

### **Alumni Elected Board of Trustee Member Job Description:**

The entire management, control, and conduct of the instructional, administrative, and financial affairs of the University shall be vested in the Board of Trustees. The Six Alumni Elected Nominees to the Lincoln University Board of Trustees are the representatives of the National Alumni Association of Lincoln University and its members. It is the expectation that the Alumni Elected Trustee shall act as the voice of the Alumni Association and communicate the wishes of the Alumni Association to the full body of the Board and its committees.

#### **Election Process:**

The Alumni Association's Nominations and Elections Committee shall determine the criteria which must be met to place a candidate on the election slate. The election slate is presented to the membership for approval at the Annual meeting. The candidate campaigns and an election for the Alumni Trustee Nominee(s) commences. Election Ballots are sent to members via mail or electronically via text or email. The voting concludes after the May General Membership Meeting. The name(s) of the winning candidate(s) is (are) sent to the AALU President and Executive Secretary for submission to the Chair of the Lincoln University Board of Trustees and the Trustees Degrees and Nominations Committee of the Lincoln University Board of Trustees.

The six trustees, designated as Alumni Trustees, shall be elected by the members of the Board of Trustees from the alumni of the University upon the nomination of the Alumni Association for a term of four years. Upon the expiration of the term of any Alumni Trustees, the Board shall elect an Alumni Trustee for a term of four years from nominations submitted by the Alumni Association.

#### **Prerequisites:**

- Each potential candidate must complete an application administered by the AALU Nominations and Elections Committee
- Each potential candidate will be subject to vetting process conducted by the AALU Nominations and Elections Committee

#### **Qualifications:**

- Shall be current in their financial responsibilities with the Alumni Association by the October Council meeting prior to the next election;
- Shall be current in their financial responsibilities with their local chapter (if established) one year prior to the election;
- Shall not be an employee of the University;
- Shall not hold any other elected office in the association.

#### **Duties and Expectations:**

- Attend Annual Meetings, Regular Meetings, Committee meetings and Special meetings of the Board, unless excused by the Chair of the Board
- The board member is expected to contribute financially to Lincoln University
- Alumni Trustees are expected to offer formal (written) reports at AALU council meetings, annual meetings, regular meetings, and special meetings called by the President of the National Alumni Association of Lincoln University.
- The board member shall avoid behavior that involves either a real conflict of interest or any appearance of a conflict of interest, especially under circumstances

- Each member of the Board of Trustees shall sign a Code of Ethical Conduct as provided by the Association of Governing Boards (AGB), to indicate a commitment to ethical behavior in the execution of trustee responsibilities.
- The Board member shall serve without compensation.  
An Alumni Elected Trustee is expected to communicate and report on the public activities of the Board with the Alumni Association of Lincoln University.
- The Board member must be familiar with the Lincoln University Board of trustees Bylaws (<https://www.lincoln.edu/about/board-trustees/bot-bylaws>)
- Board members shall be prepared to serve on the committees of the Board. The committees of the Board shall consist of an Executive Committee, a Business Affairs Committee, an Educational Policy and Academic Affairs Committee, a Planning and Development/External Affairs Committee, a Buildings and Property Committee, a Committee on Trustees, Degrees and Nominations, a Student Affairs Committee, an Evaluations Committee, an Audit Committee, and an Investment Committee, and such other committees and subcommittees as the Board may from time to time find necessary and desirable. (See Committee Descriptions and responsibilities below):

#### ***Section 6. EXECUTIVE COMMITTEE***

- *A. The Executive Committee shall consist of the Chair of the Board, who shall also chair the Executive Committee, elected officers of the Board, Board Committee Chairpersons, the President, ex officio, and not less than eleven nor more than thirteen members appointed by the Chair of the Board, subject to the approval of the Board. Unless otherwise determined by the Executive Committee, the Committee shall meet on call of the Chair.*
- *B. Except for the appointment or termination of the President, The Executive Committee shall have and exercise the authority of the Board of Trustees in the management of the University. The Executive Committee shall also have the authority to establish subcommittees, and shall report the same to the Board at its next scheduled meeting.*
- *C. The Executive Committee shall keep regular minutes of its proceedings and shall make a report of all of its actions at each meeting of the Board of Trustees.*
- *D. The Executive Committee shall meet at least six times each year. Special meetings of the Executive Committee may be called upon forty-eight hours notice by the President, or by the Board Chair, and shall be called by the Secretary at the written request of three members of the Executive Committee.*
- *E. Seven members of the Executive Committee shall constitute a quorum.*

