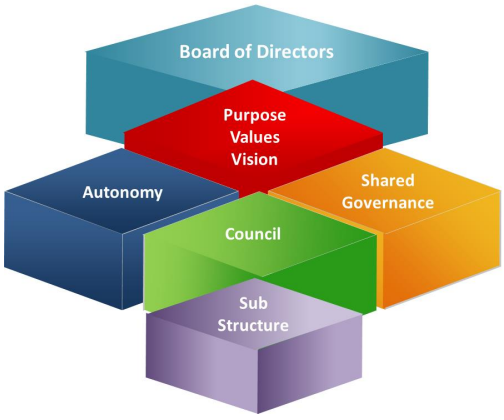
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New Governance Model



Executive Summary

The NCAA Division I Board of Directors Steering Committee on Governance has designed a new governance structure that will enable it to operate in a more nimble and streamlined manner, and to be more responsive to membership needs throughout the division, particularly those of student-athletes.

The Steering Committee envisions that significant improvement and alteration to the way Division I is governed can be achieved with the adoption of this model. The proposed model contains elements that range from relatively noncontroversial items to concepts that may be more complex.

Beyond the primarily structural changes proposed by the Steering Committee, it is also envisioned that additional process and culture changes will further enhance the division's ability to meet membership needs and navigate future challenges.

Unifying Principles:

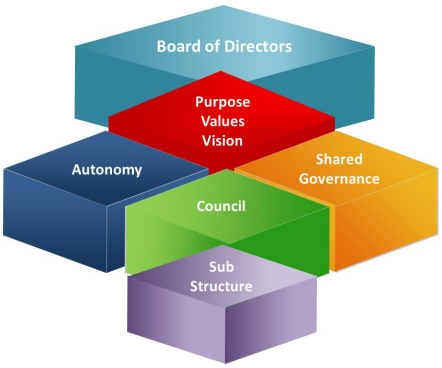
The redesigned Division I governance structure is based on several unifying principles:

1. Continued revenue distributions as they currently exist.
2. Ensuring the needs of all conferences are addressed regarding championships access.
3. Continuing to provide the overall benefits of a Division I brand; with its broad and diverse membership, Division I is an ecosystem, and there is a strong and shared desire to keep that system whole and fully functional.

The proposed change strategy contains five major elements, all revolving around the NCAA's purpose, values and vision:

1. The Board of Directors.
2. The Council.
3. The Council's Substructure.
4. Autonomy System.
5. Shared Governance System.

NCAA Division I
New Governance Model



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BOARD OF DIRECTORS.

Regarding size and composition of the Board, the Steering Committee has elected to continue the current Board representation structure, which will provide for 17 positions for presidents/chancellors. The new model adds additional voices to the board room, including a director of athletics, student-athlete, faculty athletics representative, and senior woman representative, all with voting privileges. Based on member feedback, the Steering Committee chose not to pursue the idea of outside individuals serving on the Board at this time. The Board will transition most of the day-to-day policy and legislative responsibility to the Council, and will instead concentrate its efforts more on oversight and strategic issues.

COUNCIL.

The model also includes a high-level decision-making body called the Council, which includes representatives from all conferences and stewardship by athletics directors. An athletics director (AD), conference administrator, a senior woman administrator (SWA) or faculty athletics representative (FAR) from each conference would serve on this group, plus the addition of two voting student-athletes and four commissioner seats. The Council (total of 38 members) would be served by a new nominations process, which would ensure an appropriate balance among these groups. The Steering Committee supports a minimum of 60 percent athletics directors on the Council.

COUNCIL SUBSTRUCTURE.

Currently, the Division I system of councils, cabinets and committees includes a myriad of groups, often with significant overlap and/or confusion about roles, responsibilities and accountabilities. One of the key design principles of the new governance system is simplicity in focus and approach. In order to accomplish this, the Steering Committee envisions that there will need to be a major redesign of the "working levels" of Division I, where many members volunteer their time and expertise, and expect a return on investment of that time and a direct link to helping the division accomplish its business.

The Steering Committee, in its work, and in keeping with the philosophy of simplicity and high-level focus, has chosen to designate only three subsets of the Council, two focused on the core missions of Division I – academics and competition/student-athlete well-being, as well as a third focused on assisting the Council in its new legislative role. It is expected that as part of the implementation process, the Council itself will lead the effort to redesign the substructure below that level, ensuring clarity of role, expected outcomes and accountabilities, and clear reporting relationships.

AUTONOMY SYSTEM.

Another major change to the current governance model would be the granting of authority to five conferences [Atlantic Coast Conference (ACC), Big 12 Conference, Big Ten Conference, Pac-12 Conference and Southeastern (SEC)] and their 65-member institutions to adopt rule changes on specific matters affecting the interests of student-athletes. This concept allows the five conferences and their 65-member institutions to act on legislation for the permissive use of resources to benefit student-athletes as well as on certain well-being issues. The legislative process will be transparent and require a supermajority of the 65 institutions within the five conferences to pass legislation. The Division I Board of Directors would have oversight responsibility to interpret and consider additions to the list of "autonomous" legislation. The five-conference members of the Board would be expected to monitor such legislation to ensure that proposed legislation addresses the stated goals related to student-athletes, and does not for example adversely impact fair competition in Division I.

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SHARED GOVERNANCE SYSTEM.

Under this model, all conferences will participate in a "shared" legislative process. The Steering Committee believes that areas governed by the Council under shared governance should include matters that require consideration by all 32 conferences, areas of focus that do not fit into the autonomous category. These areas would include championships administration and policy, oversight of membership standards, legislation that requires consideration by all conferences, and management of sports/topic-specific studies intended to formulate recommendations for action by the Council, five conferences and their 65-member institutions or Board of Directors. Football Bowl Subdivision (FBS) or Football Championship Subdivision (FCS) members of the Council would consider football legislation applicable to the respective subdivision. The new Board of Directors will delegate voting responsibility for shared governance legislation to a 38-member group (Council) representing all conferences. Two student-athlete representatives also will have a vote. Weighted voting would occur with the five conferences and their 65-member institutions being provided approximately 38 to 40 percent of the Council's total vote.

KEY SHIFTS FROM THE CURRENT TO THE PROPOSED GOVERNANCE MODEL.

Presidential control and oversight will be maintained through the Board's focus on strategic and higher altitude leadership, and it will shift more operational and legislative issues to the Council to study and resolve. In addition, the five conferences and their 65-member institutions who find themselves in the forefront of public attention and criticism will be authorized to expand their influence and to provide leadership on matters that directly address student-athlete well-being. Student-athlete voice and vote will be emphasized in the new governance model, a concept universally supported by membership comment and discussions. In addition, the athletics director, who is the key athletics practitioner on campus, will be empowered to manage Division I affairs in a manner that furthers the values and principles of intercollegiate athletics and the NCAA.

Overview of Current Governance.	**Overview of New Governance Structure and Steering Committee Recommendations.**
• Board focused too often on legislative matters. • All of Division I uses one legislative process, but exceptions apply at the Board of Directors level. • Practitioners not fully represented and involved in governance. • Student-athletes not fully represented and involved in governance. • Complex governance system leads to minimal engagement.	• Board focused on oversight, policy and strategic issues. • Five conferences and their 65-member institutions granted autonomy in specific areas. Council primary shared-governance legislative body. • Practitioners represented and empowered within the governance system.
Rationale for Change: • Presidential Control and Oversight with Greater Practitioner Engagement and Consultation. The new governance system will have effective oversight by presidents. Primary legislative responsibility will include directors of athletics, faculty athletics representatives and other practitioners, including student-athletes, either through Board standing committees or more	

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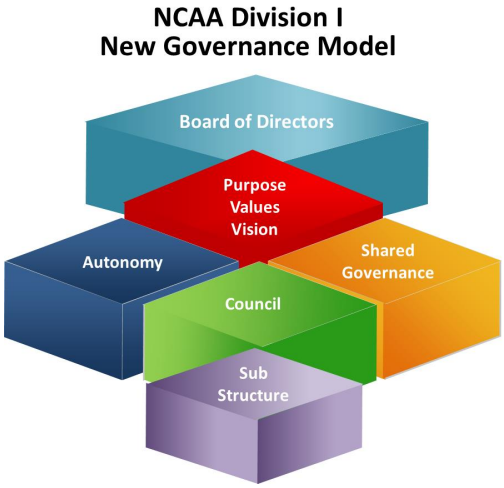
effective substructures.

- Competency-Based Approach. Encompassing a mix of representation, diversity, talent, and commitment, accessing leaders across the profession and encouraging them to serve.
- Increased Collaboration, Less Hierarchy. The new governance system will move from the relatively hierarchical structure that exists today to a more collaborative structure, process and culture. IT will break down hierarchies and silos, and encourage dialogue, communication and shared understanding across the division and among constituent groups.
- Practitioners need to be more fully represented and engaged in governance.
- Decision-making system needs to be streamlined and more responsive to all membership needs.
- Five conferences and their 65-member institutions have specific needs to address unique challenges.
- Most legislative issues should be resolved in a legislative body in which practitioners play a primary role.

