

DRAFT – BOARD INDEPENDENCE AND ELECTIONS
UPDATED AFTER 12/3 SMALL GROUP MEETING

Background

Original Driver / Issue to Address:

As requested by Members, the Stakeholder Process Forum is considering the topic of Board independence and elections and seeks to address:

- A concern that re-election by the Members to subsequent terms may cause unintended incentives and/or influences for Board conduct and decision making.
 - If the Board makes independent decisions viewed by some Members as unpopular, Board members may fear that they may risk not being re-elected.
 - Should Board member elections be an appropriate means of providing feedback regarding independent decisions viewed by some Members as unpopular?
- Ensure that Board members may remain confident that they may make independent board decisions without repercussion.

Initial Sponsor:

- John Horstmann

Subgroup Members:

- John Horstmann, Dave Anders, Juliet Anderson, Alex Stern, Timothy Winsky, Jim Davis, Claire Lang-Ree, Erik Heinle, Jen Tribulski, Michele Greening

Seeks to Accomplish

- Potential outcomes include:
 - Potentially alter the cadence of the Board elections
 - Potentially alter procedures used for retentions/re-elections
 - Potentially identify alternate means to provide Members feedback to the Board

Recommendation

Potential Changes Considered:

- Change the name of elections – After a Board member has initially been elected, subsequent elections are effectively “retention elections” – “Should Board member X be retained?” (No change to term or election cadence.)
- Could include expectations for the board member are (per OA and any other document/law).

Proposed resolution:

- No changes at this time.