



---

**Employee Guide to  
Earlham College Governance**

---

2023

*Employee Guide to Earlham College Governance*

*This document provides details on where responsibility and authority for decision-making is vested and how members of the community may engage in decision-making processes, where appropriate.*

Copyright © 2023 Earlham College

**Address questions to:**

Earlham College  
Office of the President  
801 National Road West  
Richmond, IN 47374-4095

prexy@earlham.edu  
765.983.1211

# Contents

<b>About this Document.....</b>	<b>5</b>
<b>Mission.....</b>	<b>6</b>
<b>Principles and Practices.....</b>	<b>7</b>
Integrity.....	8
Peace and Justice.....	9
Simplicity.....	10
Community.....	11
<b>Amended and Restated Bylaws of Earlham College.....</b>	<b>13</b>
ARTICLE I General.....	13
ARTICLE II Board of Trustees.....	13
ARTICLE III Officers.....	19
ARTICLE IV Committees.....	22
ARTICLE V Earlham Foundation.....	27
ARTICLE VI Indemnification.....	27
ARTICLE VII Contracts, Checks, Loans, Deposits, and Gifts.....	30
ARTICLE VIII Amendments.....	30
ARTICLE IX Conflicts of Interest.....	31
<b>The Consensus Process at Earlham.....</b>	<b>32</b>
Group Deliberation and Shared Insight.....	32
Sense of the Meeting.....	32
Consensus Decision-Making and the Spirit of Consensus.....	33
<b>The Faculty and Curriculum.....</b>	<b>35</b>
Faculty Meetings.....	35
Earlham College Faculty Meeting.....	35
ESR Faculty Meeting.....	36
Clerk of the Faculty Meeting.....	36
Earlham College Faculty Meeting.....	36
ESR Faculty Meeting.....	37
<b>College Committees.....</b>	<b>38</b>
Committee Conveners.....	38
Function and Composition of Committees.....	39
Committees With Institution-wide Responsibility.....	40

*Employee Guide to Earlham College Governance*

Committee on Assessment and Accreditation.....	40
Diversity Progress Advisory Committee.....	40
Employee Council.....	40
Sustainability Progress Committee.....	41
Welfare Advisory Committee.....	41
Undergraduate College and Graduate Programs in Education.....	41
Process for Nomination and Appointment.....	41
Academic Advisory Committee.....	42
Admissions and Financial Aid Advisory Committee.....	42
Budget Advisory Committee.....	42
Campus Life Advisory Committee.....	43
Curricular Policy Committee.....	43
Earlham Events Committee.....	43
Faculty Affairs Committee.....	44
Faculty Interview and Search Committee.....	44
GLCA Academic Council.....	44
Grievance Council.....	44
Nominating Committee.....	44
Professional Development Fund Committee.....	45
Social Conduct Council and SCC Faculty Pool.....	45
Student Conduct Council.....	45
Student Faculty Affairs Committee (SFAC).....	45
Student Search and Interview Committee (SSIC).....	45
Graduate Programs in Education.....	46
Assessment Committee.....	46
Advisory Board.....	46
Educators of Color Alumni Committee.....	46
Earlham School of Religion.....	46
Admissions Committee.....	46
Assessment Committee.....	47
Common Meal Committee.....	47
Diversity Committee.....	47
Faculty Search.....	47
Grievance Committee.....	47
Information Technology.....	48

*Employee Guide to Earlham College Governance*

Joint Library.....	48
Joint Retreat.....	48
Review Committee.....	48
Sexual Harassment.....	48
Supervised Ministry.....	48
Worship.....	48
<b>Bachelor of Arts Degree Program.....</b>	<b>50</b>
Academic Divisions, Departments, Programs.....	50
Academic Divisions.....	50
Academic Departments.....	50
Academic Programs.....	50
<b>Graduate Programs in Education.....</b>	<b>51</b>
<b>Earlham School of Religion.....</b>	<b>51</b>
Degree Programs.....	52
Certificate Programs.....	52
<b>Administrative Policy Review and Approval.....</b>	<b>53</b>
Policy Creation, Modification, and Approval.....	53
Process for Recommending New Policies.....	53
Interim Policies.....	54
Board Approval Process.....	55
Location and Communication of Policies.....	55
Inconsistent Policies.....	55
Policy Withdrawal.....	55
Existing Policy Review and Modification.....	55
Policy Content.....	55
<b>Appendices.....</b>	<b>58</b>
Matters of Weight and Authority.....	59
Quaker Governance Practices.....	61

## **About this Document**

Earlham College is governed by a Board of Trustees, which has “ultimate legal authority over the operations, activities, properties, and programs of Earlham, including the undergraduate college (the “College”) and the Earlham School of Religion.”<sup>1</sup>

The Board vests certain officers with authority and responsibility as indicated below:

- the **President**, who is chief executive officer of Earlham College and Earlham School of Religion, with responsibility for all educational and managerial affairs;
- **Chief Academic Officer**, under the general direction of the President and working closely with Faculty committees and representatives, is responsible for all matters of personnel management affecting the teaching Faculty, as well as the development of educational policy and curriculum strategy;
- **Chief Financial Officer/Treasure**, under the general direction of the President, is responsible for the financial and business affairs of Earlham and serves as the chief administrative officer; and
- **Dean of the School of Religion**, under the general direction of the President, serves as the principal administrative officer of the School of Religion.

