Conference on World Affairs Governance Structure

(Amended April 18, 2019)

1. **Background:** Historically, the Conference on World Affairs has not had a defined governance structure. While this may have been appropriate when the Conference was small, as the organization has grown and sought greater involvement by the non-University Boulder community (the "Boulder Community") and CU students and faculty, ambiguous roles, responsibilities, and authority should be better defined to serve the Conference. A well-defined structure of governance will not only allow the organization to continue to grow and serve its audiences, it will provide a better platform for policy development and implementation.

2. **Structure Overview:** Given the University's stewardship of and substantial support for the Conference, and in accordance with direction from the Chancellor, the Conference will continue to be led by a Faculty Director, appointed by the Chancellor or designee (collectively, the "Chancellor's Office"). However, to provide the Faculty Director with diverse input on matters of strategy and policy, and to reflect the collaboration between the University and the Boulder Community, a board (the "Board") will be established, with representatives from both the University and the Boulder Community. The Board will be responsible for internal CWA policy and strategic matters, with its Program Committee (described below) preparing the Conference program with the direction of the Faculty Director and the support of the paid staff dedicated to the Conference (the "Conference Staff"). The membership, responsibilities, and authority of the Board and the Program Committee are each more fully set forth below.

3. **Board:**

   Membership: The Board will consist of nine members: (i) the Faculty Director; (ii) four people appointed annually by the Chancellor's Office, three from among current University faculty and staff serving at least half-time, plus one student; and (iii) four people from the Boulder Community, of which one will be the Community Outreach Chair, and one will be the Community Program Chair (or designee).

   The Faculty Director serves at the pleasure of the Chancellor's Office and will not be subject to a term limit on the Board. The student member of the Board will serve a one-year term, which may be renewed once. The three current University faculty/staff members appointed by the Chancellor's Office will each serve a three-year term (initially, one will serve a one-year term, and one will serve a two-year term, so that terms are staggered), with reappointment for a second three-year term at the option of the Chancellor's Office's. Other than the Faculty

Director, no University faculty/staff may serve on the Board for longer than two consecutive terms.

The Community Outreach Chair will automatically be appointed to the board, subject to the term limits described below. The Community Program Chair is also appointed to the board, subject to the term limit described below. The two other members elected by the Program Committee will be from the Boulder Community and will each serve a three-year term. No more than one of the two additional members shall be a member of a program content subcommittee as of March 1. No Board Member elected by the Program Committee may serve on the Board for longer than two consecutive terms.

Community Outreach Chair: A Community Outreach Chair will be appointed each year within one month of the Conference to represent the CWA before the community. A Nomination Committee consisting of the Community members of the CWA board, the Chair of the Development Committee, and the Faculty Director as of March 1 shall forward its nomination to the full CWA board for approval, such approval requiring 7/9ths of the board membership. Within a month of board approval, the nominee should be introduced to the Chancellor (or future reporting authority) for their assent. The Community Outreach Chair will be a member of the Boulder Community with experience as a CWA volunteer and may not be a CU student or a member of the University faculty or staff. No person may serve as Community Outreach Chair for more than three successive one-year terms. At a minimum, the Community Outreach Chair will:

    a. Serve on the Board
    b. Serve on the Board's Development Committee
    c. Serve as the public face of the Conference to the Boulder Community and to community groups
    d. The Community Outreach Chair and the Faculty Director will jointly attend meetings with the CWA reporting authority, save when the reporting authority or Faculty Director request an exception
    e. The Community Outreach Chair may attend the Subcommittee Chairs' meetings but ordinarily it will be sufficient for the Community Outreach Chair to be briefed regularly on the development of the program by the Community Program Chair (see below)
    f. Chair the CWA Housing Committee (or designate)

Additional Membership Provisions: Annual appointments and elections to the Board will occur each year in May. In the event of a Community board seat vacancy, the Community Outreach or Community Program Chair will appoint an interim member (depending on whether the seat was vacated by a Program Committee member), subject to Board approval, to sit until the next regularly-scheduled election. The elected Board member will serve out the remainder of the term of the vacant Board seat. There will be no remuneration for serving on the Board.

From time to time as it deems necessary or helpful the Board may appoint one or more Board Observers for a (renewable) one-year term. Observers are invited to contribute to all Board discussions and participate in forming the Board's agenda but do not cast votes on motions before the Board.

Leadership: The Board will be chaired by one of its members, elected annually by the Board. There will be no term limit on the annually-elected chair, save any term limit for a position on the Board.

Authority: The Board may make determinations with respect to policy and strategy, consistent with the Conference Strategic Plan and policies and procedures of the University. In the event the Board determines that amendments to the Conference Strategic Plan are necessary or appropriate, it may recommend amendments, which may be approved or disapproved by the Chancellor's Office, in its sole discretion. Ultimately, the Chancellor's Office shall have sole discretion to approve and amend the Board's bylaws.

Limitations on Authority:

(i)   The Board may make recommendations to the Faculty Director respecting the Conference Staff, including providing performance input if requested by the Faculty Director, but the Board will have no authority to determine the hiring, number, reporting relationship, performance evaluation, compensation, discipline, or firing of any Conference Staff or the Faculty Director.

