



### **Making and Processing Nominations for Membership on the American University Board of Trustees**

1. Nominations for membership on the American University Board of Trustees may be received from any source. Suggestions from Board members should be conveyed either to the Board Chair or the Chair of the Trusteeship Committee. Nominations from other sources should be provided in writing and may be submitted directly to the Office of the Secretary to ensure prompt and consistent review. It would be most helpful if the person making the nomination provides a cover letter, including the name of the nominee, contact information for both the nominee and the person making the nomination, and a description of how the nominee satisfies the criteria for trusteeship (see the document, "[Selection Criteria for Trustee Nominees](#)"), as well as all supporting documents (e.g., resume or curriculum vitae, short biography, etc.). The letter should be routed to Office of the Secretary, American University, 4400 Massachusetts Avenue, NW, Washington, DC 20016-8165 or <[aubot@american.edu](mailto:aubot@american.edu)>.
2. The Office of the Secretary ("Secretary") will review the cover letter and supporting documents to determine whether sufficient supporting information has been provided relative to the criteria for membership established by Board. The Secretary will share the names of any person nominated with the Director of Development.
3. If the Secretary determines that more information would be helpful, the Secretary will conduct research on the Web, request and receive supplemental research assistance from the Director of Development, as well as request more information from the person making the nomination.
4. The Secretary will forward the name(s) to the Vice President of Finance and Treasurer and to the Vice President and General Counsel to screen for any conflict of interest before consideration is given to the nominee by the Trusteeship Committee.
5. After review by the Vice President of Finance and Treasurer and the Vice President and General Counsel, the Secretary will send the names and supporting documentation to the Board Chair and the Chair of the Trusteeship Committee for discussion by the Trusteeship Committee. The Trusteeship Committee is to be informed of all nominations (whether or not sufficient information has been obtained to assess the individual's qualifications or whether or not it appears that a conflict of interest may exist) as well as the name of the individual making each nomination.
6. When the Trusteeship Committee determines that a given candidate satisfies the criteria for trusteeship and would add value to the Board, the Trusteeship Committee will determine who will make the initial contact on behalf of the University and the Board to inform a candidate about his/her nomination and a trustee's responsibilities

and will determine a candidate's willingness and ability to serve.

As part of the vetting process, the Trusteeship Committee will report to the full Board those individuals to whom serious consideration may be given as potential trustees so that any relevant views or experiences that Board members may have can be factored into the evaluation and cultivation of the nominee. The names of these individuals will also be submitted to the General Board of Higher Education and Ministry of the United Methodist Church for evaluation and comment back to the Trusteeship Committee.

The Trusteeship Committee will be kept informed as to the results of contacts with each nominee, including an assessment of the candidate's willingness and ability to serve.

7. The Secretary will monitor progress on contacting the candidates and will work with the Chair of the Trusteeship Committee to prepare an agenda of candidates and a summary of their background and qualifications for final review by the Trusteeship Committee.

If a majority of the Trusteeship Committee votes to approve the candidate's nomination to the full Board, the Chair of the Trusteeship Committee will send the names of the approved candidates along with all necessary supporting documentation to the General Board of Higher Education and Ministry of the United Methodist Church, which must pass on and approve individuals to be elected as trustees of American University.

8. The Chair of the Trusteeship Committee will nominate the approved candidates at the next regular meeting of the Board of Trustees and provide the trustees with all necessary background and documentation.

Individuals become trustees by majority vote of the incumbent trustees who constitute a quorum at a Board meeting for which such action has been properly noticed, subject to approval also by the General Board of Higher Education and Ministry of the United Methodist Church.

The Board's bylaws currently provide that the Board may consist of as few as 25 trustees and as many as 50 trustees.

9. The foregoing nomination process and the current criteria in place for consideration of trustee candidates should be posted on appropriate University websites so this information is widely distributed. The Trusteeship Committee encourages nominations of individuals who meet the stated criteria from any and all members of the University community.

(06/10/08)