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Introduction

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Overview

The NCAA Division I Board of Directors desires a more transparent, responsive, participative and streamlined governance system, and has committed to lead a process for governance redesign that:

- Encourages open, transparent and interactive dialogue.
- Allows for broad and open sharing of ideas and positions; ensuring that all voices are heard and are able to hear each other.
- Engages the voice of practitioners and constituent groups with meaningful opportunities for input.
- Is guided by shared values and vision in the identification of issues as well as outcomes.
- Utilizes effective communication (e.g., top down, bottom up, within constituencies).
- Seeks to build community, consensus and trust.
- Recognizes the unique pressures and challenges faced by the ACC, the Big Ten, the Big 12, the Pac-12 and the SEC, in operating intercollegiate athletics programs that properly balance educational and athletics' interests of student-athletes and institutions in the 21st Century.

At its August 2013 meeting, the Board approved a plan for soliciting, evaluating and acting on a redesigned governance structure for Division I. Board Chair Nathan Hatch appointed a Steering Committee of the Board to guide this effort. The committee approached its work with these parameters in mind:

- Simplicity of structure and process. Clear definitions of roles, responsibilities and lines of communication between and among the various bodies of the governance structure. Ensure that discussions are happening at the right level and involving the right people. Clarity around who will "lead" and who will "operate" the enterprise, and general definitions of the levels at which key decisions are to be made. Maximize the value of existing structures and processes wherever possible, while not being constrained by what exists today.
- Consideration of the need for autonomy in terms of governance and legislative actions. Seek the right balance of unique needs and common self-interest. Determine how decision-making authority can exist in specified areas of governance or legislation (i.e. bylaws) and be provided among subgroups.
- Recognition of the diversity of the membership and the overarching values of higher education in the context of who should populate the various governance bodies and how such individuals should be selected in order to ensure expertise, diverse voices, broad communication and a commitment to serve. Ensure that practitioner knowledge, institutional knowledge and perspectives are embedded within the structure.

Throughout the fall of 2013 and winter of 2014, the Steering Committee incorporated numerous inputs into its deliberations, including an extensive membership input process, the results of the Division I Governance Dialogue at the January 2014 NCAA Convention, and continuous formal and informal feedback from individuals and groups across the Division I membership and beyond. In gathering membership input and sorting through choices and options, the Steering Committee addressed these key questions:

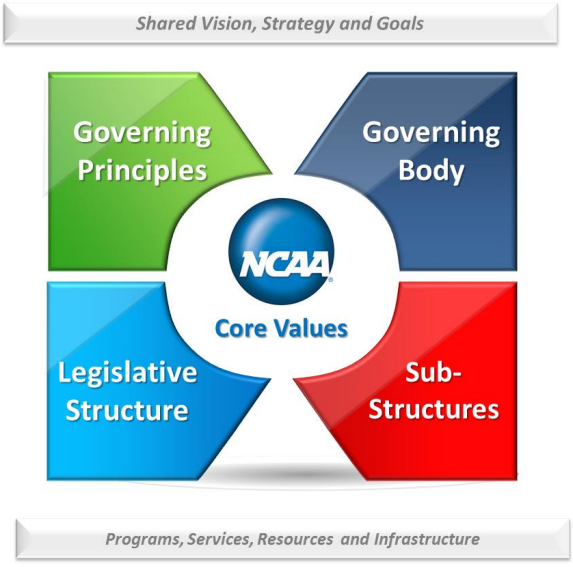
- What is the best structure to serve the broad variety of Division I membership needs and deliver value to all sub-segments of the membership?

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- Can one governance body or structure serve the broad range of Division I institutions, or are multiple governing bodies or structures needed to accommodate the programs that now comprise the division (e.g. different rules and championships)?
- How should the Division I Board be structured and how should it function?
- What other structures should exist to support the Board's work? What kinds of substructures, including committees, councils, cabinets and other entities would best enable the Division I Board to carry out its function?
- How can the work of those varying groups' best be coordinated and how can those groups be assured that their work and input are meaningful?

As the Steering Committee began in November 2013 to determine the answers to these questions, it utilized generic concepts representing components of effective governance systems. An effective governance system has the following four components:

- Governing Principles – the ideas and concepts around which the model is designed and operated.
- Governing Body – the nature of the top-level Division I governing body – the Board, including size, composition, role and focus.
- Substructures – the high-level working bodies of the division, where decision-making that assists the Board with its work occurs. This discussion includes, size, composition, role and focus of the supporting structures.
- Legislative Structure – legislated agreements about weighted voting, autonomy and shared governance across Division I, specified by subdivision as appropriate.



A governance system also must work effectively with shared vision, strategy and goals, as well as supporting programs, services and infrastructure, which will be the focus of future Division I membership conversations.

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The Steering Committee presented a draft to the membership in January 2014, and a two-day Governance Dialogue provided the Steering Committee with extensive membership feedback.

Following the January Convention, the Steering Committee met several more times to refine its thinking, and this document represents the committee's first draft of a full formal proposal for a new Division I governance system. It is intended that the Division I Board provide feedback during the April 2014 Board meeting, and to serve as a basis for membership dialogue and input during the spring 2014 conference meeting cycle. The Steering Committee will then refine the model based on member feedback in June 2014, and present its final version in July to the membership for consideration by the Division I Board in August 2014, when the Board is expected to vote on the proposal as a whole.

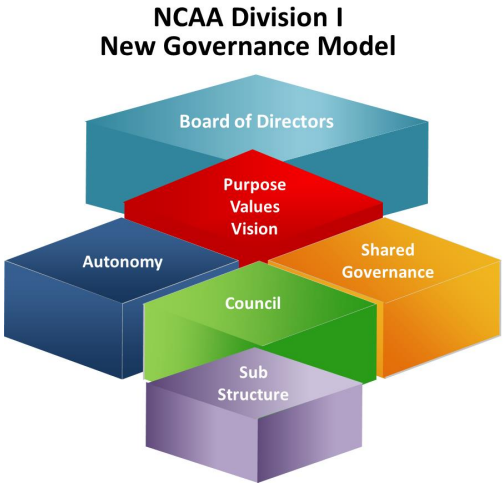
Every aspect of the new governance model is founded upon this information. Also considered in the development of the model were best practices intended to help membership associations respond effectively to the rapidly evolving changes in higher education, intercollegiate athletics and American society in general.

This proposed model contains six major elements. The Executive Summary section provided an introduction to the recommendations. The body of the report expands on those concepts in each of the six elements, and the Appendix provides supporting data and historical information from the Division I governance review process.

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NCAA Core Ideology - Purpose, Values and Vision

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NCAA Core Ideology - Purpose, Values and Vision (2004)

> *"The complexity of intercollegiate athletics has increased enormously over the past decade…. As our enterprise continues to evolve, we have a clear responsibility to maintain focus on our historic values and to ensure that our Association continues to advance in the right direction…NCAA – the member schools, conferences and the national office staff – have an absolute obligation to make certain that intercollegiate athletics is successfully woven into the fabric of higher education. That key principle is stated clearly in the core purpose of this plan. It is the foundation upon which our enterprise rests. It is our future."*
>
> *- NCAA Executive Committee- 2004*

The most successful membership organizations have discovered that governance redesign works most effectively when it is based on a core ideology of shared purpose, values and vision. The comments above are excerpted from a 2004 NCAA Executive Committee message accompanying the Association-wide strategic plan that was developed that year.

Ten years later, Division I leadership reaffirms that 2004 NCAA Core Ideology - purpose, values and vision, and the Steering Committee has based its governance restructure upon these principles, which continue to serve as a foundation for change.

Purpose.

- The NCAA's purpose is to govern competition in a fair, safe, equitable and sportsmanlike manner, and to integrate intercollegiate athletics into higher education so that the educational experience of the student-athlete is paramount.

Values.

The Association – through its member institutions, conferences and national office staff – shares a belief in and commitment to:

- The collegiate model of athletics in which students participate as an avocation, balancing their academic, social and athletics experiences.
- The highest levels of integrity and sportsmanship.
- The pursuit of excellence in both academics and athletics.
- The supporting role that intercollegiate athletics plays in the higher education mission and in enhancing the sense of community and strengthening the identity of member institutions.
- An inclusive culture that fosters equitable participation for student-athletes and career opportunities for coaches and administrators from diverse backgrounds.
- Respect for institutional differences and the appropriate way they manifest themselves in intercollegiate athletics.
- Presidential leadership of intercollegiate athletics at the campus, conference and national levels.

Vision.

- Intercollegiate athletics will be understood as a valued enhancement to a quality higher education experience.
- Student-athletes will achieve academic success and be better prepared to achieve their potential because they have participated in intercollegiate athletics. They will regard athletics endeavors as a valued part of their undergraduate education.

