Honorary Members of the Commission, Board Membership and Accrediting Actions

Bylaw Changes Adopted on Second Reading

The Higher Learning Commission’s (HLC’s) Board of Trustees adopted these bylaws on second reading at its meeting on February 23–24, 2017.

Background

The following proposed changes were circulated to the membership and other interested parties after the Board’s meeting on November 3–4, 2016. No comments were received.

Honorary Members of the Commission

In October 2014, the Board adopted changes to the HLC Bylaws that gave the Board the ability to nominate and appoint Honorary Members of the Commission. The Board has subsequently determined that there is no need for this provision in the Bylaws. The amendment removes the section of Article III related to honorary members, as well as language elsewhere in the Bylaws distinguishing between honorary and institutional members of the Commission.

Board Membership

Article V of the Bylaws outlines the current provisions for membership on the Board of Trustees. Section 1 of Article V sets the overarching requirement that the Board be composed of individuals who are representative of the public or “broadly representative of institutions that are members of the Commission.” Section 2 of Article V identifies eligibility requirements for Board membership for individuals who are representatives of the public or employees of HLC member institutions, but does not specifically limit membership to these two groups. The amendment resolves this ambiguity and clarifies the restrictions inherent in Section 2.
Accrediting Actions
This amendment clarifies language in Article XII regarding how the Board makes accreditation decisions to reflect the Board’s more frequent use of mail ballots.

Implementation
This policy is effective immediately.

Adopted Policy
Wording that was deleted or revised is shown as strikethrough (old wording); new language, whether through addition or revision, is shown in bold (new wording). These revisions have been made to the Bylaws on HLC’s website at hlcommission.org.

ARTICLE III: Jurisdiction of and Membership in the Commission

Section 1. Definition of Institutional Membership.
Institutional members of the Commission are those educational institutions and systems of institutions offering higher education that are accredited by the Commission. To be an Institutional Commission member, an educational institution or system of institutions must be within the Commission’s Jurisdiction as defined in Section 2 of this Article. Institutional members have voting rights, as identified in Section 3 of this Article.

Section 2. Jurisdiction.
The Commission shall extend accreditation and candidacy for accreditation to higher education institutions which are 1) registered to do business* or incorporated in Arizona, Arkansas, Colorado, Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, New Mexico, North Dakota, Ohio, Oklahoma, South Dakota, West Virginia, Wisconsin, and Wyoming, or operating under federal authority within these states, subject to provisions for application specified in Section 5 of this Article, and 2) have substantial presence, as defined in Commission policy, in these states.

*See Section 5 of this Article.

Section 3. Voting Rights of Institutional Members.
Institutional Commission members shall elect the members of the Board of Trustees as provided for in Article VI of these Bylaws. The Board of Trustees of the Commission may refer to a vote of the institutional members of the Commission on such additional matters as the Board shall determine.
Section 4. Pre-Accreditation.

Institutions that are not members but are seeking accreditation by the Commission may be recognized by the Commission as expressly established by the Board of Trustees in Commission policy. Such recognition shall include candidate for accreditation status for institutions eligible for membership. To receive such recognition, the non-member institutions must be within the Commission’s Jurisdiction as defined in Section 2 of this Article. Pre-accredited institutions shall not have voting rights in the Commission.

Section 5. Application of Jurisdictional Requirements.

All institutions submitting Preliminary Information Forms or other documentation to establish eligibility for Commission evaluation on or after July 1, 2010 or having evaluation visits for initial candidacy in 2010-11 shall comply with jurisdictional requirements for incorporation and substantial presence in the region, as identified in Section 2 of this Article.

All institutions accredited by the Commission or a candidate for accreditation status on or after July 1, 2010 shall comply with substantial presence requirements no later than July 1, 2012 or at the time of evaluation for initial accreditation, whichever comes first. Institutions accredited by the Commission on July 1, 2010 shall be evaluated against this requirement at the time of the next comprehensive evaluation except where the Commission has information to indicate that an institution does not meet this requirement and initiates, subsequent to July 1, 2012, an inquiry to review jurisdiction.

All institutions accredited by the Commission or a candidate for accreditation status on July 1, 2010 shall be grandfathered from the requirement for incorporation in the region; such institutions known to be incorporated outside the region shall provide evidence of having registered within the region to do business no later than July 1, 2011.