#### ***Section 7. BUSINESS AFFAIRS COMMITTEE***

- *A. The Business Affairs Committee shall consist of not less than four members of the Board appointed by the Chair of the Board subject to the approval of the Board.*
- *B. Where time permits, the Committee shall review the annual budget prior to its submission to the Board.*
- *C. The Business Affairs Committee shall also:*
  - *1. Cause to be prepared and kept current a financial plan for the University, projected at least five years ahead, based on educational goals, assumptions, and requirements as provided at the policy level by the Board.*
  - *2. Require the preparation of capital and operating budgets and recommend the budgets to the Board.*
  - *3. Report the financial condition of the University at each regular meeting of the Board and require the preparation of an annual report on the financial condition of the University.*
  - *4. Provide for the bonding of appropriate officers and staff for the safekeeping of funds and documents.*
  - *5. Fix the kinds and amounts of insurance to be placed by the University.*
  - *6. Review and recommend policies relating to the salaries, welfare, and benefits of the faculty, administrative, and non-administrative staff.*
  - *7. In consultation with the University Administration and the Buildings and Property Committee, make recommendations to the Board with respect to capital budget expenditures on the construction or major alterations of buildings.*
  - *8. Recommend policies and procedures to the Board where possible conflict of interest situations may arise between members of the Board and the provision of services to the University.*

**Section 8. EDUCATIONAL POLICY AND ACADEMIC AFFAIRS COMMITTEE**

- *A. The Educational Policy and Academic Affairs Committee shall consist of not less than five members of the Board appointed by the Chair of the Board, subject to the approval of the Board.*
- *B. The Committee shall consider and report to the Board on matters involving the educational programs of the University, and the library of the University. The Committee shall also have*

*responsibility for making recommendations to the Board regarding educational policies, and the Board shall have final authority to review and approve such recommendations.*

- *C. The Educational Policy and Academic Affairs Committee shall provide oversight and governance related to the University's development of its information and library system, and technology policy.*
- *D. The Committee shall conduct an annual assessment of the University's technology and information holdings and report its findings with recommendations to the Board of Trustees.*
- *E. This Committee shall meet from time to time and at least twice each academic year with the Faculty Committee on Educational Policies In order to ensure adequate communication and informed consideration of educational and similar matters by the Board. When the Board and Faculty Committees meet together, the President of the University shall serve as Chair of the combined group.*

#### **Section 9. STUDENT AFFAIRS COMMITTEE**

- *A. The Student Affairs Committee shall consist of not less than three members of the Board appointed by the Chair of the Board, subject to the approval of the Board.*
- *B. The Committee shall consider and report to the Board on questions involving student affairs and general student welfare.*

#### **Section 10. BUILDINGS AND PROPERTY COMMITTEE**

- *A. The Buildings and Property Committee shall consist of not less than three members of the Board appointed by the Chair of the Board, subject to the approval of the Board.*
- *B. The Committee shall from time to time inspect the buildings and property of the University to ascertain that they are maintained in good condition and meet requisite standards of safety, shall maintain a comprehensive development plan for the campus subject to Board approval in outline, and make recommendations to the Board on all major improvements, construction, acquisitions, and sales.*
- *C. The Committee shall also be responsible for oversight and governance related to the general maintenance and operations of the University's African museum.*

#### **Section 11. COMMITTEE ON TRUSTEES, DEGREES AND NOMINATIONS**

- *A. The Committee on Trustees, Nominations, and Degrees shall consist of not less than five members of the Board appointed by the Chair of the Board, subject to the approval of the Board.*

