ARCADIA UNIVERSITY
BOARD OF TRUSTEES
SUCCESSION PLANNING AND RECRUITMENT GUIDELINES

Approve by the Board of Trustees on February 6, 2019
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I. PURPOSE

Arcadia University (“University”) is dedicated to continuously recruiting a robust pool of candidates for the Board of Trustees (“Board”) to ensure the optimal governance of the University. Thoughtful succession planning can improve the composition and effectiveness of the Board. Successful and progressive boards continually consider whether they have the optimum composition that reflects the strategic priorities of the organization and the diversity of stakeholders. These Trustee Succession Planning and Recruitment Guidelines (“Guidelines”) are intended to be used as a guide for the selection of candidates for trusteeship. These Guidelines will be used by the University to ensure that the Board is composed of individuals who are collectively fit and proper to direct the University’s business with prudence, integrity, and professionalism and who possess an appropriate range and balance of skills, experience, and knowledge.

II. GENERAL

The Board should regularly review the makeup of its members in light of the University’s strategic direction, identify the capabilities that would be valuable to its operation, and regularly infuse the Board with fresh perspectives relevant to the organization’s future.

A. Trustees

1. Trustee Classifications

There are four (4) classifications of Trustees: term, recent graduate, honorary, and ex officio.

2. Number of Trustees

The Board shall consist of not fewer than fifteen (15) nor more than twenty-five (25) Trustees, exclusive of the ex officio, emeritus, and honorary trustees. At least thirty percent (30%) of the Trustees shall be University alumni.

3. Terms

Term trustees shall be elected to serve for a four (4) year term and may serve no more than three (3) terms. The Board may grant an exception to these maximum term limits subject to the needs of the University. A Recent Graduate Trustee shall serve one (1) two (2) year term.

4. Attributes
A. Term Trustees

Trustees of the Board make significant contributions to the intellectual, economic, social character, and well-being of the University. Therefore, all candidates should be of sound character, temperament, and reputation. In addition, candidates should possess the attributes listed below with the understanding that no single candidate will possess all of these attributes in perfect balance. These attributes include:

- Personal and professional reputation of highest integrity;
- Uncompromising support of the mission of the University;
- Demonstrated civic and professional leadership;
- Interpersonal reputation of fairness and objectivity;
- No known disqualifying conflicts of interest;
- Willing to consider new ideas and tolerant of different points of view;
- Supportive of the need for demonstrated leadership of institutional philanthropy;
- Belief in the need for governance that is supportive and collegial, not adversarial and hierarchical;
- Expertise and experience in fields that align with the needs of the University, such as: higher education, public policy/regulatory, law, contracting, finance and administration, investment and endowment management, audit, strategic planning, marketing, information technology, real estate/facilities management, human resources management/recruiting, collegiate athletics, student affairs, psychology/counseling, non-profit fundraising, non-profit governance, non-profit board experience, global experience, teaching/faculty experience, academic program evaluation, arts, health sciences, politics and local government, philanthropic community, business community, leadership, writing skills, public speaking;
- Understanding governance boundaries and the distinctions between policy and management and between collaborative engagement and intrusive behavior;
- Motivation to meet the expectations of high performance through the commitment of time and energy;
- Think and act strategically;
- Gender, ethnic, and other diverse qualities that contribute to balancing the “face” of the Board to resemble that of the University and the community; and
- Exercise judgment and discretion in dealing with sensitive, and sometimes confidential matters that come before the Board.

B. Recent Graduate Trustee (RGT)

The following requirements are necessary in order to nominate an RGT:

- Undergraduate alumni nominees must have completed their studies no less than one (1) year and no more than five (5) years before appointment;
Graduate alumni nominees must have completed their studies no more than five (5) years before appointment;
Nominees serve or have served as active members of the University community;
Nominees demonstrate a lasting commitment and dedication to the University;
Nominees are able to promote the present and future welfare of the University; and
Nominees may not be currently enrolled Arcadia University undergraduate or graduate students, or employees of the University at the start of their term.

C. Honorary Trustees

Without regard to whether they have previously served as Trustees, individuals who have served the University, the local community, or the global community with distinction may be elected honorary Trustees. Honorary trusteeship also includes emeritus and life trustee classifications. Honorary trustees shall serve terms as determined by the Board. Please see the Emeritus Trustee Policy for the requirements for bestowing honorary trustee status on an individual.

D. Ex Officio Trustees

The President of the University shall be the only Trustee ex officio.

III. BOARD OF TRUSTEE SUCCESSION PLAN

Board Succession Planning is a continuously evolving endeavor that is necessary in order to evaluate the ever-changing needs of the Board against available talent and planned retirements.

A. Roles

1. Role of the Governance Committee

Under the University Bylaws, the Governance Committee of the Board is responsible for nominating Trustees of the Board, as needed. Specifically, the Governance Committee must (i) identify the criteria, skills, gender, ethnicity, and other diverse qualities to enable the Board to adequately reflect the University and the community, (ii) monitor the Board’s composition to assure a balance of desirable credentials and expertise, (iii) identify, cultivate, interview, and screen qualified candidates, and (iv) recommend to the Board the names of eligible persons to be elected as Trustees. In order to effectively carry out the responsibilities set forth in these Guidelines, the Governance Committee should:

- Meet year round
- Be chaired by a strong person on the Board and comprised of only Board members
• Complete the Assessments (collectively and individually) of the Board’s performance each year (see below)
• Be responsible for developing or refining Board position descriptions (see Section IV B1 below)
• Evaluate the needs of the Board
• Require each Trustee and each candidate for trusteeship to complete a Profile (see B2 below)
• Maintain the Board Composition Matrix (see below) that will provide a summary of the demographics, gender, alumni status, ethnicity, giving potential, expertise, and influences of the Trustees in order to periodically determine where gaps may be in the Board’s diversity, skills, abilities, and the demographic mix of the members
• Work with the Board to help find the right people to fill board positions
• Implement, along with the organization’s senior staff members, Board orientation
• Be responsible for ongoing education of the Board (including retreats)

2. Role of the Trustee Recruitment Liaison

In advance of the fall Board meeting, the Governance Committee shall elect one (1) member to be the Trustee Recruitment Liaison to work in conjunction with the Office of the Secretary and the University Advancement Office to collaborate on Trustee succession and recruitment matters. The Trustee Recruitment Liaison is responsible for leading the effort and moving the Board recruitment agenda forward.

3. Role of the Offices of the Secretary and the University Advancement Office

The Offices of the Secretary and the University Advancement Office will assist and support the Governance Committee and the Trustee Recruitment Liaison with the composition and succession of the Board to ensure the proper mix of skills, capabilities, experiences, and diverse perspectives required for the governance of the University. The Office of the Secretary will also continuously monitor trustee term dates and identify to the Governance Committee those trustees reaching their respective term limits.