(ii)   The Board will make recommendations to the Faculty Director respecting the Conference's budget and will manage a Development Committee (including approving its membership), but the Board will not have authority to make final budget, financial, or expenditure determinations respecting the Conference, which remain within the sole discretion of the Faculty Director and Chancellor's Office.

(iii)   The Board will make all of its decisions consistent with state law and the University's policies and procedures including, without limitation, policies and procedures respecting risk management and governance of the University, as promulgated by the Chancellor's Office, the Regents, or their authorized representatives, from time to time. The Faculty Director, in conjunction with appropriate University departments, shall have sole discretion to determine whether a determination of the Board complies with this subsection.

Process: The Board will meet no less frequently than quarterly. A meeting of the Board may be called by the Faculty Director, the Board Chair, or a quorum of Board members. The attendance of five or more members of the Board at a meeting duly noticed and called shall constitute a quorum. The Board will make determinations using Robert's Rules of Order, by majority vote among those attending a meeting duly noticed and called with a quorum present. In the event of a dispute of process or a disagreement with a Board decision, the Chancellor's Office may review the matter if requested by (i) the Faculty Director, or (ii) any five members of the Board. In the event of such review, determinations by the Chancellor's Office will be binding and final.

Committees: The Board may organize and appoint such committees as it deems appropriate. At a minimum, those committees will include the Program Committee (described below) and a Development Committee, which will be responsible for assisting University personnel in raising funds in support of the Conference.

4. **Program Committee:**

Duties: The Program Committee will plan and execute each year's Conference in collaboration with the Conference staff, other University staff, and volunteers from the Boulder Community. However, the Faculty Director and the Community Program Chair may, individually or collectively, appeal to the Board any decision of the Program Committee pertaining to speaker selection or material program design. The Board's decision on such an appeal will be determined by a majority vote. Each fall, the Program Committee, acting through the program content subcommittees listed below, will invite approximately 100 participants to serve as panelists at the spring Conference. During the winter, those subcommittees will organize about 180 to 200 panels and performances, giving each appropriate titles, and undertaking such other tasks necessary to plan and publish the Conference program and assist the Conference staff with logistics, including transportation and housing of the participants. During Conference Week, members of the Program Committee may serve as hosts, drivers, housers, producers, venue managers, and will perform such other duties necessary to ensure a successful Conference.

Membership: Any volunteer may serve on the Program Committee with the approval of the Chairs of the Subcommittee on which the volunteer will serve. The Chairs of a Subcommittee may remove a person from such Subcommittee if, in their determination, the person is acting in a manner that is significantly detrimental to the Conference. The Chairs will strive to create a balance between student and non-student members of the Program Committee, with meaningful representation from the University faculty, University students, and members of the Boulder Community.

Organization: The Program Committee will operate in Subcommittees, as the Chairs determine necessary or appropriate. Initially, those Subcommittees shall include the following:

Program Content	Administrative
Arts	Moderators
Business	
Human Condition	
International Affairs	
Politics & Media	
Science & Technology	
Student Perspectives	
Boulder High School	
Keynote	

Subcommittee Leadership: Each of the program content and administrative Subcommittees will be co-chaired by between two and six Chairs, elected from among the members of the respective Subcommittees each year between February and May. If possible, each Subcommittee will have a mix of student and non-student Chairs. Non-student Chairs will be elected by non-students on the Subcommittee, with the advice and consent of the Faculty Director; and student Chairs will be elected by students on the subcommittee, with the advice and consent of the Student Volunteer Coordinators.

Program Committee Leadership:

(ii)   A Community Program Chair will be elected-by a vote of the Program Subcommittee Chairs each year within one month of the conclusion of the Conference. This election will be administered by the CWA Office. Candidates for Community Program Chair may, if they wish, elect to run as a ticket, including a Community Program Vice-Chair. The Community Program Vice-Chair, if extant, chairs the committee in the absence of the Chair and will undertake other responsibilities to assist the chair as they mutually agree. The Community Program Chair will be a member of the Boulder Community serving on the Program Committee and may not be a student or a member of the University faculty or staff. No person may serve as Community Program Chair for more than three successive one-year terms. At a minimum, the Community Program Chair will:

   a. Chair the Program Committee
   b. Serve on the Board (or name a designee from the Program Committee)
   c. The Community Outreach and Community Program Chairs will regularly meet with each other and with the Faculty Director to coordinate the programmatic and logistical operation of the Conference

(iii)   Two to four students will be appointed annually as Student Leaders by the Faculty Director, with the advice and consent of the Community Program Chair, each year in May. Student Leaders will be full-time students of the University, in good standing. No person may serve as a Student Leader for more than two successive one-year terms.

Meetings:

(i)   The Program Committee will meet no less frequently than annually to plan the Conference. The Program Committee meetings will be chaired by the Community Program Chair, with counsel from the Community Outreach Chair, the Faculty Director and the Student Volunteer Coordinators.

(ii)   Subcommittees will meet frequently in the fall and winter, as determined necessary by their respective Chairs to invite Conference participants, organize panels, and otherwise plan for the Conference. Subcommittee meetings will be chaired by their respective Chairs.

(iii)   Chairs will meet frequently in the fall and winter, as determined necessary by the Community Program Chair to coordinate Conference planning between and amongst the Subcommittees. Chairs' meetings will be chaired by the Community Program Chair and may be attended by the Community Outreach Chair and the Faculty Director.