



CALL FOR NOMINATIONS TO THE GRAND HIGH ZETA

The 58th General Assembly of the Lambda Chi Alpha Fraternity will be held **July 30 - August 1, 2020** at the **JW Marriott Scottsdale Camelback Resort in Scottsdale, Arizona**. There will be four 4-year seats on the Grand High Zeta to be filled at the General Assembly.

This is a Call for Nominations of candidates to fill those seats.¹

This memorandum contains information on (i) the selection criteria,² (ii) the skills and attributes being sought in Board members, (iii) the basic expectations of Board membership, and (iv) a summary of the nominations process. At the end you will find a summary of the applicable law and a form to be used in the nominations.

The **Grand High Zeta** performs a critical function in establishing the strategic direction for our Fraternity and in acting as *"the supreme executive, legislative, and judicial body of the Fraternity during the interim between sessions of the General Assembly."*

Your thoughtful nomination of Brothers well-suited to performing these duties is appreciated.

SELECTION CRITERIA

The Nominating Committee chooses nominees from among the candidates applying for the Board, and the General Assembly elects the Board members. The Nominating Committee is expected to apply these general selection criteria:³

- The appropriate motivation for serving on the Grand High Zeta;
- A focus on undergraduates at the core of the Fraternity's mission;
- A demonstrated and consistent devotion to the betterment of the Fraternity at the local and international levels;
- An understanding of the needs and perspectives of both our undergraduate and our alumni members;

¹ Code 9-1 (a) (attached)

² Code 2-6 (attached)

³ These criteria may be amended once the Nominating Committee begins its deliberations.

- Personal qualities and priorities that would further the mission of Lambda Chi Alpha;
- Appropriate views on the role of the Grand High Zeta in the leadership and direction of the Fraternity; and
- Professional competence and achievement that will ensure a constructive contribution to the work of the Grand High Zeta, including a degree of business and financial understanding.

Certain sitting members of the Grand High Zeta who are not term-limited may be applying for another term on the Board. While current service on the Grand High Zeta is an indication of involvement with and contribution to the Fraternity at the International level, all candidates will be considered on a level playing field. No candidate will be advantaged or disadvantaged solely because of prior or existing service on the Board.

SKILLS AND ATTRIBUTES BEING SOUGHT IN NOMINEES

The Grand High Zeta periodically assesses the appropriate mix of skills and characteristics required of Board members in the context of the needs of the Board at a given point in time. The Grand High Alpha communicates that assessment as appropriate to the Nominating Committee. The Board seeks to achieve a mix of members that represents a diversity of background, experience, personalities and aptitudes, but all Grand High Zeta members should possess the following qualifications:

- High personal and professional ethics, integrity, an inquiring and independent mind, practical wisdom, and mature judgment;
- Broad training and leadership experience in business, non-profit associations, government, education, technology or military or in areas that are relevant to the Fraternity's mission and activities;
- Service on other boards so as to bring broad governance experience, an understanding of fiduciary duties, a clear view of the role of a Board member, and the ability to appraise objectively management performance;
- Expertise that is useful to the Fraternity and complementary to the skills, abilities, expertise, and background of other Board members, so that an optimum balance of members on the Board can be achieved and maintained;
- Willingness to devote the required amount of time to carry out the duties and responsibilities of Board membership;
- Commitment to serve on the Board for the full four-year term of office to develop knowledge about the Fraternity's operations;

- Willingness to represent the best long-term interests of all members and of the Fraternity as a whole, rather than any chapter or special constituency; and
- Involvement only in activities or interests that do not create a conflict with the Board member's responsibilities to the Fraternity and its members.

Specifically to 2020, the Grand High Zeta has determined that the Board would benefit from the addition of Board members who will fill the following gaps in skills sets and bring unique abilities, expertise and background to fill the current needs of the Grand High Zeta: *(listed alphabetically)*

- Finance / Accounting
- Information Technology / Mobile Platforms
- Public Relations, Branding and/or Marketing
- Secondary / Higher Education
- Strategic partnerships / joint ventures

BASIC EXPECTATIONS OF BOARD MEMBERSHIP

Service on the Grand High Zeta is exciting, rewarding and demanding, and it requires commitment, time, intellectual energy and effort. In addition to those set forth in our laws, major responsibilities and expectations of a member of the Grand High Zeta include but are not limited to the following:

Standard of Care

He will at all times discharge his duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he reasonably believes to be in the best interests of the Fraternity.

Diligence

He will carefully prepare for and will regularly attend all scheduled Board meetings and the meetings of Board committees to which he is assigned. He will allocate the necessary commitment of time to be effective in meetings and to participate actively in the group discussion.

He will exercise his best judgment in making decisions that affect the course of the Fraternity.

He will become knowledgeable in all aspects of the Fraternity including its ideals, laws, governance, mission, strategic plans, and programs. In order to increase understanding of the Fraternity, he is encouraged to participate in the life of the Fraternity through attendance at functions and events.