B. Steps for Succession

1. Plan for Board Improvement

One of the ways in which the Board can contribute to its own evolution is through the thoughtful use of assessment, which is a valuable tool for addressing the suitability of new trustees as well as those who have been serving for a while. Assessment is a systematic, on-going process of collecting, interpreting, and acting on information to ensure the Board is meeting its goals. The Middlestates Commission on Higher Education (MSCHE), Standard VII, Number 5 includes
governance, leadership, and administration assessment as part of its requirements for accreditation. All Boards should engage in meaningful assessment to identify areas of concern, strengthen their performance, and continually educate and renew themselves. A board that assess its own performance sets the right tone at the top for the entire enterprise. Board self-assessment (as the name suggests) is the practice of the Board assessing itself. It is not a performance evaluation of the Chair, the organization, or even individual Board members. Rather, it is an opportunity for the Board to look at itself and ask, “How are we doing as a Board?” Board self-assessment needs to be regarded as a process and not a one-time activity or as simply the completion and tabulation of a survey. Often, the results of a self-assessment lead to more questions than answers but their value comes when the assessment leads to a healthy and productive discussion about the Board’s strengths and weaknesses and result in an agreed upon plan for building a more effective and efficient Board.

Therefore, the first step in succession planning is the evaluation of the Board in the following ways:

A. Meeting Assessments (Exhibit A)

Because Arcadia’s Board only meets a few times each year, time spent together as a Board is valuable. A meeting is more likely to be productive and satisfying for attendees if it is run well – with efficiency, cordial discussion, and attention to relevant issues. This meeting evaluation is a quick and simple way to gauge what is working, what is not working, and what questions remain.

The Meeting Assessment will be distributed to all Trustees immediately after each meeting during each academic year. Results will be reviewed during the summer months by the Governance Committee and shared with the Board at the annual Retreat.

B. Individual Assessment (Exhibit B)

Individual Board member assessments provide opportunities for members to evaluate their own performance against the Memorandum of Understanding (“MOU”) (Exhibit K) and to raise questions or concerns. They will be kept confidential.

Individual Assessments will be distributed to all Trustees at the Annual Meeting and will be conducted every other year. The Governance Committee will review the results of the Individual Assessments, make recommendations related to
action on Board member status as needed, and share any other conclusions relevant for the full Board, as appropriate during the annual Retreat.

C. Board Assessment (Exhibit C)

A full Board Assessment is a helpful check-in for ongoing Board development. The review is used to realign the Board’s and the President’s priorities and goals, establish a work plan for the Board and its Committees, and help newer Board members understand their roles. The Board Assessment also includes an evaluation of the Board Chair. This evaluation should be a formative process that provides meaningful feedback to help improve performance for both the Board and the Board Chair.

The Governance Committee is responsible for facilitating the process of evaluating the Board and Board Chair. After gathering and analyzing input from the Board Assessment, the Governance Committee should have a private meeting with the Board Chair to present and discuss the findings of the assessment.

The Board Assessment will be distributed to the Trustees at the Annual Meeting of the Board and will be conducted every two years thereafter. The Governance Committee should summarize the process and the results at the annual Retreat.

D. Exit Interviews

A candid conversation with a Board member before leaving the Board, either at the end of their term or sooner, provides an opportunity to ask about his/her experiences, positive or negative, while serving the institution. This is the responsibility of the Governance Committee Chair. Below are five (5) suggested Exit Interview questions.

1. As you think back on your years of service, what do you know now that you wish you had known as a new board member? How can we better prepare new members for service?
2. How could we have made better use of your interests, skills, talents, and abilities? What were our missed opportunities?
3. What was your greatest satisfaction or moment of pride as a Board member?
4. What is one change that could most improve the Board’s performance?
5. How would you like to be involved with this institution in the future? (Offer prompts for options, such as service on advisory committees, guest speaker opportunities, etc.)
It is important that the full Board is committed and that all Board members understand why this work is being done, why it is important, and what you hope to have as an outcome. When distributing the assessments, The Governance Committee should send a compelling e-mail message to the Board describing their importance along with a link to the on-line assessments. The Committee should also set a deadline. The Governance Committee should then follow up to get full participation and review the results.

Once the assessment information has been gathered it needs to be summarized for consumption by the full Board. Information should be focused on problem solving and improvement. Board members will see their contributions in the report, as well as consider the prospective of their fellow members. Once the assessment results are collected the Governance Committee is:

- accountable for creating an executive summary to include major findings and key conclusions that highlight common themes, differences of opinion, identify gaps in expertise and skills the Board may require in coming years, and areas of relative strength and weakness;
- responsible for creating a summary report of the survey data, provided in the aggregate to protect confidentiality of individual respondents;
- responsible for sharing the results, offering suggestions, addressing any shortcomings, and framing the discussion with the full Board.

All results will be reviewed by the full Board at the Annual Retreat. This will allow for an adequate opportunity to review and reflect together on the results. A candid discussion of the results, focused on areas of concern, can help the Board clarify responsibilities, learn new approaches, and formulate goals and priorities for change.

2. Profile

To ensure the Board composition meets the needs of the University and to anticipate the succession needs of the Board caused by attrition, the Governance Committee shall require each Trustee to complete a Profile at the expiration of each of their respective terms. In addition, each candidate for trusteeship will be required to complete the same Profile during the recruitment process (see Part II, Section III A below). The Governance Committee may also periodically request that the members update the Profiles, as needed. Profiles should include the following information: Demographics (diversity, gender, age, and ethnicity); Alumni Status; Philanthropy (including giving potential); Connections/Influences; and areas of Expertise (financial management, global/international, governance/strategic planning, higher education, etc.).

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1 The Profile is an online document and cannot be reproduced here, see sample results set forth in Exhibit E.
education, legal, technology, and marketing/branding) (“Competencies”). (See Exhibit D for a Sample Profile Result)

3. Board Matrix

The Office of the Secretary shall combine the information contained in the individual Profiles and create and update, on an ongoing basis, the Board Matrix (Exhibit E). This document will provide a summary or composition of the Competencies of the Trustees.

4. Identify the Gaps

The Governance Committee will use the Board Matrix to analyze the strengths and weaknesses of the current Board. The Matrix will be used to identify the gaps in Competencies and to inform decisions on term renewals, recruitment of new trustees, and succession planning for leadership positions on the Board.

IV. BOARD OFFICER SUCCESSION PLAN

A. Election and Term of Officers

The Bylaws of the University provide that the Governance Committee shall nominate candidates to serve as officers of the Board. Officers shall be elected at the regular meeting of the Board that most immediately precedes the Annual (last) Meeting. Officers shall be elected for a term of two (2) years that take effect on July 1 in the year of the election. If an officer is unable to complete a term for any reason, the Governance Committee shall nominate for the Board’s consideration a candidate to complete the term.