In addition to these officers, the President appoints senior administrators to manage individual units of the College or oversee areas of strategic institutional importance. These administrators, often serving as vice presidents, oversee Student Life and Student Affairs; Institutional Advancement; Marketing and Communications; Enrollment Management; Diversity, Equity, and Inclusion.

The Faculty, through its committees and with the Chief Academic Officer, have responsibility for the curriculum.

Visit <https://earlham.edu/about/leadership-and-governance/> and navigate to the appropriate area in the left-hand menu for more on Earlham leadership.

---

<sup>1</sup> Amended and Restated Bylaws of Earlham College

## **Mission**

**The mission of Earlham College, an independent, residential college, is to provide the highest quality undergraduate education in the liberal arts, including the sciences, shaped by the distinctive perspectives of the Religious Society of Friends (Quakers).**

A basic faith of Friends is that all truth is God's truth; thus Earlham's educational emphasis on the pursuit of truth, wherever that pursuit leads; lack of coercion, letting the evidence lead that search; respect for the consciousness of others; openness to new truth and therefore the willingness to search; veracity, vigorous integrity in dealing with the facts; application of what is known to improving our world.

To provide education of the highest quality with these emphases, Earlham's mission requires selection of an outstanding and caring faculty committed to creating an open, cooperative learning environment. The College provides for the continuous support and development of this faculty.

The teaching-learning process at Earlham is shaped by a view of education as a process of awakening the "teacher within," so that our students will become lifelong learners. Students at Earlham are encouraged to be active, involved learners. The College provides extensive opportunities for students and faculty to interact with each other as persons and to learn from each other in a cooperative community, an important aspect of which is collaborative student/faculty research.

At Earlham College, this education is carried on with a concern for the world in which we live and for improving human society. The College strives to educate morally sensitive leaders for future generations. Therefore, Earlham stresses global education, peaceful resolution of conflict, equality of persons, and high moral standards of personal conduct.

*– Approved by the Board of Trustees, February 1990*

## **Principles and Practices**

*Principles and Practices* is a statement of the values that guide those of who live, work, teach and learn in this community. They also provide the foundation for campus policies that apply to all members of the community, as well as our governance structures.

*Principles and Practices* grows out of two questions that the community continually seeks to answer:

### **1. What sort of community do we aspire to be?**

Earlham is an educational community, informed by the distinctive perspectives and values of the Religious Society of Friends (Quakers), and aimed at providing the highest quality undergraduate education in the liberal arts and sciences. We strive to be a community of mutual support, responsibility, and accountability.

Our educational values, shaped by Quaker perspectives, are as follows: truth-seeking, wherever the evidence may lead; rigorous intellectual integrity; the nurturing of an open, cooperative learning environment; the recognition of the “teacher within”; the merit of lifelong learning habits. These values are rooted in a commitment to caring for the world we inhabit, improving human society, promoting global education, seeking peaceful and just transformation of conflicts, affirming the equality of all persons, and maintaining high ethical standards of personal conduct.

This document speaks of the Earlham community in terms of “we”; however, we recognize that this is not a homogenous “we.” As an educational community, we are a changing group of diverse persons, bringing to this institution a variety of identities, as well as a great range of personal and cultural values, experiences, and perspectives. We are a community that deliberately welcomes persons of all religious faiths, all spiritual convictions, and those who have no religious affiliation or faith. We welcome this diversity, and the strength and transformations it makes possible.

### **2. What principles shape and sustain such a community?**

Respect for persons, integrity, a commitment to peace and justice, simplicity, and community decision-making shape Earlham’s community. Together these principles reflect Earlham’s strong Quaker tradition. In acting according to these principles, we try to cultivate a community that values not only the development of broad knowledge and deep competencies, but an active, successful, and joyful engagement in human society and the world around us.



These principles inform our community, yet there is variation within the community in the ways these principles are put into practice. We welcome this variety of insight and interpretation and seek to learn from our differences. We acknowledge that practice of these principles may evolve with reflection by individuals and the community as a whole. By our daily actions, each of us contributes to the health and vitality of our community.