He will serve out his full term of appointment. In the event circumstances

preclude doing so, he will provide as much notice as possible of intention to resign.

He will suggest nominees to the Board who are individuals of achievement and distinction and who can make significant contributions to the work of the Board and the progress of the Fraternity.

Loyalty

He will maintain the confidential nature of all discussions at meetings of the Board and of the Board committees. What is said at the meetings stays at the meetings.

He may challenge the judgment of others when he deems it appropriate to do so, and he will vote his individual convictions after listening to others. Nevertheless, he will work with fellow Board members in the best interests of the Fraternity and he will offer unequivocal public support for Board decisions.

He will offer unequivocal public support for the Chief Executive Officer in his role as chief executive of the Fraternity. He will communicate promptly to the Grand High Alpha any significant concern or complaint he might have with respect to the Chief Executive Officer's discharge of his duties.

He will maintain a sensitivity to the boundary between Board oversight and guidance on the one hand and Fraternity management and administration on the other.

He will recognize that the Chief Executive Officer is the spokesperson for the Fraternity and the Grand High Alpha is the spokesperson for the Board, particularly when dealing with the media. He will not engage in communications with the media that purport to be on behalf of the Board or the Fraternity unless specifically authorized. When he engages in communications with the Office of Administration, undergraduate Members, Alumni Brothers, our host institutions, the community, or the media on an individual basis, he will be guided by his duty of loyalty as set forth above.

He will serve in leadership positions on the Board and/or undertake special assignments when called upon to do so.

He will support the Fraternity's fundraising activities through unrestricted annual gifts and through participation in other fund raising efforts according to his personal circumstances and/or related activities, and he will assist the Educational Foundation development personnel in identifying and approaching others who might support the Fraternity.

Conflict Avoidance

The constituency of each member of the Board is the Fraternity as a whole.

He will act independently for the benefit of the Fraternity as a whole and not for the benefit of a particular chapter, program or interest.

THE NOMINATION PROCESS

Please read these guidelines carefully.

At its meeting of **January 4, 2020**, the Grand High Zeta discussed the nominations process, discussed the skills and attributes being sought in nominees, and reviewed and updated the basic expectations of Board membership. The Grand High Zeta instructed the Office of Administration to issue this Call for Nominations no later than **January 31, 2020**.⁴

Our laws require that all nominations for the Grand High Zeta must be submitted to the Office of Administration by **April 1, 2020**.⁵ Nominations may be on one's own behalf or on behalf of another Brother, as long as his consent has been secured.⁶ All nominations must include supporting biographical information⁷ and must address the Selection Criteria and Skills and Attributes listed above. The Selection Criteria will also be published in the Legislative Workbook.⁸

After **January 4, 2020**, the Grand High Alpha will appoint the members of the Nominating Committee with qualifications as outlined in our laws⁹, and he will provide them with a written charge that will include the Selection Criteria, Skills and Attributes, and Basic Expectations set forth above. The Office of Administration will forward all applications to the Chairman of the Nominating Committee, and the Chairman will distribute those materials to all Committee members.

Prior to the General Assembly, the Nominating Committee will meet as determined by its Chairman by telephone or in person to establish its nominating criteria, to review the applications, and to have initial discussions. A preliminary vetting may be done, but no final decisions will be made. During this time, the Committee may also hold face-to-face interviews as appropriate, and, in its discretion, may meet with representatives of the board and members of the Office of Administration.¹⁰

⁴ Code 9-1(a) (attached)

⁵ Code 9-1(a) (attached)

⁶ Code 2-7(b) (attached)

⁷ Code 2-7(a) (attached)

⁸ Code 2-6 (attached)

⁹ Code 2-6 (attached)

¹⁰ Article 2, Section 6(e): "Other than in response to specific requests for information or advice, no employee of the General Fraternity or of the Lambda Chi Alpha Educational Foundation shall endeavor to influence in any way the election of any person to membership on the Grand High Zeta."

Starting on Wednesday of the General Assembly, **July 29, 2020**, the Nominating Committee will meet in person to hold face-to-face interviews with candidates.¹¹ Candidates who cannot attend in person will be interviewed by conference call or via video conferencing. Travel arrangements should be made to accommodate these interviews.

The Committee will continue its deliberations, reaching its final conclusions no later than Friday, **July 31, 2020**.

At the Legislative Session the afternoon of Friday, **July 31, 2020**, the Nominating Committee will submit its slate of names, nominating one member for election to each position to be filled.¹² Action on the slate will be tabled until the Legislative Session the morning of Saturday, **August 1, 2020**.

At the Legislative Session the morning of Saturday, **August 1, 2020**, the slate of the Nominating Committee will be brought before the General Assembly, additional nominations from the floor will be called for¹³, and the vote will be held.