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- Chief executive officers of member institutions will lead intercollegiate athletics at campus, conference and national levels.
- Members will view their Association as an essential partner in governing intercollegiate competition and enhancing the integration of academics and athletics.
- Intercollegiate athletics will be perceived by Association members and the public as complementary to higher education. Academic success among student-athletes will enable the Association and its members to positively influence the perception of college sports.
- Individuals at all levels of intercollegiate athletics will be accountable to the highest standards of behavior.

The public will view the Association as a trusted organization, and wholly support its purpose and practices.

(A note on vision - throughout the governance redesign process, there has been discussion about vision, as well as discussion about the relevant future environment of intercollegiate athletics. The Steering Committee, the Leadership Council and the NCAA Executive Committee, along with many other stakeholders in the process, have commented on the need to revisit the NCAA Strategic Plan, including vision, values and goals. Indeed, good governance practice indicates the refinement of these elements periodically, in order to recalibrate aspirations with changing times. Along those lines, in discussion of the autonomy concept, the 65-member institutions of five conferences (ACC, Big Ten, Big 12, Pac-12, SEC), [along with all other Division I members], have articulated a vision for an intercollegiate athletics system that fully meets the needs and expectations of student-athletes in the 21st century. The Steering Committee has included a revision process for the strategic plan as part of the implementation/next steps recommendations later in this report, and encourages continued dialogue about the contextual issues facing intercollegiate athletics as the membership reflects on this governance proposal).

Additionally, the Steering Committee articulated a number of governing principles to guide its work, based in large part on the timeless concepts contained in the 2004 core ideology.

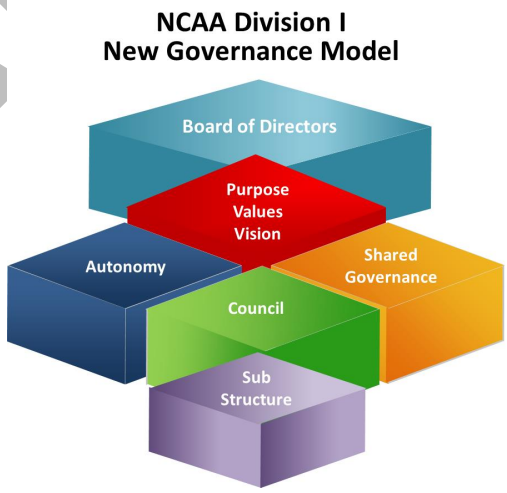
Division I Governing Principles.

- Student-Athlete Well-Being. Intercollegiate athletics must ensure and improve student-athlete well-being, which includes the ability to increase opportunities for student-athletes.
- Collegiate Model. We remain committed to the collegiate model of intercollegiate athletics, which melds athletic opportunities with a holistic educational experience, enabling our student-athletes to be successful in the classroom, within their sport, in their community and post-graduation.
- Higher Education Focus. Intercollegiate athletics is a component of the educational enterprise and must complement and align with the values of higher education. Ensure intercollegiate athletics remains a positive contributing factor within the higher education model.
- Academic Rigor. Intercollegiate athletics must ensure an appropriate level of academic rigor and commitment for all student-athletes that will enable them to be educated, to graduate and to be successful in their chosen careers.
- Responsiveness. The rules and governance structure must provide sufficient flexibility to address the ever-changing cultural, fiscal and educational landscapes that impact intercollegiate athletics.
- Widespread Competitive Opportunity. Ensure widespread opportunity and fair competition, recognizing that schools differ in a variety of ways, including geography, size and resources.

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Board of Directors

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Role of the Board of Directors.

The Board of Directors will serve as the overall governing body for Division I, with responsibility for strategy, policy, legislative oversight and management oversight. These areas are defined as follows:

- Strategy Oversight: The Board will address future issues, challenges, opportunities and outcomes, focusing on strategic topics in intercollegiate athletics and its relationship to higher education. This will include not only strategic oversight, but the opportunity to periodically examine strategic issues and develop high-level strategy for which it will delegate implementation to other governance bodies and NCAA staff. The development of an actual Division I Strategic Plan, however, will be the responsibility of the Council with input and participation from the Board of Directors and other Presidents. It will periodically recommend strategic topics to the Board for their consideration and guidance.
- Policy: The Board will review and set parameters that guide and determine present and future decisions, embracing general goals and acceptable procedures. This will be designed to empower membership and staff workgroups who oversee day-to-day operations and rule-making functions.
- Legislative Oversight: Most legislative authority will be delegated to the Council, but the Board will retain the responsibility of monitoring legislation to assure it doesn't conflict with basic policies and strategic goals. A subcommittee of the Board will assess compliance with guiding principles.
- Management Oversight: The Board will partner with NCAA staff to determine how the Association can best serve the membership.

Size and Composition of Board of Directors.

The Board of Directors structure will be similar to the current representation structure, which includes 17 positions for presidents/chancellors (10 FBS, four FCS and three Division I) and four additional voting members -- one director of athletics, one faculty athletics representative, one senior woman administrator and one student-athlete.

Presidents on the Board will retain the right to meet in limited circumstances in president-only executive session when necessary and appropriate.

Board Standing Committees.

The Division I Board will work as a committee of the whole to address important issues, but the addition of a well-designed Board standing committee structure that enables the Board to divide its governing work into manageable pieces on which members of the Board can focus serious attention will serve as a powerful engine for carrying out the governing work of the Board. Board standing committees will exist for major areas of accountability in the functioning of Division I, such as finance, governance, public relations/communications and nominations. Other standing committees may be formed, and the Board also will have the option of creating ad hoc groups to deal with specific and significant issues as they arise.

KEY SHIFTS FROM THE CURRENT TO THE PROPOSED BOARD OF DIRECTORS

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Current:	**New:**
• 18 total. All presidents and chancellors — 11 FBS conference members; seven from among FCS and Division I conferences • Duties included substantial oversight of legislation and process and ability to adopt legislation at any meeting. • No student-athlete voice. • No athletics director voice. • No faculty representative voice.	• 21 total. 17 presidents and chancellors (10 FBS conference members; four from FCS conferences and three from Division I conferences, as well four additional voting members - one director of athletics (chair of new Council); one student-athlete (chair of Student Athlete Advisory Committee), one faculty athletics representative (highest ranking Division I member of the Faculty Athletic Representatives Association's Executive Committee), and one senior woman administrator [highest ranking Division I member – the National Association of Collegiate Women Athletics Administrators (NACWAA)]. • No change in four-year terms, appointed by conferences (rotation of FCS and DI conferences) with staggered terms for continuity. • Ability to sponsor legislation, and to act to ratify legislation concerning academic standards, but may overrule other legislation passed by the Council upon a showing of extraordinary adverse impact on the Division I membership. • Board standing committees will provide oversight in areas related to governance, management of staff, finance, Division I membership, public affairs and academics, as well as others as necessary. • Act to monitor and interpret when necessary, or address the scope of, the nature of autonomous legislation proposed by the five-conference group. • Authority to conduct presidents-only executive session when necessary and appropriate.

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Rationale:

- The current Board recognizes that time spent on operational legislation and issues detract from its ability to provide more strategic vision and leadership to the division.
- Student-athlete voice and vote is strongly supported by the membership.
- The Steering Committee believes that athletics directors should have a greater responsibility in the new structure to provide guidance and leadership, a faculty voice offers a centering influence for athletics practitioners and athletes, and a senior woman administrators ensures that valuable experience and influence on the leadership team on every campus is included in leadership at the highest level of Division I.
- The presence of representatives of four key constituencies on the Board and Council ensures that any debates or actions affecting them are fully reflected in Board discussions.
- The Steering Committee has discussed the manner in which the Board would address questions about whether a particular piece of legislation fits into a stated category of autonomy and noted that one possibility would be having the Board representatives from the five conferences decide. Another option would be having a governance committee decide or having a special committee appointed to resolve such matters. The Steering Committee agreed that the process to expand the autonomy categories must be transparent and robust and probably should involve the full Board.

Presidential Advisory Group.

In the current governance structure, the Presidential Advisory Group (PAG), a 22-member group of presidents and chancellors, is appointed by each Football Championship Subdivision and Division I conference. The group meets in-person in April and October and by teleconference in January and August. It includes seven members of the Division I Board of Directors, and meetings of PAG are designed to offer advice and reaction regarding Board agendas to its members who serve on the Board for consideration during Board of Directors' meetings.

The Steering Committee understands that the PAG favored a move from a strictly representative Board composition to a smaller Board with equal voting, that would be advised through an annual meeting of the Board and presidential representatives from the 15 conferences not serving on the Board. Current PAG members recommended this annual, presidential planning session as a more meaningful opportunity to assist the Board of Directors and to influence the Division I agenda and initiatives.