### **Principles, Practices and Queries**

**A note on ordering:** The order of the principles is not meant to create a hierarchy or to give priority to any one principle. Each is important and they are interconnected.

**A note on queries:** We borrow the use of queries from Quaker tradition. Queries are meant as a means of self-examination or group examination, and inward reflection. Queries remind us that our actions are principled not because they conform to abstract rules, but because they are done thoughtfully and conscientiously. Queries take the shape of questions, but they do not have simple, uniform, unambiguous answers.

### **Integrity**

The Quaker testimony of Integrity asks us to aspire to personal wholeness, honesty and truthful living. Integrity means completeness or one-ness and implies a commitment to speaking our truth. Integrity nourishes our trust in one another, allowing us to rely on one another and others to rely on us. It means openly and honestly engaging with each other as well as recognizing and working to change our own biases, both conscious and unconscious.

Academic integrity is particularly important in educational communities. These communities rely on all of members pursuing truth honestly, scrupulously crediting the work of others and taking credit only for one's own work and discoveries.

#### **Practicing Integrity**

Integrity calls us to be truthful, honest, and fair and to take responsibility for our actions and decisions. We strive to be respectful and honest in our evaluations of each other's work and behavior. We strive to undertake all our commitments and responsibilities in good faith. We aim to hold each other mutually responsible for living in accordance with our principles and policies. We strive to become aware of our unconscious bias and prejudice and confront them so that they do not compromise our Integrity.

## **Queries**

- Do I seek ways to be open to others' opinions while maintaining my commitment to critical thinking, intellectual rigor and truth-seeking?
- Am I careful to credit others rather than taking credit for works and ideas not my own?
- Do I seek the truth, and speak it even when it is difficult?
- Do we conduct College business in a way that guards and cares for our dedication to integrity?
- Do we work to minimize the gap between our actions and our convictions?
- Do I confront lapses in integrity in myself and others? Do I hold myself and others accountable?

## **Peace and Justice**

Peace is defined by some as the absence of conflict and oppression. However, for many Quakers, peace is not an instance, it is an existence. Peace is action that works toward harmony, well-being, wholeness, prosperity, health, happiness, fulfillment, security, tranquility and safety for everyone.

The Quaker peace testimony holds that all forms of violence are an injustice that harm all parties involved, and violence does not provide a path to true, just and lasting peace. The peace testimony acknowledges that violence exists not only in personal interactions but also in the oppression and harm caused by unjust, unequal and inequitable institutional and social structures; here, peace is a direct product of justice, which seeks what is right, equitable, and honorable, and peace cannot exist without justice, as without justice, peace is impossible.

Many thoughtful and moral people disagree with the strong form of Quaker pacifism that deplores all forms of violence, but the Quaker peace testimony challenges Earlhamites to not only deplore violence and injustice, but to take action in seeking to resolve, repair, restore, reconcile, reconstruct, relieve, mediate and heal the harm that has been done.

## **Practicing Peace and Justice**

Practicing peace means taking action towards the pursuit of justice and the common good, which is undertaken by all and for all. As a community, we aspire to work actively for the building of the institution of peace through equitable and nonviolent resolution of conflict, the removal of causes of violence and injustice, the relief of suffering, the equitable sharing of resources and the addressing of the roots of conflict

and violence in our own behavior. We recognize and accept conflict as a necessary part of life with others, and work from conflict towards more just, nonviolent and sustainable communities.

### **Queries**

- When conflicts arise, do I make earnest efforts to resolve them thoughtfully and without delay?
- Do I acknowledge and take action to rectify the violence that I may inflict on others?
- Do I take seriously and, according to my gifts and leadings, act on opportunities to further peace and justice?
- Am I, individually, intentional to use my own power for just and constructive ends?
- Do we seek out the ways Earlham as an institution can act as a local and global force for peace and justice?
- Do we, as an institution, examine power and privilege: who has it, and how should it be used?

## **Simplicity**

The Quaker testimony of Simplicity invites us to recognize what is central in our lives by listening to inward leadings and learning from others. That listening can give us clarity as we make choices about the responsible use of our time and resources. A life guided by the testimony of simplicity can lead us to recognize what brings us joy and to be good stewards of personal, community and global resources. It replaces distraction, stress, and excess with clarity, focus and a sustainable life for all.

Simplicity enables us to discern what is really necessary for the well-being of ourselves, others, and the world. Living simply “cannot be reduced to lists of what is permitted or proscribed.”<sup>2</sup> Simplicity leads to joy, not guilt or judgment, for ourselves and others.

### **Practicing Simplicity**

There are limits to one’s own time and energy, others’ time and energy, and the resources so unequally distributed throughout the world. We each aspire to make only just and reasonable demands on the time and resources of others, to model a balanced life for those around us, and to work toward a more just distribution of resources.

