

American Association of Collegiate Registrars and Admissions Officers

Task Force on Association Governance

March 6, 2009

Introduction

In 2010, the American Association of Collegiate Registrars and Admissions Officers will celebrate its centenary, a significant milestone in the life of any organization. The attainment of 100 years indicates that the organization has capitalized on the opportunities and navigated successfully the obstacles that it encountered during the course of a century. Today, AACRAO is a strong, vibrant, and relevant association. However, it has not always been so, and we must not presume that it will always be. The current economic and regulatory environments confront the Association and its leaders with unprecedented challenges. The coming year will rightly occasion much celebration; to fully honor its past, however, AACRAO must turn its attention to securing its future.

Background

In April 2000, AACRAO formally incorporated in the District of Columbia as a nonprofit organization. At the time, the Association's financial health was dire. Incorporation brought legal and financial protections, and necessitated the appointment of directors. This was accomplished by recasting the existing Executive Committee as a board of directors, the primary role of which is to hold an organization in trust on behalf of the general public, whose interests the organization serves. In essence, a board serves as a nonprofit organization's legal and moral guardian, and therefore is responsible for ensuring the organization's current and future welfare. Since incorporation, AACRAO's financial condition has improved considerably, and its operations have become significantly more complex. Increasingly, the Board of Directors has been compelled to turn its attention to its broad fiduciary obligations and away from programmatic responsibilities.

In an effort to promote increased accountability and effectiveness, the Board engaged in several self-evaluations using a board-designed assessment instrument. These self-evaluations had some impact, but the Board agreed that external expertise was warranted, and turned to BoardSource to administer a new assessment instrument, assist in interpreting its results, and facilitate discussion among Board members. BoardSource is a nonprofit organization dedicated to advancing the public good by building exceptional nonprofit boards and inspiring board service. The results of this assessment, conducted in the spring of 2008, suggested that the Board's effectiveness—and thus the effectiveness of the Association itself—might be constrained by governance structures embedded in AACRAO's Bylaws. In October 2008, the Board authorized the appointment of the ad hoc Task Force on Association Governance.

Charge

The Task Force is charged to examine all aspects of the Association's governance structures, and recommend changes, as necessary, to ensure effective and accountable governance. Governance structures include, but are not limited to, the board of directors (corporately), the role of individual directors, the Bylaws, Articles of Incorporation, and the nominations and elections process. The charge is not to conduct an operational audit of the Board of Directors, individual directors, the Committee on Nominations and Elections, or members of that committee. Rather, the focus is on the Association's governance structures, the values that undergird them, and their impact on the effectiveness and accountability of the Board of Directors.

While the Task Force is afforded significant discretion in carrying out its duties, certain questions are fundamental. Listed in no particular order, these include:

- Is the officer/director structure appropriate and effective?
 - What are the rationales for and effects of conferring executive titles and managerial roles to directors?
 - Are there ways to structure the roles of individual directors to improve AACRAO's governance?
- Is the Board structured to carry out its legal responsibilities most effectively?
 - Is the Board of an appropriate size to fulfill its responsibilities?
 - Are the lengths of Board terms appropriate, particularly for the chair?
 - Should the Board elect its own chair?
- Is the nominations and elections process serving AACRAO well?
- Is member engagement commensurate with the Association's governance structures?

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The Task Force is likely to be informed by the policies and practices of other organizations and by the experiences and opinions of AACRAO members. However, the collection of such information is not a primary objective. Nor should such information unduly constrain the Task Force's deliberations and recommendations. The Task Force should engage the issues critically and intellectually, and explore freely and creatively a broad spectrum of means aimed at enhancing governance accountability and effectiveness.

The Task Force is to submit a written report detailing its work, findings, recommendations, and suggestions for implementation to the Board of Directors. Because the Association's governance structures are established in the Bylaws, recommended changes may take the specific form of proposed amendments to the Bylaws. In addition to recommending substantive alterations to governance structures, the Task Force is encouraged to suggest emendations to any minor infelicities related to governance that it identifies in the Bylaws or other Association documents.

An initial written report is to be submitted no later than October 1, 2009, and the final report should be submitted no later than January 23, 2010. In addition, the Task Force should submit brief status reports by May 30, 2009 and August 15, 2009. The Task Force is advised to consult with the Board as necessary to clarify issues that may arise in the course of its work. President Paul Wiley will serve as the liaison between the Board of Directors and the Task Force.

Members

Robert Doolos (Co-Chair)
University Registrar
Louisiana State University

Tracey Jamison
Director of Articulation and Enrollment Services
University System of Maryland

Nancy Krogh (Co-Chair)
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