



OFFICE OF THE PRESIDENT  
Phone: 404-270-5001  
Fax: 404-270-5011

BEVERLY DANIEL TATUM, Ph.D.  
*President*

July 9, 2012

Ms. Elizabeth M. Murphy, Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

Re: Registration of Municipal Advisors under Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act

Dear Ms. Murphy:

As president of Spelman College, I would like to express my concern regarding the proposed rule regarding the registration of municipal advisors currently under consideration. While I appreciate the efforts of the SEC to regulate those professional advisors who sell their financial advice in the marketplace, I am concerned about what I believe are unintended consequences for colleges and universities like my own who rely upon the unpaid volunteer service of trustees to provide fiduciary oversight as part of our governance structure.

As you may know, Spelman College is the global leader in the education of women of African descent. One of only two historically Black colleges for women, Spelman has flourished in an increasingly competitive higher education context in part because we have been able to attract highly accomplished men and women to our Board of Trustees who have been willing to give countless hours of their time and talent, without compensation, to ensure the well-being of the College. As defined by our by-laws, "The Board of Trustees shall oversee and control the property, business and affairs of Spelman College." While the role of the Board of Trustees is one of overall governance rather than one of active day-to-day administration (a responsibility delegated to the president of the institution), the Board is indeed a decision-making body that has responsibility for the fiscal health of the institution. Trustees are not "advisors," they are decision-makers, and they take on that responsibility out of a love for the mission of the institution, not for personal gain.

Indeed, our regional accreditation requires that we clearly delineate a conflict of interest policy for our trustees as well as officers of the College, which explicitly forbids behavior which might be construed as in self-interest rather than in the interest of the institution. Effective functioning of a college or university Board is often the difference between those institutions that thrive and those that flounder. That said, the skill level and sophistication of the Board members is a critical factor in the capacity to function effectively. Requiring unpaid volunteers like these to register with the SEC as a condition of their volunteer service will surely make it more difficult for us to recruit the kind of thoughtful and accomplished trustees we need, particularly those with financial expertise. To the extent that colleges and universities would have to provide

administrative support to the Board members as they document their compliance with the SEC regulations, this regulation threatens to *increase* administrative costs at a time when we are trying to contain overhead and reduce costs to students.

I am aware that the Association of Governing Boards of Universities and Colleges (AGB), of which Spelman College is a member, has suggested that the proposed rule be modified to specifically exclude from the definition of municipal advisor the following categories of individuals:

Any member of the governing board of a municipal entity acting in their official capacity;

Any member of the governing board of an obligated person acting in their official capacity;

Any employee of a municipal entity acting within the authorized scope of their employment;

Any employee of an obligated person acting within the authorized scope of their employment

I would like to express my ardent support for this suggested modification. I believe that providing explicit clarification regarding to whom the rule applies, and perhaps most importantly, to whom it does not apply, will help us avoid the unintended consequence of harming the governance of colleges and universities across the country at a time when we need strong educational institutions more than ever.

I have also expressed this point of view to Representative Scott Garrett, Chair of the Subcommittee on Capital Markets and Government Sponsored Enterprises, under the Committee on Financial Services. I trust that the members of the Subcommittee will be responsive to the concerns I and other college and university leaders have articulated on this matter.

Thank you for your consideration of these concerns and the AGB modification of the language.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Beverly Daniel Tatum".

Beverly Daniel Tatum, Ph.D.  
President