Section 6. Honorary Members of the Commission.

Honorary Members of the Commission are those individuals who are nominated and appointed by the Board to this distinction based on criteria identified by the Board. Honorary Members have no rights or privileges in the Commission.
ARTICLE V: Membership of the Board of Trustees

Section 1. Structure.
The Board shall be comprised of no fewer than sixteen (16) and no more than twenty-one (21) persons who are called Trustees. At least one (1) of every seven (7) Trustees shall be representatives of the public, and the others shall be broadly representative of institutions that are members of the Commission. The chief executive officer of the Commission shall serve as a non-voting member of the Board.

Section 2. Eligibility for Board Service.
There shall be only two categories of Trustees: those Trustees who are representative of member institutions; and those Trustees who are public members. Trustees who are representative of member institutions shall be employees of member institutions of the Commission or of a system that encompasses a member institution.

Trustees who are representative of the public in order to meet the minimum number of public members established in Section 1 shall not be, or have a familial relationship with, current employees, consultants, owners, shareholders, or members of the governing board of any affiliated or member institution, or applicant thereof, or higher education agency. All Trustees who are representative of the public shall reside or have a principal place of employment within the area of the Commission’s Jurisdiction as articulated in Article III, Section 2.

Section 3. Terms of Office.
Each Trustee shall serve a term of four (4) years with an option to extend for two (2) years upon approval of the Board, for a total of six years. In the following two circumstances trustees may be asked to serve an additional two (2) years, beyond the six years, for a total of eight (8) years on the board:

Trustees who are appointed by the Board to fulfill an extended responsibility may need to have their term extended an additional one (1) or two (2) years to meet that responsibility, but only so that their total time on the Board does not exceed eight (8) years.

Upon approval of the Board, trustees who are elected vice-chair/secertary or chair of the Board may serve a total of eight (8) years on the Board. This extension may occur during or after the end of their term as officer, but only so that their total time on the Board does not exceed eight (8) years.
A person who is appointed Trustee to fill a vacancy on the Board shall serve the remainder of the uncompleted term. Terms shall begin on September 1. Except in cases of removal or resignation, a Trustee completing a term of office shall serve at the Board’s discretion until an elected successor assumes office. No person shall be appointed or reappointed or elected to a term or a portion of a term as a Trustee if by completion of that appointment the person will have served more than eight (8) years as a Trustee.

**Section 4. Resignations.**
A Trustee may resign at any time upon written notification to the Board chair. Such resignation becomes effective when delivered unless the Board chair and the resigning Trustee set an alternative effective date.

**Section 5. Removal.**
A Trustee may be removed upon recommendation of the majority of the Board and upon the subsequent affirmative vote of two-thirds (2/3) of member institutions voting in a regular or special election for Trustees. A Trustee shall be subject automatically to a vote by member institutions for removal upon the loss of eligibility for service as defined in Section 2 of this Article or for violation of Board participation requirements outlined in the Trustee Policy Manual, as provided for in Article XI, Section 1, unless the Trustee voluntarily resigns.

**Section 6. Vacancies.**
When a vacancy on the Board occurs, the Board may at its discretion appoint a successor for that term either from a list of nominations previously provided by the Nominating Committee, as defined in Article VI, Section 4, or on its own motion. If appointed, that successor shall serve the remainder of the unexpired term. A Trustee appointed to fill a vacancy may stand for election to a full term if nominated by the Nominating Committee provided such election does not extend the Trustee’s service beyond the eight (8) year limit.

**Article XII: Accreditation Decisions**

**Section 1. Accrediting Actions.**
When Commission policy requires the Board to make an accreditation decision, the Board may conduct its review of such actions in executive session at a regularly scheduled or special meeting or, at the Board’s discretion, by any means that allows for the Board to review the relevant materials and to
comment communication among Trustees. Balloting may be conducted through any reasonable means.

Section 2. Appeals.

The Board of Trustees will appoint an appeals body empowered to consider an appeal of an action that withdraws or denies candidate or accredited status. The appeals body will be selected and will function pursuant to Commission policy regarding such appeals.