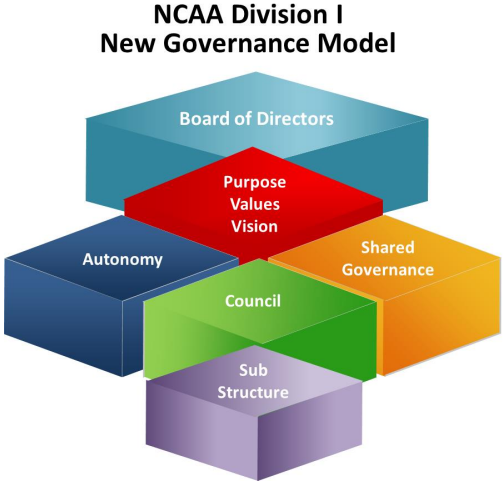
While the Steering Committee did not support having a smaller Board, they did agree that an annual joint meeting of presidents from all Division I conferences and the Board would serve the division well. The Steering Committee embraces the notion of an annual meeting that would include a president/ chancellor from each conference and the Board of Directors, for the purpose of engaging all conferences directly in agenda-setting and Division I strategy discussions.

The new Board of Directors intends to be more strategic and policy driven in its leadership of Division I. Therefore, the current Presidential Advisory Group (PAG) noted that full representation of conferences on the new Board would not be necessary. However, since the Board will not be reduced in size, PAG members recognize the value of continuing to meet periodically in some form. Preliminary discussions were held at the April PAG meeting, and there will be additional PAG dialogue this summer to more clearly formulate its preferences about meeting frequency, design and charter. PAG envisions itself as an important vehicle for Presidents to stay engaged in national dialogues, and to facilitate conference dialogues on these issues among their colleagues.

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Council

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Council.

The Steering Committee proposes that the Council have primary responsibility for Division I legislation and include representation from all 32 conferences. The Steering Committee recommends that that the Council include athletics directors (AD), senior woman administrators (SWA), faculty athletics representatives (FAR), conference administrators and student-athletes. The Council will have a total of 38 members, including one representative from each of the 32 conferences, two student-athletes and four commissioners (one from the five autonomy conferences, one from the five remaining Football Bowl Subdivision conferences, one from the Football Championship Subdivision conferences and one from the Division I conferences). Each conference would nominate three candidates to serve as its representative on the Council, with the final appointments being made by the Board of Directors through a formal selection process. Nominees could include ADs, FARs, SWAs, commissioners, compliance administrators and other senior level administrators.

The Steering Committee notes the importance of athletics directors' involvement, which mirrors the role generally played by athletics directors at member institutions, and believes a minimum of 60 percent athletics directors should serve on the Council, and recommends that an athletics director serve as the chair.

KEY SHIFTS FROM THE CURRENT MODEL TO THE PROPOSED COUNCIL

Council:	
• 32-member Leadership and Legislative Councils now serve to provide advice to the Board of Directors and to consider policy issues and legislative proposals in Division I. • A 32-member Championships/Sports Management Cabinet serves to manage NCAA championships with the exception of men's and women's basketball. • Sports, rules, issues, Olympic Sports Liaison and Competitive Safeguards and Medical Aspects of Sports committees report to it.	• A 38-member Council will be appointed by the Board of Directors and shall recommend policies to the Board, supervise and act on championships recommendations and issues, and vote as a whole or by appropriate subgroup on all "shared" governance and football legislation. • Each of the 32 Division I conferences will be represented and two student-athletes (one male and one female) will be included as voting members. • At least 60 percent of the Council (i.e. among the 32 conference representatives) shall be athletics directors. • Competency will be emphasized and the Board will be responsible to ensure reasonable diversity of perspectives when appointing Council members. • Voting on the Council shall be weighted on matters other than football as follows: representatives from the ACC, Big Ten, Big 12, Pac-12 and SEC will be weighted 1x4; Representatives from the American Athletic Conference, Conference USA (C-USA), Mid-American Conference (MAC), Mountain West Conference and Sun Belt Conference will be weighted 1x2, and the remaining 22

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	conferences and two student-athletes will be weighted 1x1. Commissioner members will be weighted according to the conference they represent. • Voting on football legislation shall be considered by FBS and FCS conferences separately. For FBS legislation, the ACC, Big Ten, Big 12, Pac-12 and SEC members will be weighted 1x2. American Athletic Conference, Conference USA, Mid-American Conference, Mountain West Conference and Sun Belt Conference members will be weighted 1x1. FCS voting will be considered without weighted voting. • The current councils and cabinets will be disbanded following the 2015 NCAA Convention and the new Council will be authorized to recommend other necessary standing bodies for Board ratification, as well as to appoint temporary sub-bodies as needed to conduct its work efficiently. • The sports committee structure will continue in the new structure, but a review of size, regions and responsibilities should be conducted in the first year of the new structure. • Committees associated with the sports of football and basketball should be consolidated or coordinated for clarity of purpose and efficiency the first year of the new governance structure.

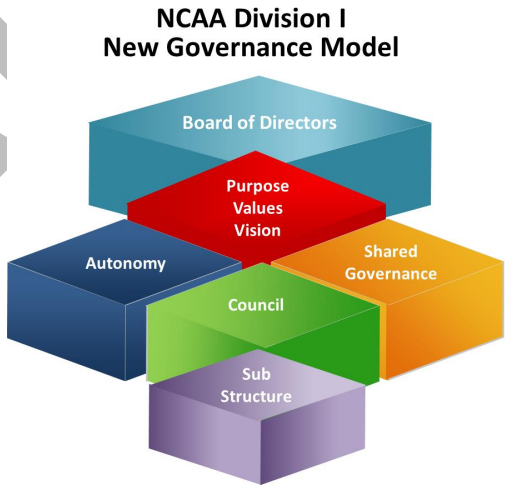
Rationale:

- The Board of Directors believes that athletics directors have primary responsibility for intercollegiate athletics programs on campus and should be in the best position to assist presidents in considering athletics issues of national importance on behalf of Division I.
- The Board of Directors believes that student-athletes, faculty athletics representatives and senior woman administrators also have important voices that should be considered along with votes in the conduct of intercollegiate athletics matters.
- A nominations process should be used to evaluate competency and diversity of potential Council members.
- The Board of Directors does not support providing a majority vote on shared governance matters to the ACC, Big Ten, Big 12, Pac-12 and SEC, but does believe these conferences have a heightened stake in outcomes as reflected in the recommended weighted voting on rules and policy matters facing intercollegiate athletics.
- The Board of Directors intends to simplify and streamline the council/cabinet/committee structure and will rely on the new Council to provide advice and counsel in these efforts.

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Council Substructure

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Council Substructure.

Currently, the Division I system of cabinets and committees includes a myriad of groups, often with significant overlap and/or confusion about roles, responsibilities and accountabilities. One of the key design principles of the new governance system is simplicity in focus and approach. In order to accomplish this, the Steering Committee envisions a major redesign of the "working levels" of Division I; those in which many members volunteer their time and expertise, and expect a return on investment of that time and a direct link to helping the division accomplish its business.

The Steering Committee, in keeping with the philosophy of simplicity and high-level focus, has chosen to designate only three subsets of the Council, two focused on the core missions of Division I – academics and competition/student-athlete well-being, and a third focused on assisting the Council in its new legislative role.

It is expected that as part of the implementation process, the Council itself will lead the effort to redesign the substructure below that level, ensuring clarity of role, expected outcomes and accountabilities, and clear reporting relationships.

KEY SHIFTS FROM THE CURRENT TO THE PROPOSED COUNCIL SUBSTRUCTURE

Sub council.	
Current • Six cabinets: Championships/Sports Management (32 members); Academic (21 members); Administration (21); Amateurism (21 members); Awards, Benefits, Expenses and Financial Aid (21 members) and Recruiting and Athletics Personnel Issues (21 members) report to the Legislative Council to propose legislation and to the Leadership Council regarding policy evaluation.	**New** • The 38-member Council will be the principal voting body in Division I regarding matters in shared governance and football via FBS or FCS members; will act on matters previously assigned to cabinets and may use subcommittees of its members or may empanel additional institutional or conference representatives to address matters and issues that come before it, or as delegated by the Board of Directors. • The Council shall be authorized to appoint sub-Council standing committees to make appropriate recommendations to the Council for actions regarding championships, legislation, student-athlete well-being, Division I membership, or other areas vital to the conduct of Division I affairs. • Current Association-wide, common, Division I, sports, rules and waiver committees will report to the Council through the appropriate Council sub-or standing committee. • Issues committees will be disbanded and duties assigned to those bodies will be absorbed by the appropriate sports committee and sub-Council body. • The Council may recommend changes of

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	the sub-Council structure to the Board of Directors.

Rationale:

- The Board of Directors believes that the new Council, populated by a majority of athletics directors, is best suited to manage the day-to-day operations and policies of Division I.
- The Board of Directors believes the Council itself should lead in the development of necessary membership bodies to complete its work efficiently, but in a manner that reduces confusion and bureaucracy.

Academic Council.

The Steering Committee identified the need in the Council's substructure for an Academic Council to handle the combined work of the current Division I Academic Cabinet and Committee on Academic Performance (CAP), as these two groups at present have overlapping missions. It also noted the importance of this group's work and proposes that it should have a dual reporting line to the Board for academic standards and policy-related issues, and to the Council for legislative proposals.