---

<sup>2</sup> Paul A. Lacey. *Growing into Goodness: Essays on Quaker Education*. Pendle Hill, 1998. p. 75

## **Queries**

- What truly brings joy to my life? How can I organize my life to be in touch with that joy? How do I work to keep my commitments in a healthy balance?
- How do I show my commitment to simplicity as an individual and as a part of a community?
- In what ways do we as a community work for an environmentally responsible and sustainable future?
- How could we be allocating our resources more justly?
- How do we discern what constitutes simplicity?

## **Community**

Earlham College, founded by the Religious Society of Friends, believes ideals that guide us are best encountered in a community of openness and mutual respect. Educational communities exist as an opportunity to discover and test truth. Because each person brings different knowledge and perspectives, truth-seeking is best fostered within community. As a result, the individual at Earlham has a great many opportunities, rights and responsibilities. As active, engaged members in this community, we come to know our interdependence and connectedness. As such we strive to create, contribute and care for all in our community, intentionally listening for perspectives that may not be present or heard. We aspire toward a commitment to celebrating each other, diversity, equitable opportunities and resources.

Earlham strives towards a community of caring which seeks the intellectual, physical, spiritual and emotional wellbeing of its members. Discerning the needs of others is an important dimension of learning. As members of a community, we aspire to consider one another in all our choices, including the use of our words, actions and resources and decision-making process.

In consultation with one another, we have the potential to make better decisions than individuals alone or majorities, which may ignore minority views. Differences can be sources for growth and new insight. Quakers' belief in "the inner spirit of truth" means that all people have the potential to discover truth. Accordingly, we consult broadly, value diverse opinions, and are intentional with a goal toward inclusion of various voices in seeking consensus in decision-making.

## **Practicing Community**

In Earlham governance, committees charged with decision making operate with consensus. Most student groups also use a consensus process. There are particular times

and situations where an individual, e.g., the President, Cabinet member or Trustee(s), is charged with making a decision. In either case, those responsible should invite input, consult broadly, and listen carefully especially, to those who have deep understanding of the situation or may be affected by the decision. Consensus seeking assumes that all who participate are willing and open to finding a basis for right action whether that is an affirmation, recommendation, or decision. Those participating are encouraged as much as possible to have commitment to shared deliberation and insight rather than to their own opinions. At the same time, they should be mindful of voices and perspectives that may not have been evidenced during the process but are present within our community. We encourage the decision-making process to be as inclusive and equitable as possible given the breadth of diversity within the Earlham community. Because our governance system designates various responsibilities to individuals, committees, small groups and the community as a whole, consensus does not require that every person participate in every decision. Respect for Persons and Integrity ask that community members trust the process and the faithful participation of others, even when they have not directly participated themselves. At the same time, these principles ask us to discern when to raise concerns, and when not to. These practices, as a reflection of our principles, will strengthen our community and improve our learning and living from and with each other where diversity, equity and inclusion ground our daily engagements.

### **Queries**

- How clearly do I discern the ideals of the community and their meaning for my life?
- Do I participate in the activities of the College and assume my share of responsibility for our shared life within community?
- Do we strive to promote a community life that will foster the intellectual, physical, moral, and emotional wellbeing of all members?
- Do I have the wisdom to discern when to stand aside, allowing a consensus to emerge?
- Do we foster an atmosphere conducive to open dialogue, listening carefully to others and opening ourselves to opinions different from our own?
- Am I careful to consult, even if it may mean taking greater time in the process?

## **Amended and Restated Bylaws of Earlham College**

(Adopted June 2, 2022)

### **ARTICLE I General**

Section 1. Name. The name of the Corporation is Earlham College, Inc. The Corporation is referred to in these Amended and Restated Bylaws (the “Bylaws”) as “Earlham.”

Section 2. Registered Office and Agent. The post office address of the Corporation’s registered agent at the time of adoption of these Bylaws is 801 National Road West #82, Richmond, Indiana 47374. The registered agent of Earlham in charge of the registered office at the time of adoption of these Bylaws is Stacy Lutz Davidson, 801 National Road West # 82, Richmond, Indiana 47374.

Section 3. Fiscal Year. The fiscal year for Earlham shall begin on the first day of July and end on the last day of June next succeeding.

Section 4. Purpose. The purposes of the Corporation shall be those set forth in the Amended and Restated Articles of Incorporation of Earlham College, Inc. (the “Articles”), as may be amended from time to time pursuant to the terms and conditions of the Articles and applicable law.

Section 5. Members. The Corporation shall have no members.

### **ARTICLE II Board of Trustees**

Section 1. