



NOMINATIONS PROCESS

Bylaw Change Adopted on Second Reading

The Higher Learning Commission (HLC) Board of Trustees (“the Board”) adopted this bylaw on second reading at its meeting on June 23, 2022.

Background

These adopted changes modify the process for nominating trustees to serve on the Board.

Previously, trustees were nominated for the Board by a Nominating Committee comprised of various individuals from member institutions (non-trustees) who were selected by either the previous year’s Nominating Committee or the Board. The Nominating Committee provided a pool of nominees to a committee of Board members, and the Board committee developed a slate of nominees to stand for election. Finally, trustees were elected to the Board by member institutions.

The adopted changes simplify this process such that the Board committee that develops the slate of nominees will serve as the nominating committee. In this new process, nominations will be solicited from the membership and the Board committee will nominate a slate of nominees to stand for election. As with the previous process, trustees will still ultimately be elected directly by member institutions.

HLC circulated these policy changes to the membership and other interested parties after the Board’s February 2022 meeting. No comments were received warranting changes in language.

Implementation

These bylaws are effective immediately.

Adopted Bylaws Changes

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 on HLC’s website at hlcommission.org/about-hlc.

Article V: Membership of the Board of Trustees

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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 term limit as defined in Section 3 of this Article.

Article VI: Election of the Board of Trustees

Section 1. Election.

Member institutions shall elect all members of the Board except ex officio members and members appointed by the Board to fill a vacancy. Each member institution shall receive a ballot, which may be provided electronically; the vote shall be conducted without a meeting. If a quorum of one-twentieth (1/20) of member institutions cast ballots, the election will be decided by a majority of those members. Each member shall be eligible to cast one (1) vote through its chief executive officer. Balloting may be conducted through any means that guarantees the confidentiality of the vote.

~~Section 2. Creation and Structure of the Nominating Committee.~~

~~There shall be a Nominating Committee that shall nominate candidates for election to the Board of Trustees. The Nominating Committee shall be comprised of nine (9) persons, who are broadly representative of, and affiliated with, member institutions, including type, control, size, and geographical distribution. The Committee may include one (1) member who meets the definition of a public member in Article V, Section 2. No individual may be a Trustee and a member of the Nominating Committee simultaneously, but the Nominating Committee must include at least one former Trustee. Members of the Nominating Committee shall serve one (1) year terms which shall begin on September 1, which may be renewed on one (1) occasion. No member may serve more than two (2) consecutive terms.~~

~~Section 3. Selection of the Nominating Committee.~~

~~The Nominating Committee shall be selected as follows:~~

- ~~1. The Board of Trustees will name five (5) persons, which may include reappointments of Committee members who are eligible and have agreed to serve, to the Nominating Committee,~~

~~considering such factors as the Board deems appropriate. At least one (1) of the five (5) nominees will be a former Trustee. One (1) of the five (5) nominees may be a public member, as defined in Article V, Section 2, if not previously appointed by the outgoing Nominating Committee.~~

~~2. The existing Nominating Committee, before the expiration of its term, will name to the next Nominating Committee four (4) persons who meet the requirements in Article VI, Section 2, which may include reappointments of Committee members who are eligible and have agreed to serve. One of the four nominees may be a public member, as defined in Article V, Section 2, if not previously appointed by the Board of Trustees.~~

Section 4 2. Duties of the Nominating Committee Nominations.

The Nominating Committee A nominating committee comprised of Trustees will nominate a pool slate of nominees to stand for election to the Board of Trustees, providing assurance that the Board of Trustees will be broadly diverse and broadly representative of member institutions. The Board will solicit nominations from the membership as part of the nomination process. The pool of nominees also will be available in the event that the Board needs to make an appointment to fill a vacancy in an unexpired term.