The Steering Committee further suggests that the Board should retain the ability to involve itself in academically-related legislative issues. The Steering Committee suggested that the Board name the chair of the Academic Council and that an annual report be provided to the Board regarding the state of academic affairs.

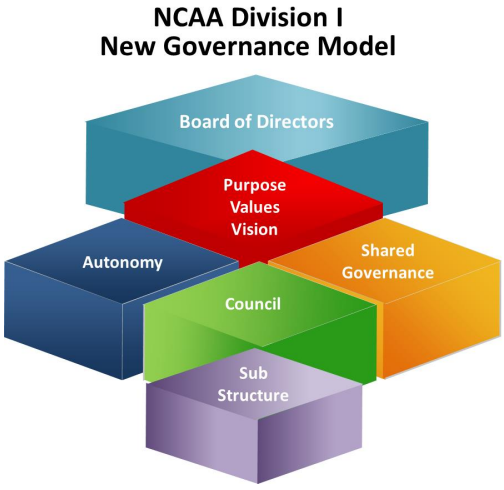
KEY SHIFTS FROM THE CURRENT TO THE PROPOSED ACADEMIC COUNCIL

Academic Council.	
Current. • An Academic Cabinet of 21 members who are appointed by conferences review and consider academically related issues and legislation in Division I. Several waiver committees report to the cabinet. • The Committee on Academic Performance is a 15-member group that reports to the Board of Directors and is in charge of data collection, analysis and implementation of the Academic Performance Program and its appeals processes. • On some occasions, the Board of Directors has acted to adopt legislation related to academic reform initiatives outside the expected Division I legislative process.	**New.** • The Academic Council should include 15-20 individuals and be assigned the duties of the current CAP and Academic Cabinet. • The Academic Council will continue to have direct reporting access to the Board of Directors. • The Board may sponsor legislation to be considered in the new "shared" governance process and will be responsible to ratify or amend Council actions on legislative proposals related to academics before they may be considered adopted. Any legislative action would be subject to rescission by two/thirds of Division I active member institutions.
Rationale: • Both the Academic Cabinet and the CAP have recognized the awkward governance structure related to consideration of academic matters. • Centralizing the various academic appeals reporting lines should enhance consistency. • The Board of Directors believes that presidential leadership regarding academic matters is essential.	

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Autonomy

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A SYSTEM OF AUTONOMY FOR 65 MEMBER INSTITUTIONS.

The 65-member institutions of five conferences (ACC, Big Ten, Big 12, Pac-12, SEC), along with all other Division I members, envision an effective intercollegiate athletics system that fully meets the needs and expectations of student-athletes in the 21st century.

The 65-member institutions are committed to meeting the needs of student-athletes based on increased resources, and they desire to provide student-athletes with enhanced benefits such as full cost of attendance, lifelong learning and additional health and nutritional benefits. In addition, they desire to support student-athletes who are considering careers as professional athletes by providing more opportunities for that decision-making process to occur in a fair and fully informed manner. These institutions are further challenged in addressing these needs by an increasingly litigious environment and confused public sentiment. They face the most public comment and criticism of all Division I institutions and conferences, often from advocates for pay-for-play or a professional athletics system for colleges and universities.

These 65-member institutions have repeatedly declared their unwavering belief in a collegiate model that maintains education as the bedrock principle. They also believe that the use of increasing resources devoted to student-athletes should ensure that the legitimate educational, health, wellness and athletics needs of student-athletes remains paramount, and that the spirit of the collegiate model and principles of amateurism remain applicable and valued by all 1,100 NCAA member institutions and 460,000 student-athletes. They accept that they have a responsibility to lead in these areas through the granting of an autonomous system of decision-making in key areas directly affecting student-athlete well-being.

As part of the new Division I governance model, the Steering Committee proposes a system of autonomous decision-making for these institutions, designed to address these unique challenges. The concept of the autonomy system means that institutions in these conferences would be afforded independent decision-making authority on specified issues, through a decision-making process intended to ensure full institutional participation among the 65-member institutions, as well as the opportunity for input and similar action from the broader Division I membership.

These five conferences and their 65-member institutions are fully committed to shared governance within Division I in other areas, including academics. They have provided input to the Steering Committee on the design of this unique system, which seeks to reaffirm their focus on educational outcomes, and to ensure public trust in the overall intercollegiate athletics system.

GUIDING PRINCIPLES FOR THE AUTONOMY SYSTEM.

This autonomy system has been designed to serve specific high-level principles. At the highest level, the system will allow these 65-member institutions to lead in the creation of the optimal student-athlete experience based on available resources. Moreover, the system will improve the trust and relationships between and among institutions and student-athletes. In light of the above, the autonomy system will achieve the following:

1. Engage and empower institutions and practitioners in a fully transparent decision-making process.
2. Engage and empower student-athletes by giving them both a voice and vote within a transparent decision-making process.

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3. Ensure that regulatory change in these areas enjoys broad support among the 65-member institutions of these conferences.

The Steering Committee believes that the proposed autonomy system effectively addresses these principles, and is well-aligned with the student-athlete centered spirit reflected in the NCAA core ideology and revised Division I governance model.

Areas of Autonomy Granted to 65-Member Institutions in Five Conferences

The Steering Committee recommends that autonomous decision-making be granted to the ACC, Big 12, Big Ten, Pac-12 and the SEC, and their 65-member institutions. *Autonomous legislation* is designed to allow permissive use of resources or to otherwise enhance the well-being of student-athletes by any member, to advance the legitimate educational or athletics-related needs of student-athletes. Under this proposed governance model, autonomous legislation that is developed and adopted among these institutions and conferences may also be applied by the rest of Division I at each institution's respective discretion, or as determined by its conference.

Health and Wellness.
The five conferences and their 65-member institutions support the shared Division I commitment to meet the health and wellness needs of student-athletes. Support in these schools and conferences is inclusive of research and the ability to review, maintain or update current health care and medical policies, insurance options and other related items to permit appropriate and sufficient care to be provided to student-athletes. While the ability to provide comprehensive medical support for student-athletes is currently permissive in nature, the five conferences and their 65-member institutions will have autonomy in this area to maintain the current institutional freedom to support student-athletes' needs, and the responsibility to lead on these issues, providing the opportunity for all Division I members to follow and act in a manner appropriate to their schools, teams and resources.
(NCAA Bylaw 16.4)

Meals and Nutrition.
Nutritional demands for student-athletes vary by sport, timing of the playing season and individual needs, which merits new approaches to decision-making and regulation of this area. Under the proposed system, the five conferences and their 65-member institutions will have the autonomy to define a set of rules that address the specific needs of their member institutions and student-athletes within those institutions.
(NCAA Bylaw 16.5)

Financial Aid.
Under the proposed system, the five conferences and their 65-member institutions will have the flexibility to revise the financial aid rules to increase the aid available to student-athletes in a way that is consistent with basic principles of amateurism and the collegiate model. The conferences will be granted flexibility to increase the maximum grant-in-aid (up to an amount commensurate with the full cost of attendance), as well as the ability to provide scholarships that will allow former student-athletes to complete their undergraduate education in appropriate circumstances.

(NCAA Bylaws 15.01.5-15.2.8.2)

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This will include rules related to the terms and conditions of awarding aid (e.g., eligibility for aid, period of award, reduction or cancellation, renewals or non-renewals), as the terms and conditions of awarding aid directly impact the student-athlete experience and the ability of each student-athlete to achieve their educational goals.

(NCAA Bylaws 15.3-15.3.5.2)

Expenses and Benefits (Student-Athlete Support).
The Steering Committee believes that the five conferences and their 65-member institutions are committed, in a manner consistent with the basic principles of amateurism and the collegiate model, to enhancing the support provided to student-athletes to meet legitimate needs. The proposed model grants autonomy to these institutions over rules such as awards and benefits, and those that have a direct impact on expenses incurred by a student-athlete and his/her family and friends that are associated with the competitive experience. Examples include, but are not limited to, expenses for receipt of awards, complimentary admissions, postseason travel for friends and family, expenses incidental to practice (e.g., parking), and other expenses in conjunction with practice and competition.

(NCAA Bylaw 16)

Expenses and Benefits (Pre-Enrollment Support).
In the proposed model, the five conferences and their 65-member institutions also would be granted autonomy over regulations addressing expenses and benefits provided prior to enrollment. These rules directly impact student-athlete welfare by permitting assistance to families who would like to visit universities, and who incur other legitimate expenses in connection with the recruiting process. Benefits in this area have the potential to ease a student-athlete's transition to college (e.g., medical expenses and academic support the summer prior to enrollment, transportation to enroll). Funding such pre-enrollment expenses would provide important support for student-athletes as they evaluate colleges and transition to the college environment.

(NCAA Bylaw 13.2)

Insurance and Career Transition.
The potential future professional athletics opportunities available to some student-athletes, who are disproportionately enrolled at the five conference's 65-member institutions, provide the basis for granting autonomy in rules permitting student-athletes flexibility in securing loans to purchase career-related insurance products (e.g., loss-of-value insurance), or to permit institutions to provide these insurance-related expenses for student-athletes. The Steering Committee and the five conferences and their 65-member institutions believe such loans are fully consistent with the principles of amateurism and the collegiate model that we want to preserve.