- *B. The Committee shall have responsibility for receiving all nominations and for submitting nominations from time to time to the Board of Trustees for the office of Trustee, annually for the officers of the Board, and in accordance with Article II, Section 2H of these Bylaws, for nominations for appointment to any Board of Trustees or Directors for which the Lincoln University Board of Trustees have nominating and/or appointing authority.*
- *C. The Committee shall also request from the Faculty its recommendations for the award of honorary degrees, and in any event, the Committee shall make its report to the Board of Trustees at the Board's September meeting, if possible, otherwise at such other meeting as the Board may determine.*

**Section 12. PLANNING AND DEVELOPMENT / EXTERNAL AFFAIRS COMMITTEE**

- *A. The Planning and Development / External Affairs Committee shall consist of not less than five members of the Board appointed by the Chair of the Board, subject to the approval of the Board.*
- *B. The Committee shall have the responsibility in cooperation with the University's Administration to periodically review and update the institution's short and long-range plans.*
- *C. The Committee shall also be responsible for supervising fundraising activities.*
- *D. The Committee shall serve in an advisory capacity to the public relations staff of the University. The Committee shall also have responsibility for making public relations policies, and the Board shall have the final authority to review and approve such recommendations.*
- *E. The Committee shall have the responsibility, in collaboration with the University's Development Officer, to plan and expand special programs. The Committee shall also have the responsibility of assisting the University administration in establishing and maintaining good relations between the University and the Commonwealth of Pennsylvania, the federal government, and local governmental and community groups and institutions.*
- *F. The Committee shall also have the responsibility for maintaining close relations with University alumni for alumni annual giving.*

**Section 13. EVALUATIONS COMMITTEE**

- *A. The Evaluations Committee shall consist of not less than three members of the Board appointed by the Chair of the Board, subject to the approval of the Board.*
- *B. The Evaluations Committee shall evaluate the performance of the Board of Trustees and its individual committees with respect to governance responsibilities and adequacy of its leadership.*

- *C. The Evaluations Committee shall have the authority and responsibility to review and evaluate the performance of the President of the University at least annually.*
- *D. The methodology employed by the Evaluations Committee may include, but need not be limited to, quantitative measurements, Presidential self-evaluation, and formal/informal Committee evaluations.*
- *E. The Committee shall provide a report of its evaluation to the Chair of the Board who shall share the results with the full Board and may share the results with the President of the University.*
- *F. As deemed appropriate, the Evaluations Committee may recommend, through the Executive Committee of the Board, that the Board authorize an independent institutional needs assessment.*

#### **Section 14. AUDIT COMMITTEE**

- *A. The Audit Committee shall consist of not less than four members of the Board appointed by the Chair of the Board subject to the approval of the Board.*
- *B. The Audit Committee shall have the authority and duty to audit or have audited the accounts of the University and to consult with the University's auditors, to ensure that University financial statements accurately portray its final condition. It may request access to any records or accounts of any official of the University for this purpose.*
- *C. The Audit Committee's scope of responsibility and authority includes assuring the adequacy of accounting systems and controls; recommend the selection of independent auditors and other related activities required to maintain the integrity of the University's financial information.*

#### **Section 15. INVESTMENT COMMITTEE**

- *A. The Investment Committee shall consist of not less than four members of the Board of Trustees appointed by the Chair subject to the approval of the Board*
- *B. The Committee shall have the authority to provide guidance regarding investment opportunities and to recommend changes to the University's investment portfolio.*
- *C. The Committee shall conduct periodic assessments of the University's endowment, approve endowment investment guidelines, specify objectives, and recommend.*
- *D. Spending policies to the Board of Trustees.*

- *E. The University's selection of investment firms and advisors is subject to Board approval. The Investment Committee shall review and have oversight of the University's selection. The selection is bound by the University's procurement process.*
- *F. The Committee shall periodically review the performance of investment vehicles to ensure an adequate return on the investment.*
- *G. The Committee shall have the power to invest and re-invest any endowment or other funds of the University, and to make such changes in investments from time to time as it may deem advisable, and to authorize and approve all purchases and sales of bonds, stocks and other investments in accordance with the authority and limitations given and imposed by resolution of the Board.*