

Cooper Union Alumni Association
Nominating Committee
Alumni Trustee Nomination Agreement, Protocol & Schedule

1. Basic “agreement in principle” terms:

- One-third (1/3) of the Cooper Union Board of Trustees determined annually based on the number of trustees on the Board at the December meeting of the Board of Trustees (after giving effect to any terms that expire at such meeting and any new trustees elected at such meeting, and rounded up or down to the nearest whole number), up to a maximum of nine representatives inclusive of the CUAA President, will be CUAA-elected alumni trustees. In no event, will the number of CUAA-elected representative inclusive of the CUAA President be less than five.
- As an initial matter only, the CUAA shall elect an additional alumni trustee to be appointed to the Board of Trustees at the December 2015 Board of Trustees’ meeting and a second additional alumni trustee to be appointed to the Board of Trustees at the June 2016 Board of Trustees’ meeting.
- At least one CUAA-elected alumni trustee will always be asked to serve on the Cooper Union Board of Trustees Committee on Trustees (or any successor to such committee).
- A CUAA-elected alumni trustee, selected by consultation between the Cooper Union Board of Trustees and the CUAA Nominating Committee, will act as a liaison between the Cooper Union Board of Trustees and the CUAA Nominating Committee, to maintain an open channel of communication.
- Other than the election of (i) a qualified CUAA-elected alumni trustee to be seated at the December 2015 Board of Trustees’ meeting, and (ii) a qualified CUAA-elected alumni trustee to be seated at the June 2016 Board meeting, the election of additional CUAA-elected alumni trustees shall occur (if applicable) in the Spring following the December meeting of the Board of Trustees. Notwithstanding the foregoing, if the Cooper Union Board of Trustees increases the size of the Board in a way that would leave the CUAA-elected 1/3 representation unbalanced for two consecutive board meetings before a regular December meeting, then the CUAA shall be entitled to hold an election to elect trustee candidates that would maintain the one-third (1/3) representation provided for in the first bullet point of this section 1.
- As to staggering terms, there may be no need. Each year, as of the December Board of Trustees’ meeting, the CUAA will look to see how many additional CUAA-elected alumni trustees are to be seated on the Cooper Union Board of Trustees, and if necessary, an election will occur in the Spring following the December Board of Trustees’ meeting to elect the number of CUAA-elected alumni trustees needed to fill any gap.
- The protocol for nominating, interviewing, and publishing candidate background and skillsets, as well as the protocols for the election and tallying of votes, will be made publicly available.

- The Cooper Union Board of Trustees will retain its right to review qualifications and determine whether to approve and seat trustee candidates, including CUAA-elected candidates.

2. Prior to an election by the CUAA, the CUAA Nominating Committee will meet with the CUAA Council and Alumni Trustees to request their input on what special skills, resources, and minimum requirements may be wanted on the Cooper Union Board of Trustees, for an upcoming election, and publish it.

3. The CUAA Nominating Committee will create a form or application for all interested Alumni Trustee applicants to complete. The form/application shall be approved by the Cooper Union Board of Trustees, and such approval shall not be unreasonably withheld.

4. The CUAA Nominating Committee shall make good faith efforts to recruit multiple candidates who are experts, by training or profession, in the following areas:

- higher-education,
- accounting,
- finance,
- law,
- non-profit governance,
- communications,
- management or management-labor relations, or
- candidates that have substantial fundraising-development experience or potential.

5. The Nominating Committee will conduct outreach to attract a wide, talented, and diverse pool of candidates, that is representative of all the Cooper Union schools.

6. When the slate is published and the election is in progress, the list of skills, resources, and that each candidate has to offer and how they satisfy the qualifications outlined in paragraph 4 will be clearly and publicly documented, as well as whatever additional information the Election Committee deems appropriate, such as candidate bios and statements.

7. Once the election is in progress, the Nominating Committee transfers management of the election to the Election Committee. The Communications Committee collects and disseminates bios and statements from the candidates. The active management of the ballots transfers to the Teller's Committee.

Schedule

Action	Duration	Note
Create an Application	1 Week	
Release and Promote Application Process	2-4 Weeks	<p>Timeframe will depend on the critical schedule. Ideally we want the time to get qualified candidates but it depends on when we need the elected candidates</p> <p>*During this time begin collecting the applicant's acceptance, bio, etc.</p>
Review Applicants & Create Ballot	1-2 Weeks	
Vote on Ballot at Alumni Council	1 Alumni Council Meeting	