



TRUSTEE TERM LENGTH

Bylaw Change Adopted on Second Reading

The Higher Learning Commission (HLC) Board of Trustees (“the Board”) adopted this bylaw on second reading at its meeting on February 25, 2022.

Background

The adopted bylaw change extends the total possible term length for trustees from eight (8) to twelve (12) years. The change also simplifies the criteria and process for when a trustee may serve additional terms beyond their initial four (4) year term.

Allowing for longer service by Trustees will promote continuity in HLC’s commitment to diversity, strategic oversight and decision-making for the Board.

HLC circulated these policy changes to the membership and other interested parties after the Board’s December 2021 meeting. Several comments were received. One commenter observed that “[i]nnovation requires disruption” and a twelve-year term seemed “too long.” The commenter advocated for no longer than a ten-year term. Two other commenters agreed with the substance of the changes but had the same suggestion for a slight language change to further clarify that a Trustee’s service could not exceed 12 years in total. Staff incorporated this suggestion into the text of the proposed changes.

Implementation

This bylaw is effective immediately.

Adopted Bylaw

Wording that was deleted or revised is shown as strikethrough (~~old wording~~); new language, whether through addition or revision, is shown in bold (**new wording**). These revisions have been made on HLC’s website at hlcommission.org/about-hlc.

ARTICLE V: Membership of the Board of Trustees

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Section 3. Terms of Office

Each Trustee shall serve a term of four (4) years with an option to extend for **subsequent terms of** two (2) years upon approval of the Board, for a total of **no more than twelve (12)** ~~six years of service as a Trustee altogether.~~ ~~In the following two circumstances trustees may be asked to serve an additional two (2) years, beyond the six years, for a total of eight (8) years on the board:~~

~~Trustees who are appointed by the Board to fulfill an extended responsibility may need to have their term extended an additional one (1) or two (2) years to meet that responsibility, but only so that their total time on the Board does not exceed eight (8) years.~~

~~Upon approval of the Board, trustees who are elected vice chair/secretary or chair of the Board may serve a total of eight (8) years on the Board. This extension may occur during or after the end of their term as officer, but only so that their total time on the Board does not exceed eight (8) years.~~

A person who is appointed Trustee to fill a vacancy on the Board shall serve the remainder of the uncompleted term. Terms shall begin on September 1. Except in cases of removal or resignation, a Trustee completing a term of office shall serve at the Board's discretion until an elected successor assumes office. No person shall be appointed or reappointed or elected to a term or a portion of a term as a Trustee if by completion of that appointment the person will have served more than **twelve (12)** ~~eight (8)~~ years as a Trustee.

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Section 6. Vacancies.

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A Trustee appointed to fill a vacancy may stand for election to a full term if nominated by the Nominating Committee provided such election does not extend the Trustee's service beyond the **term eight (8) year** limit as defined in Section 3 of this Article.

ARTICLE VIII: HLC Officers

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Section 2. Terms of Office

The term of office of the chair and the vice-chair/secretary shall be two (2) years, commencing on September 1 following their election. When a Trustee is elected as an officer, the term of that person as a Trustee shall, upon approval of the Board, be extended ~~to eight (8) years~~ as so long as that person otherwise meets the requirements for service as a Trustee **and does not otherwise exceed the term limit as defined in Article V, Section 3.**