



Alumna Trustee Nominating Process Guidelines (Per the Alumna Trustee Nominating Subcommittee for 2026)

As outlined in Article II, Section 2.3 of the Spelman College Bylaws, one Trustee position shall be reserved for a Spelman College alumna.

The Alumna Trustee serves a 3-year term and has the same duties and responsibilities as a non-alumna trustee. Trustees are stewards of the College. As such, they dedicate time and resources while displaying attributes of leadership, selflessness, integrity, maturity, objectivity, accountability, openness and honesty.

The next Alumna Trustee will serve a 3-year term from July 1, 2026 - June 30, 2029.

POLICIES AND PROCEDURES

Core Qualifications and Requirements.

Each candidate must be an alumna who has graduated from Spelman College, and also:

- Displays a deep commitment to the College's mission, including consistent philanthropic support
- Has professional experience and leadership skills that add value to board decision-making.
- Has a clear understanding that Trustees, including the Alumna Trustee, do *not represent* any constituency and are expected to act in the best interest of the institution
- Demonstrates a history of volunteering or service that increases the possibility of connecting Spelman with broader networks
- Possesses the ability to think strategically and focus on high-level governance
- Has high ethical standards
- Has the capacity to remain engaged throughout the tenure of office.
- Has a record of service and financial support for Spelman College.
- Has previous board experience

Alumna Trustee Nominating Process: Spelman alumnae may self-nominate or nominate another alumna. The alumnae body of Spelman College vote to identify candidates they want to forward as trustee nominees to the Committee on Board Affairs (The Committee) of the Board of Trustees. According to the College bylaws, the Board of Trustees may also consider nominees identified outside of this Office of Alumnae Engagement election process. Candidates who receive support of alumnae through the voting process will receive further consideration by the Alumna Trustee Nominating

Subcommittee of the Board Affairs Committee of the Spelman Board of Trustees.

The nomination form is electronic; the submission requires a letter and resume. All completed nominations received by the deadline, will be forwarded to the Alumna Trustee Screening Committee for review to ensure each nominee meets the stated criteria. The screening committee evaluates all nominations using a rubric. This committee shares their results and proposes a slate of candidates to the Alumna Trustee Nominating Subcommittee of the Board Affairs Committee of the Spelman Board of Trustees. Evaluations are based on several factors, including the candidates' initiatives to help promote the College to the outside community, understanding Spelman's mission and vision, evidence of leadership, ability to link professional background and interest with the position, record of service and financial support for Spelman, understanding the role of the Trustees of Spelman College, and experience serving on local or national boards.

A slate of eligible candidates is presented to the alumnae community for voting. All alumnae will be encouraged to vote for up to 3 alumna trustee candidates from the slate of candidates presented. Candidates receiving support of the alumnae through the voting process will receive further consideration by the Alumna Trustee Nominating Subcommittee. Following review and consideration of candidates, and interviews with selected candidates, the Alumna Trustee Nominating Subcommittee will make a recommendation to the Board Affairs Committee and ultimately to the full Board of Trustees for a vote to elect the Alumna Trustee.

All aspects of this process, including any modifications thereto, are managed and led by the Alumna Trustee Nominating Subcommittee of the Board Affairs Committee of the Spelman Board of Trustees.

The Alumna Trustee Nominating Subcommittee seeks candidates who embody the personal and professional traits of Trustees, as reflected in the governing documents for the College that describe the Trustee Role and Responsibilities.

The attached appendices provide additional information about the roles and responsibilities of Spelman College Trustees.

Appendix A – Excerpts of College Bylaws

Article I of the Spelman College Board of Trustees Bylaws states, Board members at all times serve the College as a whole, rather than any particular internal or external constituency, thereby preserving board independence and the College's autonomy.

- The Board of Trustees sets broad policy and delegates the day-to-day operation of the College to the President.

Article II, Section 2.3 states, All Elected Trustees bear the same responsibility to act in the best interest of the institution as a whole, and to serve its many constituents, exercising independent unbiased judgment free of undue influence from external bodies.

Article III, Section 3.11 Describe the confidentiality obligations of Trustees.

- In the course of their duties, all Trustees, Representatives to the Board, Committee Members and Officers and others attending Board Meetings will be privy to information that is sensitive or proprietary to the College including but not limited to information that touches or concerns personnel actions, specific cases of discipline, anticipated investment activity or property acquisitions, donors, fundraising or any other matter on which the Board votes or is known to intend to restrict disclosure.
- All Trustees, Representatives to the Board, Committee Members and Officers and others attending Board meetings will also be privy to discussion of issues and ideas that are not intended to go outside the Board or to those employees or agents of the College included by the Board in its discussion.
- All Trustees, Representatives, Committee Members and Officers shall maintain the confidentiality of all such information and shall not disclose any such information to any third parties who are not current Trustees present at the meeting in which the topic was discussed.
- As with violations of any other provisions of these Bylaws, violation of these provisions may subject a Trustee to Suspension and/or removal as set forth in Section 2.12. Any questions concerning this policy or its application should be directed to the Secretary of the College or the Chair of the Board.

Finally, Article XII outlines the conflict-of-interest policy which states, a Trustee has a conflict of interest if he or she has an existing or potential interest that impairs or appears to impair his or her independent unbiased judgment in the discharge of his or her responsibilities to the College.

- An Officer, Trustee, Committee or subcommittee member or influential person shall be considered as having a Conflicting Interest as to Spelman College if he or she has existing or potential interests that impair or appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the College. With respect to any actual or potential conflicts of interest between any Trustee or Officer and the College, all Trustees and Officers shall comply with the provisions of the Board of Trustees Conflict of Interest Policy.

Appendix B- Trustee Commitments & Responsibilities:

A Trustee acts as a member of the governing board of Spelman College which is responsible for basic oversight and governance of the institution including election of the President of the College; basic educational and fiscal policy; the granting of degrees; and promotion and tenure of faculty based on the recommendation of the President. The Board's authority as a governing body is set forth in the Bylaws and is not managerial or operational in nature. Individual Trustees have no authority independent of the Board. Other than the Board Chair, no Trustee has the authority to speak on behalf of the Board of Trustees.

As voting members of the board, individuals appointed to Trustee positions reserved for a student, faculty and alumna bear the same responsibility to act in the best interest of the College as a whole, and to serve the many constituents, exercising independent, unbiased judgment free of undue influence from political, religious, or other external bodies, in the discharge of his or her responsibilities to the College. This approach is consistent with standards and requirements outlined in accreditation regulations related to governing board control, as well as best practices of the Association of Governing Boards.

Trustees are stewards of the College. As such, they dedicate time and resources while displaying attributes of leadership, selflessness, integrity, maturity, objectivity, accountability, openness and honesty. Trustees must understand and be dedicated to Spelman College ideals, objectives, and institutional traditions:

- be committed to the value of a liberal arts and sciences education, in a complex and changing world;
- possess a notable reputation in their profession or area of endeavor;
- demonstrate a history of leadership;
- have the expertise and competence to make sound decisions for the College;
- demonstrate a readiness to make a significant commitment of time and to make available or have access to resources—human, financial, and material—on behalf of Spelman College during tenure on the Board;
- enhance the diversity of perspectives represented on the Board;
- be persons whose presence contributes to a strong, working Board of Trustees;
- have a record of service and financial support for Spelman College.