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10 March 2020

TO: KanREN Board of Directors
FROM: KanREN Membership Committee
RE: Draft Membership Handbook and Bylaws Changes

The KanREN membership committee is recommending the board take the following actions regarding the composition of the KanREN board of Directors (context documents attached).

1) Adopt the following changes to the KanREN bylaws:

KanREN bylaws state the following regarding board composition (emphasis added):

Section 2. Number and Qualification of Directors. *The authorized number of directors of the corporation shall be no fewer than thirteen (13) as described in the Membership Handbook. Any change in the makeup of the directors shall be approved by a two-thirds (2/3) majority vote of the votes cast.*

Section 3. Election and Term of Office. *The directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of members held for that purpose as soon thereafter as conveniently may be. All directors shall hold office until their respective successors are elected.*

Notwithstanding the above, a member who is also a Kansas Board of Regents University shall have its Chief Information Officer (or equivalent position as defined by the Regents University) serve on the board or appoint a director to serve on the board, and such board position shall not be subject to annual election so long as the Regent University is a member of the corporation. A director may be removed from office at any time for cause, however, by a majority vote of the votes cast, and he may be removed without cause by a two-thirds (2/3) majority vote of the votes cast. The directors may also elect, at their discretion, a chair of the board. In the event the Board elects a chair of the board, the same shall hold office for 1 (one) year or until their respective successor is elected.

In order to avoid a board composition that would make KanREN and instrumentality of the state of Kansas, and remove ambiguity over who has authority to change the board composition the committee recommends the following Section 2:

Section 2. Number and Qualification of Directors. *The authorized number of directors of the corporation shall be no fewer than thirteen (13) and at least 50% be elected by the membership, as described in the Membership Handbook. Any change in the makeup of the directors shall be approved by a two-thirds (2/3) majority vote of the votes cast at any regular or special meeting of the board of directors.*

The committee further recommends removing the portion of Section 3 referring to the permanent board of regents director positions, as it is in conflict with the current practice of deferring board composition to the member handbook, and requires both bylaws and member handbook to be updated when changes are made:

Notwithstanding the above, a member who is also a Kansas Board of Regents University shall have its Chief Information Officer (or equivalent position as defined by the Regents University) serve on the board or appoint a director to serve on the board, and such board position shall not be subject to annual election so long as the Regent University is a member of the corporation.

2) Adopt the following changes to the KanREN member handbook regarding board composition.

The KanREN Member Handbook states the following regarding KanREN's board composition (emphasis added):

*Items such as operating and capital budgets, service offerings, fees, directors, **bylaws changes**, etc. are voted on by the KanREN membership. All members are encouraged to actively participate in KanREN governance. In accordance with state law for non-profit, corporations, KanREN is led by a governing board of directors. The board of directors is broken into two different groups:*

- *Appointed by the the CIOs (or equivalent position) of **Kansas public universities** (8 seats)*
- *Member elected directors from constituent groups of the membership (8 seats)*
 - *Private colleges and universities (1 seat)*
 - *Community colleges (2 seats)*
 - *K12 schools (2 seats)*
 - *Libraries (1 seat)*
 - *At-large (2 seats; only one may be held by a **public university**)*

The committee recommends the board adopt changes to this section including:

- Remove the words “*bylaws changes*” from items voted on by the membership, as that power now resides with the board of directors
- Change the first bullet to read: “*Appointed by the the Chief Information Officer (or equivalent position) of KanREN Backbone Class Members (8 seats)*” in order to make available dedicated board service for backbone members who are not public universities, e.g. Johnson County Community College.
- Change the last bullet to read “*only one may be held by a representative of backbone member*”
- The committee recommends the board of directors add a board seat for “Local and County Governments”, and elect such representative at the April 22, 2020 annual meeting.

In order to define “Backbone Class” membership, the committee recommends modifying the section “*About Membership*” (emphasis added):

As of July 1, 2013 KanREN has one class of membership, regardless of size or type of member institution. This fee only offsets the cost of operating the consortium itself. All service costs are assessed separately, based on service and volume selected. Services may not be provided to organizations who are not members.

To read (emphasis added):

KanREN membership is divided into two classes: Backbone and Standard. Backbone members co-locate KanREN backbone nodes in their facilities. Standard members are connected to the KanREN backbone at one or more backbone nodes. All service costs are assessed separately, based on service and volume selected. Services may not be provided to organizations who are not members.