In the area of career transition, the five conferences and their 65-member institutions would be granted autonomy to redefine rules governing agents and advisors so that more assistance could be provided to student-athletes with career planning and decision-making.

(NCAA Bylaws 12.2 and 12.3)

Career Pursuits.
In order to fully support student-athletes and their aspirations, the five conferences and their 65-member institutions would be granted autonomy to make changes to rules that hinder a student-

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athlete's career pursuits unrelated to athletics (e.g., restrictions on a student-athlete promoting his or her musical career). Again, it is believed that these modifications can be made without violating basic principles of amateurism and the collegiate model.

(NCAA Bylaw 12.5)

Time Demands.
Given the visibility and demands associated with meeting expectations existing for highly-competitive intercollegiate athletics programs, the five conferences and their 65-member institutions would be granted autonomy to update rules and policies governing time demands in order to permit a more appropriate balance between athletics and other student-athlete activities. This updated approach is intended to reconstruct the time boundaries associated with student-athletes' commitment to intercollegiate athletics. In addition, design and implementation of "athletic dead periods" for student-athletes would be intended to foster their participation in educational opportunities outside of intercollegiate athletics.

(NCAA Bylaw 17)

Transfer Eligibility.
The five conferences and their 65-member institutions have not specifically requested academic eligibility requirements as an area for autonomous decision making, and are committed to the Division I shared governance rules in this area. However, attention associated with transfers falls disproportionately to the five conferences and their 65-member institutions, which under the new system would be granted autonomy to modify transfer policies that would provide appropriate flexibility for unique circumstances to address the best interests of student-athletes. Any changes to transfer policy will only be within the five conferences and their 65-member institutions and will not affect other schools and conferences without their approval.

(NCAA Bylaw 14.5.)

Academic Support.
The five conferences and their 65-member institutions would be granted autonomy in this area in order to insure the ability to continue their support for student-athletes. The needs of academically at-risk student-athletes are of particular concern and will be fully reviewed, with the potential for revisions to be introduced to further the educational achievement of student-athletes.

(NCAA Bylaw 16.3)

Recruiting.
The five conferences and their 65-member institutions would be granted autonomy to revise and establish rules as necessary to address concerns related to the infringement of recruiting activities on prospective student-athletes' academic preparation.

(NCAA Bylaw 13.1)

Personnel.
Numerous issues, including proliferation of non-coaching personnel, varying titles associated with certain coaching positions, and the breadth of approach to personnel issues present in Division I,

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combine to establish the need for the five conferences and their 65-member institutions to be granted autonomy to both revise existing personnel definitions and limits, and to establish policies intended to meet the support needs of teams while properly structuring the number of personnel directly or indirectly associated with each sport in a manner consistent with the need for competitive balance.

(NCAA Bylaw 11.7)

Autonomy Voting Process.

The Steering Committee recommends the following voting process for issues included in the areas of autonomy. The vote should be of presidents or a designee on behalf of each of the 65-member institutions. Further, the Steering Committee believes that the entire Division I membership should have the opportunity to provide input.

Autonomy Defined: Autonomy allocated to the five conferences (ACC, Big 10, Big 12, Pac 12, SEC) and their 65-member institutions within the NCAA Division I governance structure shall mean the five conferences and their 65-member institutions are afforded independent decision-making authority through a process intended to ensure institutional participation, which results in final decisions on specified matters (i.e., autonomous Issues). Any process associated with adoption of rules will include prior consultation with other members of Division I.

Vision: Inherent in the autonomy system is a vision and commitment to define the full grant-in-aid as meeting a student-athlete's full cost of attendance, and the provision of a lifetime opportunity to fund the undergraduate education of current and former student-athletes. The ability to provide these student-athlete benefits shall be identified within an initial Agenda for Change and shall be addressed during the first business session of the five conferences and their 65-member institutions in 2015.

Enfranchised Decision-Making: The five conferences' decision-making process is intended to improve relationships between and among their 65-member institutions and student-athletes who have spoken clearly about their feelings of disenfranchisement within the current regulatory model. In that regard, student-athletes will participate with an independent vote and voice at all levels (institutional, conference, and five conferences).

Each of the 65-member institutions will appoint one representative, and each of the five conferences will appoint three student-athlete representatives to cast votes on legislation within the autonomous system categories. There shall be 80 total votes (65 institutional and 15 student-athlete). An item shall be approved with:

- Two/thirds of the group of 80 and four-out-of-five conference approval by simple majority within conferences.

An item may be introduced into the legislative process by support of a single (1) conference. The item will initially be reviewed by a Legislative Committee, which will determine reasonable standards for moving a proposal into the legislative process. The five conference members of the Division I Board of Directors also will provide oversight regarding adherence to autonomy standards for consideration of legislation.

When an autonomous proposal is sponsored, there will be a comment period available for the rest of the Division I membership to offer comments via website or other electronic means.

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A matter shall be final following approval at a Five-Conference Business Session.

Business Session**:** A Five-Conference Business Session shall be conducted at least annually. Each of the 65-member institutions shall appoint representatives to attend and participate in the business session. The business session shall be the venue for the authorized representative to cast his/her institution's vote on issues within the autonomous system. The business session shall be distinct from the shared governance process implemented for the Division I Board and Council.

Representation: The president of each of the 65-member institutions shall designate one individual to vote his/her institution's interest at a business session.

Meeting Calendar**:** An annual business session shall be scheduled. Additional business sessions may be scheduled with a 60-day written notice provided to the five conferences, their 65-member institutions, Division I Board and Council.

Five-Conference Forum: A Five-Conference Forum shall be conducted annually prior to the business session. The Five-Conference Forum shall be a town hall meeting open to each member institution's president or chancellor, faculty athletics representative, athletics director, senior woman administrator and student-athlete representatives. Commissioners and staff from five conference offices also shall participate in the forum, along with other invited participants, which shall include coaches.

The forum agenda shall include:

- Autonomous issues, including proposed changes;
- Shared governance issues;
- Current topics in intercollegiate athletics; and
- Other items deemed appropriate.

Representatives from the five conferences and their 65-member institutions shall determine the forum agenda and invitees.

Override: Decisions made through the autonomy system shall be final and not subject to override following approval and completion of a business session.

Board of Directors: The five conferences shall provide their agenda, for information purposes, at each Division I Board of Directors meeting. Actions taken by the five conferences shall be reported to the Board of Directors at each Board meeting following a business session.

Expansion of Autonomy Category.

Additions to the list of autonomous issues must result from a change in circumstances arising subsequent to enactment of the Division I governance structure and also must conform to the values of higher education and intercollegiate athletics. The Steering Committee recommends a process for moving shared governance items to the autonomous category that requires approval by the full Board, with a two/thirds majority vote. The Steering Committee recommends requiring three of the five conferences to support a change.

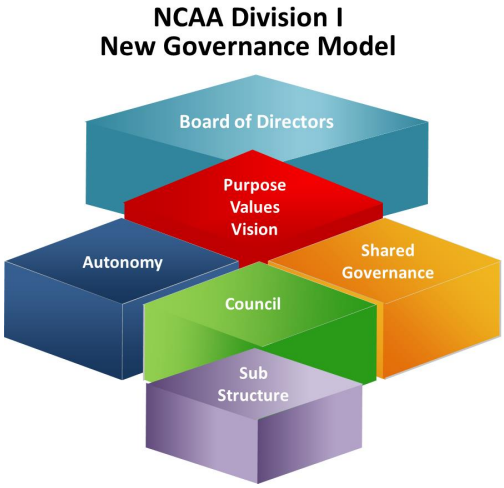
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The Steering Committee has discussed the manner in which the Board would address questions about whether a particular piece of legislation fits into a stated category of autonomy and noted that one possibility would be having the Board representatives from the five conferences decide. Another option would be having a governance committee decide or having a special committee appointed to resolve such matters. The Steering Committee agreed that the process to expand the autonomy categories must be transparent and robust.

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Shared Governance

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Shared Governance.

In the governance systems of successful membership organizations, governance (and leadership) is a partnership between members, volunteers and the association's staff. This partnership includes a shared authority and responsibility for important decisions regarding the direction and operation of the association.

At member institutions, shared governance is the set of principles and practices through which faculty, staff and administration participate in the important decisions regarding the operation of the university. Collegial governance is a system based on the idea that authority and responsibility are shared among colleagues. Successful shared governance depends on the good faith consultation among these colleagues prior to decision-making, and upon a common ideology of shared purpose, values and vision.

In addition to the NCAA's core ideology of shared purpose, values and vision, the Division I membership is committed to a set of shared operating principles, including continued revenue distributions as they currently exist, ensuring the needs of all conferences are addressed regarding championships, and continuing to provide the overall benefits of a Division I brand. Five conferences and their 65-member institutions are fully committed to shared governance within Division I in academics and other areas.