B. Term Limits of Officers

Officers may be re-elected once to the same office. No officers shall serve as such beyond his or her Board term. However, if necessary, the Chair’s term on the Board may be extended by one (1) year in order that he or she may complete a term as Chair.

1. The Board Position Description

Prior to recruiting a candidate for Board Chair or Committee Chair position, descriptions of the position must be in place. Candidates have the right to know, in writing, what is expected of them prior to making a commitment to serve. The Governance Committee is responsible for creating descriptions for Board Chair, Vice Chair, and Committee Chairs and they should be reviewed prior to recruiting. These position descriptions shall include a statement of the purpose of the position and key roles and responsibilities (See Exhibit F for sample Board Chair description).
C. Guidelines for Succession of the Board Chair

1. Recruitment

During the Board recruitment process, the Board must think about the long-term future of the Board and the University and whether a candidate has the potential to provide leadership into the future.

2. Qualifications

Board members who volunteer to take on responsibilities, who draw out the best in others, who offer constructive suggestions, and who can be counted on to follow through with their tasks should be provided with opportunities to lead in committees, task forces, and fund development activities as this allows them to learn about the various facets of the University, to test and prove their leadership, and to strengthen their leadership skills.

In addition, Candidates for Board Chair must, at a minimum, possess the following Competencies: philanthropy, higher education, governance стратегический planning, and global/international experience.

3. Election process for the chair-elect

- A year prior to the expiration of the current Chair’s term, the Governance Committee would seek recommendations for a Chair-elect.

- The Board invites those interested in the position to submit their names to the Governance Committee. The Governance Committee may also seek out specific candidates.

- The Governance Committee reviews the candidates and recommends their choice to the full Board.

- The full Board reviews the candidates thoroughly. After consideration, the candidates are put forth for a vote of the full Board. The results are tallied and the candidate with the most votes becomes the Chair-elect.

- The Chair-elect then works closely with the current Board Chair for the remainder of the current Chair’s term to prepare for a smooth transition.

- The Chair-elect is then nominated by the Governance Committee with the slate of officers at the regular meeting of the Board that most immediately precedes the Annual Meeting.
• Mentoring is a valuable leadership succession tool. During the year leading up to the transition in leadership, the Board Chair should address the following with the Chair-elect:

  o Role, execution, and responsibilities of the position;
  o Challenging issues that emerged during his or her tenure;
  o Unfinished Board business;
  o Status of the strategic plan and future trends;
  o Partnership with the President;
  o Building relationships with individual Board members and community
  o Balancing competing demands at one time;
  o Big-picture issues;
  o Communications; and
  o Best governance practices.

The Board Chair will invite the Chair-elect to participate in the regular meetings or phone conferences between the current Chair and the President during the months leading up to becoming Board Chair.

V. ADVISORY COUNCILS AND THE PRESIDENT’S ADVISORY COUNCIL

A. Advisory Councils

Governing Board members face increasing and sometimes competing pressures to govern better, while also working to enhance their effectiveness as advocates and fundraisers. They are expected to bring specialized skills and experiences to the Board table, while also giving more and participating in fundraising to secure their institutions’ futures. Not only presidents but also deans and directors of program areas are now substantially involved in planning, fundraising, and building external relationships for their colleges, schools, and programs. Faced with such responsibilities, they need the advice and support of volunteer leaders beyond the governing Board. In this environment, Advisory Councils can play a vital role in the leadership of the University and in the advancement of higher education. These councils are formed by colleges or schools, academic departments, or other divisions within the University. They serve a variety of purposes and are structured in different ways according to their mission.

As advisors, these members individually and collectively serve as a sounding board for the University leadership, helping them to lead the institution with wisdom, skill, and creativity. They provide a rich perspective drawn from their varied experiences and knowledge bases outside the University. They review, evaluate, and provide insight on improving academic programs, research, student recruitment and student development, operations, alumni relations, fundraising, marketing, and other issues of importance. Advisory members are kept
well informed of current developments at the University and have interesting opportunities to interact with students, faculty, and University leaders.

University Advisory Councils consist of accomplished professionals with backgrounds related to areas of emphasis at the University and the objective of the Advisory Councils is to assist the University leadership in achieving its mission and vision.

B. Ad Hoc Committees Around Special Projects and Strategic Initiatives
An ad hoc committee is a Board committee established for a specific period of time to undertake a specific task. The Board Chair may appoint ad hoc committees as necessary to discharge particular duties.

C. President’s Advisory Council
Invited to serve by the President, the Council will be composed of former Trustees of the University. The Council will (i) provide advice and support to the President on significant areas of operations and planning, (ii) work to discover and encourage ways to increase awareness of the University, (iii) provide and inspire financial support to the best of their ability and in a way that will set an examples for others, and (iv) serve as ambassadors to network with donors, social and business affiliates, and the community.
PART II
RECRUITMENT OF TRUSTEE CANDIDATES

I. NOMINATING TERM TRUSTEES

Term Trustee recruitment and cultivation is a University-wide process in which candidates for Trusteeship are garnered through recommendations from not only current and past trustees but also the entire University community. Anyone in the community can recommend a candidate for Trusteeship. Nominations can be made at any time and will be managed by the Office of the Secretary together with the University Advancement Office. To submit a nomination for a Term Trustee please use this Trustee Recruitment Form (Sample attached Exhibit G) found on the Office of the Secretary website. The Office of the Secretary will be responsible for acknowledging receipt of the nomination and following up with the nominating party regarding their recommendation. The Office of the Secretary is responsible for managing the potential trustee pool and adding each nominee to the Potential Trustee Pool Chart as they come forward.

II. NOMINATING RGTs

Nominations for RGTs are requested by the Office of Alumni Relations. A call for nominations is circulated in an email in November of each academic year with a link to a separate nomination form to all faculty and staff, former RGTs, and alumni within eligible class years. Messages requesting nominations are also posted annually on the Alumni Association’s social media outlets.

III. NOMINATION PROCESS

A. Term Trustees

See Exhibit H for Flow Chart of the Guidelines

● The Office of the Secretary adds and compiles the nominee’s information drawn from the Trustee Recruitment Form into the Potential Trustee Pool Chart and delivers the information to the Vice President, Development and Alumni Relations (“VP DAR”).

● The VP DAR contacts the nominator, assesses the nominee’s interest, as well as gathers additional information if needed, and presents these findings to the Trustee Recruitment Liaison and the President. The President reviews the nominee with Cabinet. The Trustee Recruitment Liaison and the President identify nominees to move forward and advises the VP DAR.

● The VP DAR will contact the nominee for an introductory meeting by phone or in person and explain that this will be an exploratory conversation with the appropriate University representatives (This could include the President, Board Chair, Secretary of the
University, or any appropriate representative of the University, depending upon the needs of the University).

- Following the initial conversation, if there is mutual interest, the VP DAR will notify the Office of the Secretary who will (i) request that the nominee complete the Profile see (Part 1, Section III B2), and (ii) request a resume and/or a curriculum vitae.

