

Resolution

Subject: Salem Academy and College Board of Trustees
From: Partnership & Collaboration Committee

WHEREAS, the Constitution of the Southern Province states:

Section 19. Board of Trustees of Salem Academy and College

1. The Board of Trustees of Salem Academy and College shall consist of thirty members, of which five members shall be elected by the Provincial Synod of the Southern Province and five members shall be appointed by the Provincial Elders' Conference of the Moravian Church in America, Southern Province in consultation with the Salem Academy and College Board of Trustees.
2. The five trustees elected by the Provincial Synod shall be elected for terms of four years each. The terms of other members of the Board of Trustees, including those appointed by the Provincial Elders' Conference, shall be rotated in such a manner as to result in, as much as possible, an equal number of expiring terms each year.
3. In order to insure that the ongoing needs of Salem Academy and College and its Board of Trustees are addressed, the nominees to the Salem Academy and College Board of Trustees presented to each Synod by the Synod Committee on Nominations shall be reviewed and approved prior to Synod by the Salem Academy and College Board of Trustees. This shall in no way preclude the possibility of additional nominations from the floor of Synod.
4. It shall be the duty of the Board of Trustees to adopt by-laws, elect officers, and generally to direct the business and affairs of the Institution.
5. It shall be the duty of the Board of Trustees to submit to each stated Synod of the province, through its representative, a report on the general condition of the Institution.
6. Articles of Incorporation for Salem Academy and College are on file in the office of the Provincial Elders' Conference; and

WHEREAS, the Salem Academy and College Board of Trustees revised its bylaws December 11, 2019; and this revision initiated a scheduled reduction in the number of Trustees; and changed the manner in which they are elected or appointed, such that entities other than the Board of Trustees do not directly elect or appoint members to the Board; and

WHEREAS, the bylaws of the Board of Trustees now assign the following responsibility to the Trusteeship and Governance Committee of the Board:

In determining the membership of the Board, the Committee shall strive to guarantee the highest level of representative skill sets so as to best execute the mission of the institution. As part of doing so, the Committee shall consult with the Provincial Elders' Conference of the Moravian Church and the alumnae associations of the Academy and College concerning potential candidates meeting the background, skills, diversity, and needs deemed desirable in candidates being presented for election to the Board; therefore be it

RESOLVED, that Section 19 of the Constitution be revised as follows:

Section 19. Board of Trustees of Salem Academy and College

1. The Board of Trustees shall consist of no more than 30 voting members through June 30, 2024, and shall consist of no less than 18 and no more than 22 voting members thereafter.
2. Trustees directly elected by the Board shall serve for one term of four years after which they shall be eligible for re-election to a second term of four years.
3. In determining the membership of the Board, the Trusteeship and Governance Committee of the Board shall strive to guarantee the highest level of representative skill sets so as to best execute the mission of the institution. As part of doing so, the Committee shall consult with the Provincial Elders' Conference of the Moravian Church concerning potential candidates meeting the background, skills, diversity, and needs deemed desirable in candidates being presented for election to the Board.
4. The Board of Trustees will be asked to submit to each stated Synod of the province, through its representative, a report on the general condition of the Institution.
5. Articles of Incorporation for Salem Academy and College are on file in the office of the Provincial Elders' Conference; and be it

RESOLVED, that the Provincial Elders' Conference work with Salem Academy and College Board of Trustees to strengthen and ensure the on-going relationship between the Southern Province and Salem Academy and College.