Shared Governance Areas.

The Steering Committee believes that areas governed by the Council under shared governance should include matters that require consideration by all 32 conferences, areas of focus that do not fit into the autonomous category, or those related to football. These areas would include championships administration and policy, oversight of membership standards, legislation that requires consideration by all conferences or FBS or FCS conferences, and management of sports/topic-specific studies intended to formulate recommendations for action by the Council, five conferences or Board of Directors. Examples of items to be included in this area are:

- Team scholarship limits.
- Establishment of minimum academic standards.
- Many recruiting provisions.
- Executive regulations.
- Division I membership requirements

Further, the system of shared governance correlates with the autonomy system in terms of these shared principles in the following areas:

- Health and Wellness – All schools and conferences are committed to doing everything possible to support health, safety and well-being of their student-athletes.
- Time Demands – All schools and conferences are committed to reducing time demands on student-athletes wherever possible. The NCAA rule is to be considered a baseline, but all are free to impose stricter rules.

Weighted Voting System for Shared Governance.

The Steering Committee recommends a 4-2-1 voting model, whereby five conferences (ACC, Big Ten, Big 12, Pac-12 and SEC) votes would be weighted at four each and the other five FBS conferences (AAC, C-USA, MAC, MWC and Sun Belt) would be weighted at two each and the remaining 22 FCS/ DI conferences and the student-athletes would be valued at one each. The four commissioner votes would be weighted according to the subgroup they represent. The 4-2-1 model breaks down as follows

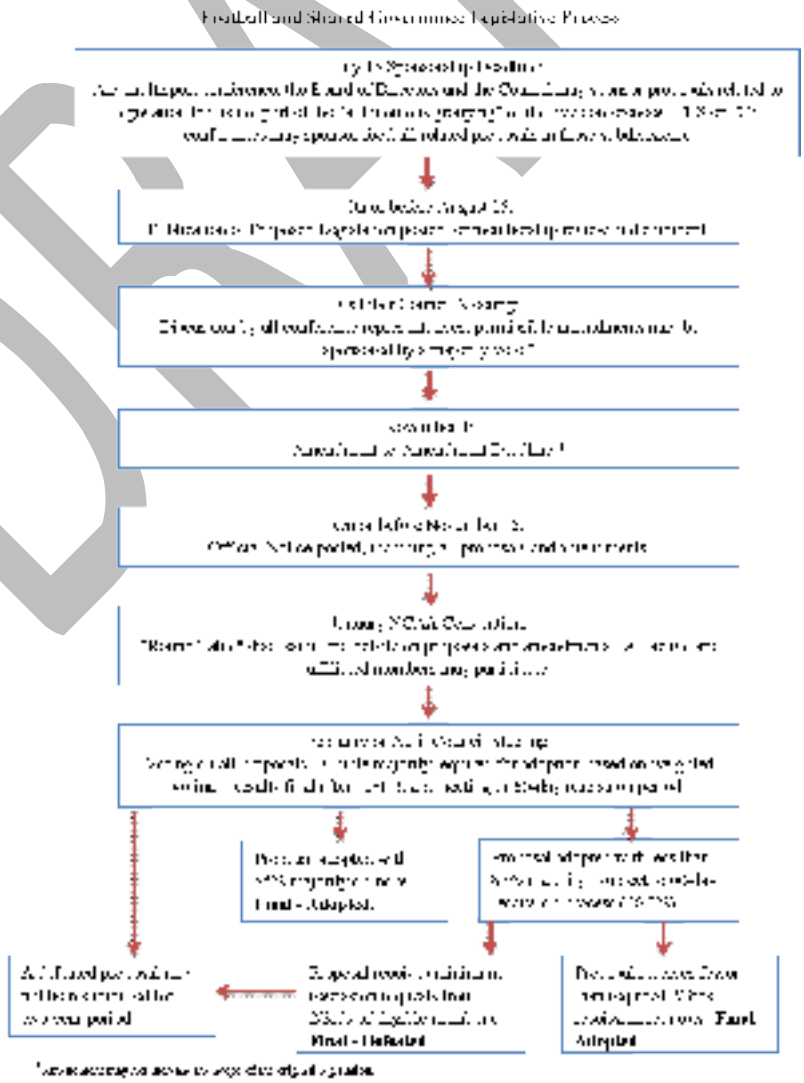
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regarding voting percentages:

- Five conferences (5x4) + one commissioner seat (1x4) = 24 = 38.7 percent.
- Middle five conferences (5x2) +one commissioner seat (1x2) = 12 = 19.4 percent.
- DI/FCS - 22 conferences (22x1) + two commissioner seats (2x1) = 24 = 38.7 percent.
- Two student-athletes (2x1) =2 = 3.2 percent.

Suggested Voting Process for Shared Governance.

The Steering Committee presents the following as a possible legislative process for the shared governance system. It will be important to ensure that the shared governance and autonomy systems have corollary timelines so that input from the full membership can be received on autonomy issues. It is suggested that following Board approval of this governance model, the current Leadership and Legislative Councils could meet in October to review and recommend a final process that would begin with the seating of the new Council in January 2015.



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KEY SHIFTS FROM THE CURRENT TO THE PROPOSED SHARED GOVERNANCE VOTING PROCESS.

Shared Governance Voting Processes.	
Current. • The annual process can end in January or April, or "emergency" legislation can be adopted by the Legislative Council or Board of Directors at any meeting. • A proposal can be adopted or defeated via one vote of the Legislative Council in January, or could be sent out for comment for an additional 60-day period before a final vote to adopt or defeat in April. • Once a proposal is sponsored, alternative proposals may be submitted for a specified period. • A complicated override voting process applies to actions of the Legislative Council and Board that requires several steps to complete.	**New.** • Any multisport conference, the Council or Board of Directors may sponsor legislation related to shared governance areas or football. • Once the applicable deadline to submit proposals has passed, alternative proposals will not be accepted. • January will be used to review and debate legislative proposals and provides opportunities for all constituent groups to provide comment and input. • The shared governance and football voting process will conclude with one vote by the Council, or Board of Directors concerning academic matters, in February or April. • The Board of Directors would provide oversight regarding all voting processes, standards and policies. • Legislation adopted through the Council with less than 85% majority vote by the Council will be subject to rescission if two/thirds of active Division I member institutions submit such a request through its president/ chancellor within 60 days of final adoption of the legislation. • Legislation adopted through the Council with an 85 percent or more majority vote will not be subject to rescission. • A set of bylaws will be available for the ACC, Big Ten, Big 12, Pac-12 and SEC to amend through a five-conference voting process. Such legislation would also be available to all members or conferences in Division I to adopt either individually or by conference. • Legislation adopted by the five conferences and their 65-member institutions would not be subject to override or rescission if all institutions within those conferences participate in the voting process.

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Rationale.

- The membership has expressed the desire for a clearer, more transparent and simpler voting process.
- An autonomous voting process on specified topics is justified for the five conferences and their 65-member institutions that find themselves in the forefront of external and internal pressures that affect reputations and perceptions related to the nature of intercollegiate athletics programs generally.
- The former override voting process was cumbersome and a shorter timeline and a higher standard for rescission appear appropriate when voting occurs in a representational process.
- Student-athletes should have voice and vote in both the Council and autonomous voting processes.

Rescission/Nullification Process (Replacement for current override process).

The Steering Committee recommends the rescission/nullification process outlined below for matters addressed by the Council with a two/thirds majority vote of Division I institutions (or FBS or FCS members regarding football issues) required to replace the current override voting process.

Eliminate current triggers (e.g., suspend, consideration, vote) in the override process and replace them with a rescission process. If legislation has 85 percent approval, rescission is not an option. Any other adopted legislation by the Council can be subject to rescission - with a tally suggested at 66.7 percent of active Division I member institutions (or two/thirds of FBS or FCS institutions for matters related to football) within a 60-day period of adoption.

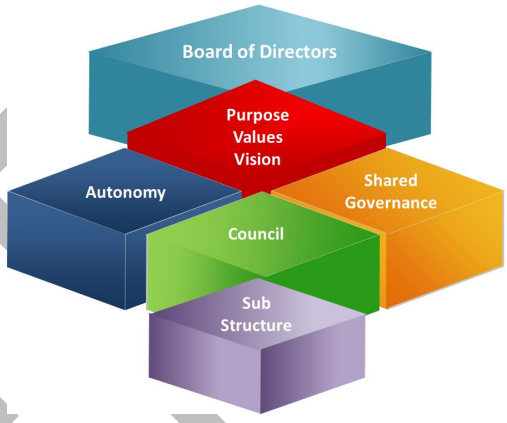
Rescission of an adopted legislative proposal would require official requests from Division I chief executive officers within 60 days following adoption of the proposal. Rescission of such legislation would restore the applicable bylaw to its original state and the legislation would not be subject to further consideration for a two-year period.

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Preliminary Implementation/ Transition Strategy

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NCAA Division I
New Governance Model



Preliminary Implementation/Transition Strategy.