- After receipt of the resume and/or curriculum vitae, it will be reviewed by the VP DAR and the Trustee Recruitment Liaison to determine if there are any excluding factors, such as, obvious conflicts, perceived lack of availability due to other commitments, lack of proper experience, lack of qualifications, or lack of capacity. The Office of the Secretary will schedule a meeting between the nominee and the Board Chair, and/or the President, and/or the Trustee Recruitment Liaison (two of the three) and/or an appropriate University representative, as appropriate (together the “Interviewers”) to discuss the history, mission, goals, requirements, and timing for joining the Board, and to answer any questions that the candidate may have. When meeting with Board candidates, the Board Chair, and/or the President, and/or the Trustee Recruitment Liaison (two of the three) and/or an appropriate University representative should give the potential Trustees a board recruitment packet. This packet should include the pertinent information about the organization - the Articles of Incorporation, Bylaws, Committee Assignments, University Organizational Chart, a list of Board members, a list of Board meeting dates, the budget, the strategic plan, brochures, program descriptions and so forth. This packet should be given early in the recruiting process so the prospective board member can make an informed decision about serving on the Board. This meeting can be a teleconference call if it is not geographically feasible to meet in person.

- Candidates will then be identified by the Interviewers to move forward for consideration by the Governance Committee.

- The Governance Committee shall then review the nominations, rank them, and ultimately nominate candidates for term Trusteeship. Such candidates may be considered for appointment at any regularly scheduled meeting of the Board. Resumes and/or curriculum vitae of each candidate should be provided to the full Board in advance of the meeting. A candidate for Trusteeship must be elected by two-thirds (2/3) of the Trustees present and entitled to vote.

- Within two weeks of election, the Chair of the Board of Trustees will contact the newly elected Trustee by telephone to offer congratulatory remarks and a welcome. Following the telephone call, the Office of the Secretary will send a welcome package which includes a letter with Board Portal (Part II, Section IV, B.) log-in and onboarding documents (Part II, Section IV, C).
B. RGTs

- The Office of Alumni Relations is responsible for recruiting members to serve on the RGT Nominating Committee. The Office of Alumni Relations begins outreach in November to recruit members to serve on the RGT Nominating Committee based on the revised process approved by the Board in 2016 (see Exhibit I). The Committee is formed annually and includes a representative from the Arcadia 360 Committee or another Term Trustee, a former RGT, and a representative each from Academic Affairs staff (Dean of Graduate and Undergraduate Studies or his/her designee); the Alumni Association; faculty (as selected by Faculty Senate); Student Affairs staff (Dean of Students or his/her designee); and Student Engagement staff.

- The Office of Alumni Relations contacts nominees for RGT to notify them of their nomination and to request that they complete the Nominee Application and submit a resume/curriculum vitae in order to formally apply.

- The Office of Alumni Relations forwards compiled nomination materials to the RGT Nominating Committee for review and evaluation;

- The RGT Nominating Committee meets to discuss nominees and selects one candidate to refer to an interview with the Chair of the Board of Trustees, University President, and another Trustee as selected by the Board Chair. An alternate is selected in the unlikely event the interview proves the candidate is unable to serve;

- An interview takes place between the candidate, Board Chair, University President, and another Trustee as selected by the Board Chair. If, and only if, the candidate is found unacceptable due to a conflict, inability to serve, or reluctance to serve, the RGT Nominating Committee is notified and an interview is arranged for the alternate candidate;

- The RGT Nominating Committee receives the results of the interview and finalizes the candidate’s submission to the Governance Committee. The Candidate’s credentials are forwarded to the Governance Committee for consideration;

- The nominee is reviewed and, if acceptable, the Governance Committee recommends that individual to the full Board at the Annual Meeting as an RGT; and

- If acceptable, the full Board appoints that individual as an RGT with a vote of two-thirds (2/3) of the Trustees present and entitled to vote.
IV. ONBOARDING OF NEW TRUSTEES

A. Orientation

All new Trustees must undergo an orientation to the University. Orientation is an initiation to the University’s Board service. It is an introduction to the University’s organization, mission, vision and programs. It provides an opportunity to get to know other Board members and a chance to form an education foundation for service.

B. Board Portal

BoardEffect is an online board portal system that drives efficiency and effectiveness among the Trustees and senior administrators of the University by streamlining meetings through integrated meeting books, libraries and secure document retention. New trustees will receive access to BoardEffect which includes, but is not limited to, information regarding the University’s Bylaws, Charter, contact list, organizational structure, policies, and Board of Trustees biographies.

C. Documents

As part of the onboarding process, new Trustees must complete the following documents:
- Conflict of Interest Disclosure Statement (COI) (Exhibit J)
- Memorandum of Understanding (MOU) (Exhibit K)

V. QUESTIONS

If you have any questions regarding this Trustee Succession Planning and Recruitment Guidelines, please contact:

The Office of the Secretary
The Assistant to the Secretary
(215) 572-4076

Vice President,
Development and Alumni Relations
(215) 572-2095

Margie Callahan
Kevin Muldoon
Edited: April 24, 2019
EXHIBIT A
Meeting Assessment Survey

1. The issues we covered at the board meeting were:
   Less Important = 0 1 2 3 4 = Essential

2. The materials provided were:
   Not Helpful = 0 1 2 3 4 = Indispensable

3. The discussion concerned primarily:
   Operations = 0 1 2 3 4 = Strategy and Policy

4. The time allotted for the board meeting was used:
   Poorly = 0 1 2 3 4 = Wisely

5. The Committee Chairs, administration, and staff use effective meeting practices, e.g. clear agendas, good facilitation, and time management:
   Poorly = 0 1 2 3 4 = Wisely

6. What might we have done differently to improve this board meeting?

7. What was the most valuable contribution we made to the organization’s welfare during this board meeting?

8. In light of this board meeting, what are the most important topics we should address at our next board meeting?
## EXHIBIT B
### Individual Assessment Survey

Indicate the extent to which you agree or disagree with the following statements:

<table>
<thead>
<tr>
<th>Knowledge of Arcadia University</th>
<th>Strongly Agree</th>
<th>Agree</th>
<th>Neither Agree</th>
<th>Disagree</th>
<th>Strongly Disagree</th>
</tr>
</thead>
<tbody>
<tr>
<td>I have a clear understanding of Arcadia's mission and strategic plan.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I am well-informed about Arcadia's educational programs and academic quality.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I have a good understanding of the needs, concerns, and perspectives of our constituents:</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>Students</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>Alumni</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>Faculty</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>Cabinet</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I follow trends and developments in higher education and our community that may affect Arcadia</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Financial and Fiduciary Issues</th>
<th>Strongly Agree</th>
<th>Agree</th>
<th>Neither Agree</th>
<th>Disagree</th>
<th>Strongly Disagree</th>
</tr>
</thead>
<tbody>
<tr>
<td>I am aware of what is expected of me as a Board member and I understand and accept my fiduciary responsibilities.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I am familiar with Arcadia's bylaws and board-level policies and procedures.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I regularly read and understand our financial reports.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I am aware of Arcadia's infrastructure needs, e.g., facilities, technology, human resources.</td>
<td>☐</td>
<td>☐</td>
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<td>☐</td>
<td>☐</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fundraising and Outreach</th>
<th>Strongly Agree</th>
<th>Agree</th>
<th>Neither Agree</th>
<th>Disagree</th>
<th>Strongly Disagree</th>
</tr>
</thead>
<tbody>
<tr>
<td>I have made a gift to the institution in the last year according to my means.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>Arcadia is among my top three philanthropic priorities.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I have helped identify potential donors and/or secure gifts for Arcadia.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I promote Arcadia to the community and I have taken advantage of opportunities to inform other individuals or groups about Arcadia.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>In the past three years, I have recommended at least one viable candidate for membership on the board.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>When asked, I have reached out to government officials to influence decisions that affect Arcadia and/or higher education.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I frequently encourage the Board members to express their opinion at Board meetings.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I am encouraged by other Board members to express my opinion at Board meetings.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>When I have a different opinion than the majority, I raise it.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
</tbody>
</table>
Indicate the extent to which you agree or disagree with the following statements:

<table>
<thead>
<tr>
<th>Board Experience and Service</th>
<th>Strongly Agree</th>
<th>Agree</th>
<th>Neither Agree or Disagree</th>
<th>Disagree</th>
<th>Strongly Disagree</th>
</tr>
</thead>
<tbody>
<tr>
<td>I understand and have fulfilled my responsibilities as a board member as articulated in the Memorandum of Understanding (MOU).</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I come prepared to board meetings and read the supporting materials (minutes, reports etc.) in advance.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I regularly attend and actively participate in all regularly-scheduled board meetings.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I regularly attend and actively participate in all my regularly-scheduled committee meetings.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I have attended other functions and/or otherwise participated in Arcadia activities and events.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>The current demand on my time from the board and Arcadia is appropriate.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I have a good rapport with my fellow board members and am comfortable expressing my opinions.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I have a good rapport with the President and am comfortable providing him with counsel and support.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>My interests, skills, and background are used effectively as a board member.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
</tbody>
</table>

**Future Board Experience and Service**

<table>
<thead>
<tr>
<th></th>
<th>Strongly Agree</th>
<th>Agree</th>
<th>Neither Agree or Disagree</th>
<th>Disagree</th>
<th>Strongly Disagree</th>
</tr>
</thead>
<tbody>
<tr>
<td>I am interested in being considered for re-election to another term on the board.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I am satisfied with my current committee assignment(s).</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>I would be willing to serve as chair of a standing or ad hoc committee next year.</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
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</tr>
<tr>
<td>I would be interested in being considered for a board officer position.</td>
<td>☐</td>
<td>☐</td>
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</tr>
</tbody>
</table>

**General Comments and Concerns**

In what ways have you found your role as Board member stimulating and rewarding?

<table>
<thead>
<tr>
<th></th>
<th>Strongly Agree</th>
<th>Agree</th>
<th>Neither Agree or Disagree</th>
<th>Disagree</th>
<th>Strongly Disagree</th>
</tr>
</thead>
<tbody>
<tr>
<td>What do you consider your principal (non-financial) contribution to the work of the Board during the past year?</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
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</tr>
</tbody>
</table>

Please provide any additional comments, suggestions, or feedback.
# EXHIBIT C

## Board/Board Chair Assessment Survey

Please assess the board’s performance in the following areas:

<table>
<thead>
<tr>
<th>Category</th>
<th>Strongly Agree</th>
<th>Agree</th>
<th>Neither Agree nor Disagree</th>
<th>Disagree</th>
<th>Strongly Disagree</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>1. Board Performance</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Serves as a sounding board and thought partner to the President.</td>
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<tr>
<td>Understands the institution’s business model and ensures its adequacy for the future.</td>
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<tr>
<td>Ensures the administration involves the board on high-profile issues that present significant risk to the institution.</td>
<td></td>
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<tr>
<td>Monitors auxiliary organizations (e.g., alumni), approves use of endowment funds/sponsoring policies.</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Periodically assesses individual board members and uses the results to strengthen performance.</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Has the right committees and uses them well.</td>
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<tr>
<td>Adheres to a comprehensive conflict-of-interest policy and addresses conflicts appropriately.</td>
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</tr>
<tr>
<td>Promotes trust among board members through a culture based on openness and respect.</td>
<td></td>
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</tr>
<tr>
<td>Charges the Executive Committee to operate with transparency and refrain from usurping the authority of the full board.</td>
<td></td>
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<tr>
<td>Ensures that decisions are made without undue influence from individual board member philanthropy.</td>
<td></td>
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<tr>
<td>Focuses its time on issues of greatest consequence to the institution.</td>
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</tbody>
</table>

2. Please provide comments or suggestions related to the board’s performance:

Please evaluate the board chair’s performance in the following areas:

<table>
<thead>
<tr>
<th>Category</th>
<th>Strongly Agree</th>
<th>Agree</th>
<th>Neither Agree nor Disagree</th>
<th>Disagree</th>
<th>Strongly Disagree</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>2. Mission and Strategy</strong></td>
<td></td>
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</tr>
<tr>
<td>The Chair is responsible for focusing the Board on the institution’s mission and strategic priorities. He/she sets the tone and level of conversation for Board engagement.</td>
<td></td>
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</tr>
<tr>
<td>Modeling a genuine commitment to the mission, values, and work of the institution.</td>
<td></td>
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</tr>
<tr>
<td>Engaging the Board in understanding the mission, values, and work of the institution.</td>
<td></td>
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</tr>
<tr>
<td>Keeping the Board focused primarily on strategy and policy, rather than operational issues.</td>
<td></td>
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</tr>
<tr>
<td>Aligning Board members and processes around the institution’s strategy.</td>
<td></td>
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</tr>
<tr>
<td><strong>3. Fundraising and Community Outreach</strong></td>
<td></td>
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<tr>
<td>The Board Chair sets the tone for the Board’s role in fundraising. In conjunction with the President,</td>
<td></td>
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<tr>
<td>Setting an example for the Board by participating in fundraising activities.</td>
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</tr>
<tr>
<td>Ensuring 100% Board giving.</td>
<td></td>
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<tr>
<td><strong>4. Board Leadership</strong></td>
<td></td>
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</tr>
<tr>
<td>Serving as the public face of the Board, e.g., institutional and community settings.</td>
<td></td>
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</tr>
<tr>
<td>Communicating effectively in public settings and situations.</td>
<td></td>
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<td></td>
</tr>
<tr>
<td><strong>5. Meetings and Committees</strong></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>A Chair’s performance is most visible at Board meetings and through committee management. This leadership role is shared with the President and requires support from Board members.</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Fostering an environment that builds trust among Board members.</td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>Encouraging Board members to frame and discuss strategic questions.</td>
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<td></td>
</tr>
<tr>
<td>Ensuring that committees are engaged in meaningful work.</td>
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<td></td>
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</tr>
<tr>
<td>Cultivating, appointing, and supporting committees.</td>
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</tr>
</tbody>
</table>
Please assess the board’s performance in the following areas:

6. Board Development and Engagement: Ultimately, the Chair is involved in all aspects of Board development and engagement, from shaping the role and work of the Board, to recruiting Board members, to serving as their point of contact.

   - Enforcing Board policies and procedures, e.g., Bylaws, Conflict Of interest, confidentiality.
   - Respecting the distinct role of the Board, President, and Administration.
   - Establishing clear expectations of Board service.
   - Effectively participating in Board recruitment, e.g., identifying prospects, interviewing candidates.
   - Serving as the contact for Board members on Board issues.
   - Recognizing the contributions of others.

7. Relationship with the President: The Chair is the liaison between the Board and the President, and they need to have a constructive partnership that is mutually supportive and focused on the greater good of the institution. The Chair also facilitates the Board’s supervision of

   - Cultivating a productive relationship with the President.
   - Fostering a productive relationship between the Board and the President.
   - Leading the Board in annually evaluating the President’s performance.
   - As needed, leading the process for hiring and/or dismissing the President.

8. Personal Leadership Qualities: Underlying the Chair’s success is his/her leadership style. The role of the Chair is, fundamentally, about facilitating the collective work of the Board. This requires strong interpersonal skills and an inclusive management style.

   - Being approachable and available.
   - Being a good listener.
   - Showing respect for others.
   - Being flexible in his or her positions and priorities.
   - Being skilled at conflict resolution, consensus building, and compromise.
   - Committing adequate time and energy to the responsibilities of the Board Chair position.

9. What do you most appreciate about the Board Chair’s leadership over the past 12 months?

   

10. What aspects of his or her performance should the Chair focus on improving during the next 12 months?

   

11. What other comments or suggestions would you like to offer?

   

22
## EXHIBIT D
### SAMPLE PROFILE RESULT

<table>
<thead>
<tr>
<th>Name</th>
<th>Demographics</th>
<th>Expertise</th>
<th>Philanthropy</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jane Doe</td>
<td>X</td>
<td>x</td>
<td>0</td>
</tr>
<tr>
<td>Total</td>
<td>0</td>
<td>1</td>
<td>0</td>
</tr>
</tbody>
</table>
## EXHIBIT E
### BOARD MATRIX

<table>
<thead>
<tr>
<th>Name</th>
<th>Demographics</th>
<th>Expertise</th>
<th>Philanthropy</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
BOARD CHAIR POSITION DESCRIPTION

A. Board Chair

The Chair shall be a term Trustee and preside at all meetings of the Board and of the Executive Committee and shall perform duties assigned to that office by the Board. The Chair shall, in consultation with the Governance Committee Chair and after discussion with the President, appoint all committee chairs except the members of the Audit Committee, including the Audit Chair and Vice Chair, shall be elected by the Board at the Annual Meeting upon recommendation by the Governance Committee. The Chair also shall, in consultation with the Governance Committee Chair, appoint the members of all other Board committees. The Chair shall be an ex officio member of all committees of the Board and have voting privileges. Officers of the Board shall be elected for a term of two (2) years that take effect on July 1 in the year of election.

1. Role of the Board Chair

The Board Chair must be knowledgeable about Arcadia University, its mission, vision, values, programs, services, constituents, and resources, as well as an understanding of Arcadia's place in the larger framework of the community and the still larger sphere of local and national peer institutions.

2. Knowledge, Skills, and Abilities of a Board Chair

To be effective, the Board Chair should have particular skills as well as a firm understanding of the role's responsibilities. The following list provides a comprehensive overview of the board chair's job description:

- **Key areas of expertise**
  - Philanthropic
  - Higher education
  - Governance
  - Global

- **Personal qualities/leadership**
  - Be approachable;
  - Be a good listener and communicator;
  - Show integrity, respect, and humility;
  - Be a strategist, visionary, and generative thinker;
  - Be fair and open-minded, authentic, and genuine;
  - Be adept at group facilitation; encourage open communication and constructive debate;
  - Be a student and a teacher.

- **Commitment to the Board**
  - Engage board members to take ownership for the work of the board;
  - Celebrate the hard work and achievements of individual board members and the collective board;
  - Promote outstanding board development and governance practices.
• **Commitment to the University**
  - Show an understanding of and passion for the mission, vision, and work of the organization; encourage board members to show the same commitment;
  - Uphold the legal and ethical standards of conduct;
  - Ensure board members and management speak with one voice in the community;
  - Ensure transparency, compliance, and accountability for the organization's operations.

• **Key duties**
  a. Partner with President
    - Cultivate a strong, working partnership with the chief executive;
    - Understand the key differences between the governance role of the board and the management role of the chief executive;
    - Oversee the hiring, support, and evaluation of the chief executive;
    - Assess and monitor organizational alignment with the mission;
    - Engage in strategic planning and program evaluation;
    - Oversee fiscal affairs and organizational assets;
    - Develop and maintain risk management safeguards;
    - Groom and help develop the next board chair.
  b. Manage Board
    - Ensure that every board member carries out the roles and responsibilities of board service within the context of their legal and ethical obligations (duties of care, loyalty, and obedience);
    - Ensure that the board self-assesses its performance every two years; ensure a comprehensive board development plan;
    - Serve as the contact for board members on board issues; ensuring ongoing communication with the board;
    - Adopt a working structure that efficiently supports the work of the board;
    - Appoint board committee and task force chairs;
    - Serve as ex-officio member of all committees, with exception to the Executive Committee;
    - Help lead and facilitate fundraising efforts; ensure all members support the organization financially.
  c. Oversee Board meetings
    - Develop a board meeting agenda in partnership with the chief executive;
    - Preside at all board meetings and committee meetings or events as necessary;
    - Be adept at group facilitation; encourage open communication and constructive debate.
  d. Play a leadership role in community relations
    - Cultivate relationships with individual donors, funders, and other key community stakeholders;
    - Serve as ambassador, advocate, and fundraiser for the organization.

3. **VICE CHAIR POSITION DESCRIPTION**
The main duty of a vice chairperson is to help the chairperson in any way possible. This can include preparing for board meetings or communicating new policies to the subordinates. If any problems occur among board members, it is often the role of the vice chairperson to discover the facts of the situation and report back to the chairperson.

