



## PHI KAPPA PSI FOUNDATION

# MEMORANDUM

**TO:** Jim Boyle, National President

**CC:** Fred Hegele, Chairman; Jim Denny, Vice Chairman; Gina Giacone, Partner Ice Miller; Mark Guidi, Executive Director

**FROM:** Ben Nicol, Chief Executive Officer

Phi Kappa Psi Foundation

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**RE:** 9-Point Agreement

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

Thank you for your participation during the Trustees recent meeting. I know the Trustees very much welcomed and appreciated your voice throughout the various discussions.

As a follow up to the approved 9-point Agreement, specifically the proposed mechanism to increase communication and transparency, please find below the language that was approved by the Trustees for transmittal from Gina to Dianne Bailey.

I have also attached a copy of the Foundation's current Nominating Committee Charter for your reference. I hope you find this helpful in your report back to the Executive Council and your conversations with others of the Fraternity's leadership.

Again, thank you for time this weekend and your continued dedication to the brotherhood.

**APPROVED AS PROPOSED LANGUAGE FOR NOMINATING COMMITTEE CHARTER**

*"In any year in which the Grand Arch Council of the Phi Kappa Psi Fraternity (the "Grand Arch Council") is meeting, the Nominating Committee shall concurrently present the slate of proposed directors to the Board of Trustees and the Executive Council of the Fraternity for review. Both the Board of Trustees and the Executive Council shall have thirty (30) days to object to the slate; provided, however, that any such objection must be accompanied by a written statement indicating just cause for the objection. The Nominating Committee will consider any such objection received prior to presenting the proposed slate to the Board of Trustees for a vote. The decision to propose a new slate based upon the objections shall be in the sole discretion of the Nominating Committee. If a new slate is proposed, it shall also be presented to the Board of Trustees and the Executive Council at least ten (10) days prior to the Board of Trustees meeting at which it will vote on the slate in the event that further discussion is needed at the meeting prior to the vote. The purpose of the review process outlined in this paragraph is to facilitate transparency and accountability between the Foundation and the Grand Arch Council, but it is the intent of the parties that the Foundation remain a separate and independent organization."*



## **NOMINATING COMMITTEE CHARTER<sup>1</sup>**

### **OVERVIEW:**

In order to formalize the procedures for recruiting potential Trustees and to develop a list of candidates, which can be used when seeking new Trustees with specific backgrounds and expertise, as well as improve the overall knowledge base of the current Board of Trustees, the following Nominating Committee Charter has been established to supplement the Trustee Position Description as adopted March 1, 2008 and as may be adjusted from time to time. The number of Trustees shall conform to the Foundation's Amended and Restated Bylaws, which also may be changed from time to time, but shall be no less than ten.

### **COMMITTEE PURPOSE:**

The Nominating Committee is charged with prospecting, contacting, recruiting, and providing orientation and explanation of Foundation procedures and policies to new Trustees. Additionally, the Committee oversees on-going development and education of the Board of Trustees.

### **COMMITTEE ROLES AND RESPONSIBILITIES:**

The Committee regularly assesses the Foundation's board leadership needs and will work through an organized and active process to identify, contact and secure commitments from the most qualified and desired individuals to fill open or new Trustee positions. To do so, the Committee encourages current staff and Trustees in addition to the broader Fraternity community to assist in the development of prospect lists. The Committee also takes the lead in developing and implementing a solid orientation and continuing education program for new and existing Trustees. The Committee will identify key learning topics with Trustee input, and provide and/or arrange for training for on-going board development.

### **CANDIDATE QUALIFICATIONS:**

- Brothers who are experienced and successful in their career fields, regardless of personal wealth.
- A mix of brothers who are able to provide time and resources and are willing to fully participate in Foundation activities.
- As a condition of service, the potential Trustee must be willing to include the Foundation and other Phi Kappa Psi related organizations as a primary beneficiary of his personal philanthropy according to his means.
- Brothers who reinforce and improve the goals and vision of the Foundation and current Trustees.
- Brothers of high character and who believe in the spirit and importance of the fraternal movement.

### **RECRUITMENT/COMMITTEE CONSIDERATIONS:**

- Consideration, if appropriate and fitting, will be for recruitment of individuals within groups or "classes" in order to provide an environment for additional learning and camaraderie.
- Attentiveness to individuals' prior fundraising abilities with the Foundation and other non-profits.

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<sup>1</sup> Adopted September 2008; Revised August 2011; Revised July 2014



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Reach Beyond. Achieve Success.

- Current board size and makeup lends itself to cohesiveness.
- Consider individuals' initiation chapter (i.e. old, new, open, closed, size, etc.)
- Work to develop a modest growth plan to achieve optimum board size (est. 14-18).
- Attention to individuals within 50-65 years of age with weight toward an individual's experience.
- Focus on individuals with time to offer the Foundation.
- Awareness of chapter affiliation and need to spread board membership to areas with high alumni and undergraduate concentrations.
- Use of all possible local and national resources to gather names of potential candidates.
- Concentration on prior and current Fraternity involvement and volunteer roles is encouraged.
- Formation of mentoring relationship for potential/new Trustees with current Trustees.
- Include new Trustee spouse/guest in cultivation and orientation process through outreach by current Trustees' spouses/guests.

### PROCEDURES:

1. Current Trustees and the Chief Executive Officer as well as any brother may all identify and recommend a brother to the Nominating Committee as a potential candidate. The recommendation should be submitted in writing along with a brief statement of the candidate's qualifications/relevance as a potential Trustee. The recommendation may include a biography, curriculum vitae or resume for the candidate and should contain a personal statement by the recommender as to the personal/professional merits to be considered by the Nominating Committee.
2. The candidate(s) and their spouse(s)/guest(s) will be invited by an appropriate Trustee or the Chief Executive Officer, as determined by the Nominating Committee, to attend the next Trustee meeting or Foundation gathering so that the candidate(s) will have the opportunity to meet with current Trustees, learn more about the Foundation, and the Trustees will have the opportunity to get to know the candidate(s) and their spouse(s)/guest(s).
3. If appropriate, additional invitations to attend Trustee meetings and Foundation gatherings will be extended to the candidate(s) and their spouse(s)/guest(s) by staff and members of the Nominating Committee.
4. When an opening on the Board of Trustees occurs or the Committee believes the Foundation board size should be increased, the Nominating Committee will review the list of potential Trustees and recommend the brother, or brothers, to be considered for election to the Board.
5. After the candidate(s) have had the opportunity to interact with the Board and following conversations with current Trustees, the Nominating Committee Chairman, and the Chief Executive Officer, the Trustees will discuss and, if appropriate, vote on the candidate(s).