

## **RECOMMENDING TRUSTEES TO THE BOARD**

### **Internal Board Framework**

#### **BACKGROUND**

Trustees are gubernatorial appointments, nominated by the governor and confirmed by the State Senate. There are 15 members of the board: the president (ex officio, non-voting); eleven at-large positions; and three dedicated positions (student, faculty, nonfaculty staff). The at-large positions serve four year terms and the dedicated positions serve two year terms. In both cases, trustees can serve two consecutive full terms.

The board's composition is critical to its success. Not only are a variety of critical skills necessary for a well-rounded board, but it is important that members are truly passionate about the university and their role as a fiduciary of the entire institution. The board is not a place to advance personal preferences or political causes, nor is it a place for constituent-based work. It is a place for thoughtful oversight and deliberation to ensure the university as a whole – an asset of the state – is held in trust for current and future generations.

At least every two years, the board will have members with terms expiring, and most years there will be at least some vacancies. This document describes the context in which the board will act relative to the recommendation of returning or new members.

As this framework was developed, the following were considered:

- Respect for the Governor's authority and responsibility
- The board's unique knowledge and self-understanding about its needs
- Appropriate treatment of dedicated (campus-based) positions vs. at-large positions
- Diversity of experience, perspective, background, demographics, etc.
- Best practices

#### Misc. Process Points and Timing Notes

- Appointment process
  - Anyone interested in a position must fill out an application with the Governor's executive appointments office by the established deadline (TBD each year by the Governor's office)
  - The Governor's executive appointments office may wish to interview potential candidates
  - The Governor submits a nomination to the State Senate
  - The Senate Rules Committee typically holds a hearing in which the nominee testifies
  - The Senate votes en bloc on most nominations, but sometimes this is interrupted for particular scheduling, political or even unknown reasons
- When vacancies are filled mid-term, the appointment is for the remainder of the vacated term
- All terms expire June 30 of a given year (four years for at-large, two years for campus positions)

#### **BOARD ENGAGEMENT IN THE NOMINATION PROCESS**

The following is divided between the dedicated positions and the at-large positions. A primary reason for having campus-based positions is to provide expertise and perspective directly from the institution. At-large positions are more critical for rounding out a breadth of diversity, experience, expertise and skills that can best benefit the board's fiduciary role. The term "board" is used, but should not solely be read

as the board in whole. Particular tasks may be delegated to the Executive and Audit Committee, Chair, Vice Chair, or officers.

A. No Individual Trustee Engagement

Individual trustees will not advocate – for or against – prospective candidates, except for the board chair, speaking on behalf of the board, or president.

B. Dedicated Campus Positions

*What the board will do:*

- Recommend a sitting trustee for reappointment if the individual served with distinction, participated, and upheld the standards and responsibilities expected of trustees as fiduciaries of the institution as a whole
- Post information about vacancies on the board website and in a communication(s) to campus, including links to relevant process points and information on the Governor’s executive appointments webpage
- Provide information to the Governor’s executive appointments office about what demographics, skills and experiences will help maintain a well-rounded board in whole
- Advocate for alternation between constituency types (e.g. classified/OA; professional school/CAS)
- Provide objective information to anyone interested in the position about the role, board operations, trustee responsibilities and expectations, and the process
- Intervene in campus-based organization processes which produce or imply misinformation about the process

*What the board will not do:*

- Prohibit campus-based organizations from holding interviews, encouraging applicants, or making recommendations to the governor
- Facilitate, promote or otherwise engage in processes established by organizations that wish to recommend possible candidates

C. At-Large Positions

*What the board will do:*

- Recommend a sitting trustee for reappointment if the individual served with distinction, participated, and upheld the standards and responsibilities expected of trustees as fiduciaries of the institution as a whole
- Post information about vacancies on the board website, including links to relevant process points on the Governor’s executive appointments webpage
- Provide information to the executive appointments office about the demographics, skills and experiences that will help maintain a well-rounded board, particularly emphasizing any gaps in professional experience(s) caused by departing trustees
- Proactively recruit potential candidates based on a needs assessment
- Recommend candidates to the Governor (multiple recommendations per vacancy)
- Provide objective information to anyone interested in the position about the role, board operations, trustee responsibilities and expectations, and the process