In addition, a vice chairperson should be ready to fill in for the chairperson if s/he is unable to attend or carry out his duties. The vice chairperson assumes the role of chairperson, usually temporarily, and has the power to make organizational decisions after receiving feedback from the rest of the group members.

Unless elected as the chair-elect, the vice chairperson is not the immediate successor of the chair.

4. COMMITTEE CHAIR POSITION DESCRIPTION

In addition to specific roles required by the activities of individual committees (see committee charters), chairs of committees are expected to guide their committees and work with the executive staff liaisons to develop necessary work plans and meeting agendas. Chairs should:

- Report the committee’s work to the full Board at the regular meetings;
- Report to the committee on decisions of the Board or of executive staff that affect the committee’s work;
- Where appropriate, guide the committee in proposing new activities and service that will further the mission and goals of the University.
EXHIBIT G
Trustee Recruitment Form

Trustee Recruitment Form
Please complete each of the following fields.
* Required

1. Email address *

Nominator Information
The Office of the Secretary requests the nominator’s contact information in order to garner any additional information required prior to the exploratory conversation with the nominee.

2. Name: *

3. Daytime Telephone Number: *

Nominee Information
Please complete the following fields.

4. Name: *

5. Daytime Telephone Number: *

6. Evening Telephone Number: *

7. Email Address: *

8. Expertise, please check all that apply to the nominee.
   Check all that apply:
   - [ ] Financial Management
   - [ ] Global/International Experience
   - [ ] Governance/Strategic Planning
   - [ ] Higher Education
   - [ ] Legal
   - [ ] Technology
   - [ ] Marketing/Branding
9. Brief Description of the Nominee, including any previous Board service, work history and education.


A copy of your responses will be emailed to the address you provided.

Powered by Google Forms
EXHIBIT H

Nomination Process
Term Trustee

1. All nominations are submitted via Trustee Recruitment Form and the Nominee is added to the Potential Trustee Chart.

2. The VP for DAR schedules an introductory meeting with the Nominee and select University representatives.

3. Nominees then selected to be considered by the Governance Committee.

4. Nomination sent to VP for DAR who gathers information on candidate.

5. VP for DAR presents the findings to the TRL and the President/President reviews nominee with Cabinet.

6. Resume/cv is reviewed to determine if any excluding factors exist.

7. Candidates are considered at any regularly scheduled meeting of the Board (Annual Meeting preferred).

8. Candidates are elected by two-thirds (2/3) of the Trustees present and entitled to vote.

Meeting scheduled between the Board Chair and/ or President and/ or TRL (two of the three) and any other appropriate University representatives and the Nominees for a more in-depth conversation. Provide nomination packet to the Nominee.
EXHIBIT I

RGT MEMORANDUM

To: Chris van de Velde, Chairman, Arcadia University Board of Trustees

From: Alison Aaron Madsen, Chairperson, Student Life/Enrollment Management Committee, Arcadia University Board of Trustees

Re: Findings of Ad Hoc Committee on Recent Grad Trustee Selection

Date: January 27, 2016

The following represents the findings and recommendations of the Ad Hoc committee. Along with me, the committee was comprised of: Jeff Spence, Director of Alumni Relation; Andrew Gorestsky, Dean of Students; Nancy Rosoff, Dean of Graduate and Undergraduate Studies; Patti Debow, Term Trustee; and, Anthony Champi, former Recent Grad Trustee and Alumni Association Steering Committee Representative-at-Large. Our findings are below. I have asked Jeff Spence to organize the first meeting of the RGT Nominating Committee as soon as is practical.

Recommended Criteria for Recent Graduate Trustee:

1. Both undergraduate and graduate alumni should be considered, however, no actively enrolled Arcadia student may serve as a trustee.

2. Undergraduate alumni candidates must have completed their studies no less than one (1) year and no more than five (5) years before appointment.

3. Graduate alumni candidates must have completed their studies no more than five (5) years before their appointment.

4. The recruitment, nomination and selection process should begin no later than February each year. One Recent Graduate Trustee (RGT) should be selected each year thus continuing the cycle of two (2) RGT’s serving at one time.

5. Election of the RGT should take place only at the annual meeting of the Board of Trustees (usually in June).

RGT Nominating Committee recommendations:

- A Standing RGT Nominating Committee should be formed to serve annually as required and shall be overseen by the AU Alumni Association. It shall be comprised of at least the following Ex Officio members, each of whom shall be a voting member: Alumni Association representative; Student Affairs staff representative (Dean of Students or her/his designee); Student Engagement staff representative; Academic Affairs
representative (Dean of Graduate and Undergraduate Studies or her/his designee); Faculty representative (as selected by Faculty Senate); Chairperson of Student Life/Enrollment Management (SLEM) Committee or other Term Trustee representative; former RGT representative.

- The RGT Nominating Committee should develop means by which the position can be advertised to the University community (e.g. social media, email, interoffice memo). A date by which these communications should occur and a deadline for submissions should be established as well.

- The RGT Nominating Committee should meet to discuss nominations and develop a prioritized “short list” to contact. An effort should be made to only contact one nominee at a time to determine availability and willingness to serve. The Board of Trustees wants to avoid creating a competitive atmosphere among a group of nominees. Therefore, only after a nominee declines should the next nominee be contacted.

- Once a list of nominees has been compiled, the Alumni Association should consider those referred, but not selected, alumni for other opportunities to participate in University activities or leadership roles other than the RGT position.

- When the nominee has indicated his/her acceptance, the nominee’s information should be turned over to the Chairperson of the Board of Trustees for referral to the Governance Committee. Since the Governance Committee meets in March and then June at the annual meeting, this ad hoc committee recommends that the Governance Committee review (via email) the nominee’s bio and credentials by May 1 of the year. This will allow the RGT Nominating Committee to select and contact another nominees should the Governance Committee object to the selection. Otherwise, the Governance Committee will approve the selection formally at their June meeting and present an action item to the full Board of Trustees at the annual meeting.
EXHIBIT J
Conflict of Interest (COI)

CONFLICT OF INTEREST DISCLOSURE STATEMENT

THIS STATEMENT IS REQUIRED TO BE COMPLETED ANNUALLY IN ACCORDANCE WITH ARCADIO UNIVERSITY’S CONFLICT INTEREST POLICY (“POLICY”) FOR TRUSTEES AND SENIOR ADMINISTRATORS

1. Are you aware of any relationships between the University, its service partners, vendors, or suppliers and yourself or a Family Member, as defined by the letter or spirit of the University’s Policy that may represent a Conflict of Interest?

☐ No  ☐ Yes

If yes, please list such relationships and the details of actual or potential financial benefit as you can best estimate them.

2. During the past 12 months, did you or a Family Member receive any gifts or loans from any source from which the University buys goods or services or otherwise has significant business dealings?

☐ No  ☐ Yes

If yes, please list them, their source, and their approximate value.

