

Webster UNIVERSITY

Office of the President

September 5, 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:

I am the president of Webster University in St. Louis, Missouri, and I am writing you today 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.

Webster University, founded in 1915, is the only Tier 1, private, nonprofit university with campus locations around the world including metropolitan, military, online and corporate, as well as American-style traditional campuses in North America, Europe and Asia. In an era of retrenchment in higher education, Webster University has flourished, due in large part to the hard work and commitment of a distinguished Board of Trustees who serve without compensation to advance the well-being of the University.

As defined by our by-laws, the management and the control of the affairs, business and property of Webster University is vested in and exercised by the Board of Trustees, which has and may exercise all the powers and authority necessary or expedient for the conduct and operation of the University. Accordingly, trustees are not "advisors"; they are decision-makers responsible for fiduciary oversight of the University. Webster University trustees volunteer their time and expertise, not for personal gain, but out of loyalty to and respect for the University. Both our by-laws and our regional accreditation agency require strict adherence to a conflict of interest policy, and all trustees provide a conflict of interest disclosure statement annually.

The skill level and sophistication of an institution's Board members determines their effectiveness as leaders. Requiring unpaid volunteers such as these to register with the SEC as a condition of their volunteer service will surely make it more difficult to recruit the kind of thoughtful and accomplished trustees that are needed, particularly those with financial expertise. Additionally, to the extent that colleges and universities would have to provide administrative support to Board members as they document their compliance with the SEC regulations, this regulation threatens to increase administrative costs at a time when all 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 Webster University 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 strong 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 to 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.

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

Respectfully submitted,



Elizabeth (Beth) J. Stroble, Ph.D.
President