If the Board of Directors approves the new governance model, in order to ensure successful implementation, it would be desirable to immediately commence a transition strategy development phase beginning in August 2014, and continuing through the January 2015 NCAA Convention, with most major milestones concluded by January 2015. The task list, and relative timeframes, would include the following:

- **New Governance Structure Approved.** In August 2014, the current Board of Directors approves the Steering Committee's recommendations and adopts legislation to approve and commence an implementation phase of a new structure, to be in place by January 2015.
- **Championship Access Guaranteed.** Based upon approval of the new model in August 2014, a Division I legislative process would be implemented to consider a Constitutional amendment to Article 4.01.2.3 regarding Division I championships access. This concept, guaranteeing access to ALL championships to all conferences, is a fundamental principle of the new governance design, in effect guaranteeing the "Division I brand" as we know it. Then in January 2015, a two/thirds vote of all Division I member institutions and conferences present and voting in a Division I Business Session would be necessary to adopt legislation to modify Constitution 4.01.2.3 regarding championships access.
- **Current Terms Continue Through January 2015.** In order to ensure continuous member leadership through the implementation phase of governance redesign, Board, Executive Committee, councils, cabinets and CAP members' terms will continue beyond the normal June/August 2014 dates through the January 2015 Convention meeting. This will provide the ability to make appropriate adjustments with minimal disruption. In addition, terms of Administration Cabinet members will continue through February 2015 in order to complete the annual committee selections prior to the development of the new nominations/selection process.
- **Current Governance Bodies Continue.** Throughout the initial implementation phase (August 2014-January 2015), current governance bodies, including the Division I Board, Leadership and Legislative Councils will stay in place and continue the work of the Division, along with serving as resources for the transition, including in the case of the Leadership and Legislative Councils, providing feedback on current functionality and recommendations for the new Council substructure.

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- **Steering Committee Becomes Transition Committee.** Continuation of the Steering Committee at least through January 2015 will enable those leaders who have designed and set the new model in place to also work on key decisions about implementation. Current members will be asked to continue, and others could be appointed to the Committee without term.

- **Autonomy System Begins.** Following the Board's approval of the new governance structure in August 2014, the five conferences and their 65-member institutions could initiate their first legislative agenda and cycle, which could culminate in actions during the Five-Conference Business Session in January 2015, held in conjunction with the NCAA Convention. In this regard, five-conference legislation may be submitted to the NCAA as early as the summer of 2014 in order to draft, provide a notice/comment period to other Division I members and develop a five-conference agenda for a January 2015 business session.

- **Substructure and Nominations Process Design Begins.** Under the guidance of a continuing Steering Committee and Division I Board, the current Leadership and Legislative Councils begin design work on key transition issues for the new structure, such as design of the new Council substructure and the development of a new nominations process. This process will be needed in order for the new Board to select the new Council, whose members would take office at the close of the January 2015 NCAA Convention. These activities also may include preliminary consideration of a Division I strategic plan and planning process, which the current Leadership Council has been working on periodically during the past 12 months.

- **New Board Committee Structure Framed.** In anticipation of the seating of a new, more strategic Board in January 2015, and in order to ensure that it has the maximum ability to begin its work quickly and efficiently, work should occur in the fall of 2014 on the further definition of Board subcommittees and their charters, with consideration of finance, governance, public relations/ communications and nominating committees. The current Board and/or the Steering Committee on Governance could take the lead in these activities.

- **New Board Appointed.** Based upon Board approval of the new governance structure in August 2014, an appointment and nominations process should ensue for conference appointments to an initial Division I Board to take office at the close of the NCAA Convention in January 2015. This first Board under the new governance structure would still be selected with the same conference appointment process as in the past, but in the 2015 cycle, when a new nominations process has been created, that process should be used to select the next Board.

- **Celebratory Kickoff Event.** At the January 2015 NCAA Convention, the Board and Steering Committee on Governance should hold a celebratory kickoff event to introduce the new structure, marking the successful completion of the governance review and redesign process, and ushering in the new governing bodies, systems and processes. This would also create the opportunity for continued membership feedback, communication and buy-in to the new structure.

- **New Council Substructure.** As soon as practicable following the 2015 NCAA Convention, but not later than April 2015, the Council, building on the transition work executed by the Leadership and Legislative Councils in the fall of 2014, will complete the design of its substructure and issue a formal recommendation to the new Board of Directors regarding the necessary substructure groups and appointment process needed to complete the Council's ongoing work.

- **Continued Board Development.** In 2013, as part of the Division I governance review, the Board stated a desire to move toward a higher level of engagement and participation. The Board's additional oversight roles in the new governance structure will require an even higher level of strategic focus and commitment. After the seating of the new Board in January 2015, and extending

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through 2015, work should continue in this area, beginning with Board orientation for the full new Board in April 2015 and a "Leadership Boot Camp" orientation for new members. Other tasks should include an expanded Board agenda process, with more formal generative conversations on substantive issues facing Division I, enhanced meeting and work processes, including the establishment of Board committees and integration into the Board's new system of work, continued focus on improving the leadership partnership between the Board and NCAA staff leadership, and a commitment to measuring progress toward new commitments and practices through a process of Board self-assessment.

- **Division I Strategic Plan Development.** The Steering Committee has based this governance redesign on the 2004 NCAA Core Ideology - purpose, values and vision, which continue to serve as a foundation for change. Institutionalizing effective governance and culture change will require a more integrated approach to long-range strategic thinking, annual planning and budgeting, and evaluation in a systematic approach. Therefore, it is recommended that following implementation of the new governance structure in 2015, a formal Division I strategic plan and planning process be develop. The plan should include purpose, values, and vision, assumptions about the relevant future environment, and short-term goals and objectives. The plan and planning process will better enable the Division and the Division I Board to anticipate emerging challenges, think strategically about the issues facing intercollegiate athletics, develop innovative strategies and achieve measurable and timely success.

From Representational to Competency-Based – A New Mechanism for Nomination and Selection.

The concept of moving from a system-based primarily on representation to one with a greater focus on competency-based selection is something that the Steering Committee would like to include in a new governance system.

Currently, the primarily conference-based representation system is in place, along with specific quotas related to gender, ethnicity and other diversity factors. As Division I has grown, along with the number of conferences, so has the demand for all voices being present "in the room." This has resulted, in many cases, in a mismatch between the skill sets, experience levels and perspectives needed for a particular governing body to effectively function, and the available pool of individuals ready for appointment to various governing bodies.

This has even occurred at the Board level, where conferences are limited by the number of member institutions and the available candidates to serve at any given time. With conference realignment and the continued pressure on presidents and chancellors, a conference often either has candidates with minimal experience in the overall governance structure, or those who have served multiple terms. And, without sufficient orientation to the complex NCAA governance process, some presidents come to Division I Board service with insufficient orientation to the overall roles and responsibilities of the body on which they will serve. On some occasions, presidents have referred to Division I Board service as a "committee appointment."

The Steering Committee, as part of the implementation of a new Division I governance model, would like to see the development and implementation of a new selection system.

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There are certainly precedents for this within Division I. The Division I Men's Basketball Committee has often been cited as a good example. Members are selected with a focus that ensures a governing body able to set aside parochial self-interests for the good of the whole.

KEY SHIFTS FROM THE CURRENT TO THE PROPOSED NOMINATIONS PROCESS

Currently, selection to cabinets, councils, PAG and Board are made by conferences with attention to specified diversity requirements. The Board approves conference selections ensuring that various diversity requirements have been met.

Selections to committees (i.e. Division I, Association-wide, sports and rules) are made by the Administration Cabinet, which is comprised of 21 members, representing all 11 FBS conferences, and 10 of the 22 FCS and Division I conferences. Conferences nominate individuals for consideration annually when vacancies occur. The cabinet vets the nominees based on position, experience, current or past committee service, education and qualifications. The cabinet discusses nominees and votes to fill vacancies.

Following is a comparison of the current appointment process and a proposed nominations process.

<table>
<tr><td colspan="2">Nominations Process.</td></tr>
<tr><td>CURRENT PROCESS
• Conference representation and appointments on the Board, PAG, Council and cabinet levels.
• Gender/ethnic/diversity requirements.
• Administration Cabinet makes appointments to all other Division I committees, except that it recommends appointments for Board action regarding the Committee on Infractions and Infractions Appeals Committee.</td><td>PROPOSED
• Creation of a new process that assures appropriate gender and diversity balance, along with a variety of other factors.
• Nominating Committee charged with defining Board characteristics needed.
• Responsible for vetting performance of Board members nominated for additional terms.
• Serves as leadership development group with an ongoing charge to build a base of future candidates.
• Creation of a similar process for nominations/selections of committees and other groups in the substructures.</td></tr>
<tr><td colspan="2">Rationale:
• Modification of the current conference appointment and nominating processes is appropriate to encourage attention to the interests of intercollegiate athletics programs generally over provincial interests of individual conferences.</td></tr>
</table>

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