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3. Do you or a Family Member hold any investments, as defined by the letter or spirit of this Policy that may represent a Conflict of Interest?

☐ No  ☐ Yes

If yes, please list such investments and the details of actual or potential financial benefit as you can best estimate them.

4. Are you aware of any family relationships between yourself and other Trustees, Senior Administrators, Faculty, or Staff? Please indicate the individuals and relationship below.
5. Are you aware of any business relationships between yourself and other Trustees, Senior Administrators, Faculty, or Staff? Please indicate the relationship below.

☐ No  ☐ Yes

6. Other Disclosures of Actual or Potential Conflicts of Interest (If there are none, please indicate so.)

7. Have you ever been convicted of, pleaded guilty or no contest to, or otherwise been found guilty of a misdemeanor, felony, or driving while under the influence of drugs or alcohol offense? (Do not include convictions that have been sealed, erased, statutorily eradicated, pardoned, expunged, or annulled by a court or by a youthful offender adjudication or convictions that resulted in a referral to and successful participation in a diversion program). Disclosure of this information will not automatically disqualify you from service to the University.

I certify that I have received a copy of, read, and understand the Policy and that the foregoing information is true and complete to the best of my knowledge. I further acknowledge that I am currently in accordance with the letter and spirit of the University’s Policy and acknowledge that I have a continuing obligation to update this Statement should an actual or potential Conflict of Interest arise during the year after I have signed this Statement. I agree that any changes in the information provided herein will immediately be reported to the Chair of the Audit Committee.

Name (please print)

Signature

Date
EXHIBIT K

MEMORANDUM OF UNDERSTANDING

As a Trustee of Arcadia University (“University”), I understand and agree that I am responsible, collectively with my fellow Trustees, for ensuring the effective governance of the institution. To that end, I understand that my responsibilities are to:

A. ADVANCE INSTITUTIONAL DIRECTION
   1. Understand and support the University as it pursues its educational mission and vision;
   2. Understand the institution’s core values and use them in my decision-making; and
   3. Serve as an ambassador for the University by advocating on behalf of the institution and representing it in a positive manner.

B. PROVIDE OVERSIGHT
   1. Maintain and promote high ethical standards, make decisions as a member of the Board of Trustees (“Board”) in good-faith, and avoid actual or perceived conflicts of interest;
   2. Maintain and respect the confidentiality of all matters related to the work of the Board, including but not limited to administrative issues, faculty and staff matters (including personnel), legal contracts and negotiations, and Board materials and discussions;
   3. Understand that the Board speaks with one voice to external constituencies. Any comments or statements about Board discussions and decisions are to be made by the President, Board Chair, or other designated spokesperson; and
   4. Exercise fiduciary responsibility, due diligence, care, and caution regarding the financial status of the University in order to ensure that decisions are consistent with the strategic plan and are fiscally responsible by:
      • Reviewing and examining copies of periodic fiscal reports including budget and actual revenue and expenses, year-end financial statements, and tax returns that are provided to each trustee;
      • Asking in-depth questions about the financial condition of the University. In order to facilitate this process, please submit any questions in advance to either the Chair of the Finance Committee (with a copy to the Chair of the Board) or directly to the Chair of the Board, via email. Depending upon the circumstances, questions will be answered either directly to the Trustee or raised at a full Board meeting so that other Trustees may benefit from the answer or explore the matter further; and
      • Understanding the importance of engaging in appropriate debate and remaining diligent and focused on the outcome of a particular topic or item until satisfied that the information is clear and comprehended.

C. SUPPORT FUNDRAISING
   1. Serve as an advocate for the University within my circles of influence – alumni, personal friends, business colleagues, faith-based communities, civic efforts, etc.
2. Share resources and talents with the University, including professional expertise and contacts for financial support and for in-kind contributions;
3. Support the University by setting the standard for philanthropic leadership consistent with the Knight Standard by making a personally meaningful financial gift to the University embracing the following areas:
   - A gift to the University annual fund (President’s Circle, if possible) for current operations; and
   - A capital or major gift, either endowed or non-endowed, designated to the University, college, school, or program of choice during a capital campaign; and/or
   - An estate or life income provision for the future benefit of the University, college, school, or program of choice. (Ultimately, philanthropy and the timing of gifts are an individual trustee decision and at his/her discretion); and
4. Participate in fundraising activities in a variety of ways, such as donor identification, assistance with prospect cultivation, or solicitation when appropriate.

D. PARTICIPATE ACTIVELY
1. Regularly attend Board meetings, and come well prepared to actively participate in proceedings and events;
2. Speak openly and honestly during Board discussions, and respect and support final Board decisions;
3. Serve on at least two Board committees, attend regular committee meetings, and actively participate in the proceedings;
4. Be accessible, at least by phone or email, to staff and other Trustees, as needed;
5. Upon election to the Board, participate in Trustee orientation, Board education and retreats;
6. Fulfill commitments within agreed-upon deadlines;
7. Communicate effectively and respect the diverse opinions of others; and
8. Identify friends and associates who might be prospective Trustees.

E. FOLLOW COMMUNICATIONS PROTOCOL
The Arcadia University Board of Trustees maintains a fiduciary responsibility to govern the University in accordance with the University’s Bylaws and the policies and procedures set forth on the Board of Trustees web portal.

1. It is incumbent upon the Board to assure it has completed the appropriate due diligence prior to taking actions; and
2. The Board Chair and University President have the responsibility to ensure necessary and accurate information is provided to the Board and will direct the flow of information through the Board Committees, President’s Cabinet, or other appropriated means authorized by the Chair or President.

F. FOR RECENT GRADUATE TRUSTEES
In addition to the above, Recent Graduate Trustees shall also have the following duties and responsibilities:
1. Endeavor to establish a connection to the current student body and events in the following ways:
   - Attend/represent the Board at one Student Government Organization meeting per academic year;
   - Meet with Student Government Organization officers for a lunch or dinner on campus;
   - Formally report back to the full Board on the salient points at next Board meeting or if necessary, inform Chair of findings prior to Board meeting;

2. Represent the Board during at least three of the following events per academic year:
   - Open houses
   - Honors Convocation
   - Commencement
   - New Student Orientation/move in
   - Scarlet and Grey Day
   - Alumni Gatherings
   - Graduate professional exchanges
   - Thesis Day
   - Global Expo presentations

3. Engage with Alumni
   - Actively serve on the Young Alumni Committee as ex officio; and
   - Collaborate with the Alumni Department on ways to increase young alumni/recent graduate participation on Day of Giving

4. Formalize goal setting for Recent Graduate Trustees
   - Develop annual goals and outcomes to achieve as Recent Graduate Trustees in conjunction with the Chair of the Board and report progress to full Board.

   As an Arcadia University Trustee, I agree and will commit to the duties and responsibilities outlined above.

   ___________________________________________  ___________________________
   Trustee Signature                                              Date