



## BOARD DIVERSITY AND NOMINATION PROCESS

### Proposed Bylaws Change Approved on First Reading

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The Higher Learning Commission (HLC) Board of Trustees (“the Board”) approved this bylaws change on first reading at its meeting on November 5–6, 2020.

#### Background

In recognition of the need to intentionally and systematically increase HLC’s attention to the issue of diversity on the Board, the proposed bylaws change would do the following:

1. Explicitly articulate HLC's commitment to diversity on the Board of Trustees.
2. Require that one member of the Nominating Committee be a former Trustee.
3. Allow for revisions to the trustee nomination process such that the Nominating Committee will identify a multi-year pool of potential Trustees that are then forwarded to the Committee on Trustees to finalize the slate the of nominees for election in the current year.

In addition to these Bylaw changes, HLC will also consider how the value of Board diversity can be incorporated into its EVOLVE strategic plan and will continue to evaluate other ways to intentionally increase Board diversity.

#### Comments Invited

HLC invites comments on this change before the Board takes final action at its meeting on February 25–26, 2021. Comments can be sent to [policycomments@hlcommission.org](mailto:policycomments@hlcommission.org). Comments are due by January 18, 2021.

#### Proposed Change

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**).

## ARTICLE V: Membership of the Board of Trustees

### Section 1. Structure and Composition.

The Board shall be comprised of no fewer than sixteen (16) and no more than twenty-one (21) persons who are called Trustees. **The Trustees shall be broadly diverse.** 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.

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## Article VI: Election of the Board of Trustees

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### 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 ~~former Trustees may serve on~~ 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. Duties of the Nominating Committee.

The Nominating Committee will nominate **a pool of nominees** ~~and candidates~~ for election to the Board of Trustees, providing assurance that the Board of Trustees, will be **broadly diverse and** broadly representative ~~of the type, control, size and geographical distribution~~ of member institutions. ~~The Nominating Committee also will identify a standing list of nominees to~~ **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.