At the final Legislative Session on the afternoon of Saturday, **August 1, 2020**, all members of the newly-constituted Grand High Zeta will take their oath of office. The term of each newly-elected member will commence at the close of the Assembly.¹⁴

In the discretion of the Grand High Alpha, the newly-constituted Grand High Zeta will hold a brief organizational meeting on the morning of Sunday, **August 2, 2020**, following the Assembly. Travel arrangements should be made to accommodate the likelihood of this meeting.

¹¹ Code 2-6 (attached)

¹² Code 2-7(a) (attached)

¹³ Code 2-7(b) (attached)

¹⁴ Article 2, Section 4(a)(2) (attached)

THE APPLICABLE LAWS

Article 2, Section 1(b) - Powers and Duties. The General Assembly ... shall also have the following specific powers and duties:

2. Electing the Grand High Alpha and the elected members of the Grand High Zeta as provided in Sections 4(a)(1) and (2) of this Article 2.

Article 2, Section 4(a) - Composition, Election, and Terms of Office. The Grand High Zeta shall consist of:

2. Eight Brothers elected by the General Assembly, each of whom shall serve for a full term of four years, or two years, should one or more two-year terms become available through resignation, removal, death or by election to the office of Grand High Alpha. ... Each member of the Grand High Zeta shall assume his duties at the conclusion of the General Assembly at which he is elected.

Brothers elected to the Grand High Zeta may serve for no more than a total of ten (10) years, whether consecutive or not, not including service as Grand High Alpha or as a student. After completing ten (10) years of service, a member must wait nine (9) years to again be eligible to serve on the Grand High Zeta.

Subject to the provisions of Section 6(d) of this Article 2, any Brother may be eligible to hold elective office in the General Fraternity. Election to the office of Grand High Alpha or as an elected member of the Grand High Zeta under Section 4(a)(2) of this Article 2 shall require a majority of the votes cast in the General Assembly. Should there fail to be a majority for the number of candidates equal to the number of open slots, the presiding officer shall call for a second ballot, from which the name of the candidate polling the lowest vote on the first ballot shall be dropped. This process will continue through subsequent ballots until each open seat is filled by a majority vote. The presiding officer of the General Assembly shall vote only in the event of a tie.

Code 2-6. Nominating Committee. Each year in which the General Assembly is scheduled to elect members to the Grand High Zeta, the Grand High Alpha shall appoint a Nominating Committee of nine members, of whom five shall be undergraduate delegates to the General Assembly and four shall be Alumni Brothers. Of the Alumni Brothers, at the discretion of the Grand High Alpha, one or two shall be past members of the Grand High Zeta and two or three shall be Alumni Brothers who have distinguished themselves in alumni activity or service to the Fraternity but have not held elective office in the General Fraternity. At least one Alumni Brother on the Nominating Committee must be currently serving as a High Pi but shall not have ever served on the Grand High Zeta. Any Alumni Brother who serves on the Nominating Committee is ineligible to serve on the Grand High Zeta for three years from the end of his Committee service. An Alumni Brother may

serve on two Nominating Committees, including any service as chairman, whether or not serving in consecutive General Assemblies, and then must wait five years before again serving on the Nominating Committee. The Grand High Alpha shall name as Chairman of the Nominating Committee a past Grand High Zeta member or other distinguished Alumni Brother. After a Brother has served as Chairman, he may not serve again until nine (9) years have elapsed. This committee shall meet a day prior to the General Assembly. The selection criteria used by the Nominating Committee in choosing nominees must be finalized and provided to candidates as well as distributed to delegates prior to the election.

Code 2-7. Nominations.

- a. All nominations for positions on the Grand High Zeta elected by the General Assembly and for the office of Grand High Alpha must be submitted to the Nominating Committee. Each Member and each Chapter of the Fraternity entitled to vote at the next General Assembly may submit names of candidates recommended for nomination to those positions being vacated at the General Assembly, with supporting biographical information. From the candidates so recommended, the Nominating Committee shall nominate one Brother for election to each position to be filled.
- b. In addition to those nominations made by the Nominating Committee, nominations may be made at the first session of the General Assembly on the day following the presentation of the names of the nominees of said committee, provided (1) they are made in writing, (2) they are supported by a biographical resume, (3) their presentation is accompanied by signatures of at least 20 percent of the members who are present and authorized to vote at the General Assembly and (4) they were first presented to the Nominating Committee, in session, prior to the announcement of its slate. No Brother shall be nominated to any position either by the Nominating Committee or from the floor of the General Assembly unless his consent shall first have been secured.

Code 9-1. Proposed Legislation and Resolutions. ... no nomination for the Grand High Zeta or for Grand High Alpha may be submitted unless said ... nomination is received by the Office of Administration at least 120 days prior to the opening of the General Assembly. In case of emergency, the Grand High Zeta may waive the time limit for the submission of any proposed legislation or a proposed Mandatory Policy Resolution or nomination. The Office of Administration shall issue a call for nominations to the Grand High Zeta or to the office of the Grand High Alpha at any time after January 1 and before February 1 of a General Assembly year.