

## **Nominations and Leadership Development Committee Charter**

The Nominations and Leadership Development Committee is a member body charged by the EDUCAUSE Board of Directors with continuously improving and executing the process for nominating candidates to serve as elected directors. The committee also supports the development of potential candidates for governance positions. The description of the Nominations and Leadership Development Committee as presented in this charter is definitive and supersedes any descriptions contained in other EDUCAUSE materials.

### **I. Purpose**

The Nominations and Leadership Development Committee (the committee) supports the EDUCAUSE Board of Directors by vetting, recruiting, and evaluating potential board members. The committee works to match board needs with skilled, strategic leaders for EDUCAUSE's future. The committee continuously improves and executes the process for identifying viable candidates to sit for election and provides recommendations to the board regarding potential candidates for at-large director positions. The committee ensures appropriate procedures are in place for the selection and presentation of qualified candidates to the membership for election. Additionally, the committee supports the development of potential candidates for governance positions, providing mentoring, advice, and guidance to help foster future board members.

The committee shall present candidates who, if elected, would maintain a balance of members by institution type, geography, gender, race/ethnicity representation, and other underrepresented demographics to the extent possible and/or who provide expertise or other attributes identified as needed. The committee seeks nominations from the membership and shall select from those nominated approximately eight viable candidates for board consideration. From the nominees presented to the board, the board selects four to stand for election.

### **II. Membership**

Members of the committee, including the chair, are selected from EDUCAUSE institutional members and are appointed by the president and CEO. Selection for membership should take into consideration a member's depth of experience with and knowledge of EDUCAUSE.

Members are appointed to three-year terms. Terms of membership will be staggered to facilitate transition and provide for continuity of knowledge and experience. Members of the committee cannot be nominated for the board while on the committee.

The vice chair of the board serves as an ex officio member of the committee. All other current board members are ineligible to serve on the committee. It is preferred that at least one past board member serve on the committee.

The director of board and enterprise planning and the executive assistant to the president serve as staff liaisons to the committee and participate in meetings.

### **III. Committee Responsibilities**

- Work with the Governance Committee to establish criteria and qualifications for achieving a capable and balanced board.
- Oversee the dissemination of information about the nominations process.
- Solicit written nominations for candidates from the EDUCAUSE institutional membership; seek input from current staff regarding members who have been particularly active, involved, and responsible.
- Review all of the nominations received.
- Provide a list of candidates for board discussion and approval at the summer board meeting.
- Put forward nominees whose experiences and qualifications meet the needs of the organization.
- Provide the board with a list of nominees that, if elected, would represent, insofar as feasible, a broad spectrum of the membership across (e.g., racial/ethnic demographics, gender, age, length of service, interest, geographical location, etc.).
- Identify, engage with, and provide guidance to members who may be potential candidates or who seek to serve on the board.
- Adhere to the committee's standards of conduct.

#### **a. Chair Role and Responsibilities**

- Develops the election timeline and work plan in coordination with the staff liaison(s)
- Develops meeting agendas in coordination with the staff liaison(s)
- Facilitates committee meetings
- Assigns tasks among the committee members, as necessary
- With committee input, decides on the ranking of nominees
- Prepares recommended nominees and additional documents for inclusion in the board's summer meeting packet
- Represents the committee at board meetings

#### **b. Staff Liaison Role and Responsibilities**

- Works with the committee chair to develop agendas and set meeting dates
- Captures and disseminate meeting minutes
- Manages the process for accepting nominations
- Prepares the copy for the official ballot and notice of election
- Works with an independent third-party vendor to carry out and validate the election

### **IV. Operations**

The committee typically first meets at the EDUCAUSE Annual Conference and continues its work through conference calls from December until April. The frequency of meetings is determined by the committee chair as circumstances dictate. Meetings of the committee may be held by

videoconference or telephone, and follow-on discussions and decisions may be accomplished by email.

A majority of members shall constitute a quorum. The act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

The committee will keep minutes of its meetings and share them among its members following each meeting. Minutes will also be made available to board members through the board portal. The chair will report to the board on recommendations when appropriate.

#### **V. Evaluation**

The committee will review this charter periodically and recommend any proposed changes to the president and CEO and board chair. Performance of the committee shall be reviewed by the committee chair at the end of the yearly election cycle. Recommendations for changes or improvement should be sent to the president and CEO and board chair.

Adopted and approved on 12/9/2019

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### **Nominations and Leadership Development Committee Standards of Conduct**

- Each committee member is expected to pursue the responsibilities of the committee, to comply with the rules and procedures established by the committee, and to support the decisions the committee makes.
- Committee members are expected to act in the best interests of EDUCAUSE without regard to individual or organizational interests and without regard to the interests of any other EDUCAUSE member or group of EDUCAUSE members.
- Committee members are expected to actively recruit highly qualified candidates for consideration by the committee but may not officially nominate candidates for the board.
- Committee members must avoid behavior that would undermine the integrity of the process by which the committee makes its selections.
- Committee members will safeguard all internal committee communications concerning the candidates and treat them as private, confidential, and for the use of immediate committee members and EDUCAUSE staff supporting the committee only, without exception.
- Committee members will not disclose outside of the committee any of the discussions, deliberations, communications, records, and notes about the candidates. Further, committee members will not disclose outside of the committee the identities of the candidates under consideration by the committee or the board, unless the committee as a whole has decided to do so and the explicit consent of the candidate(s) in question has been obtained.

Approved on 12/9/2019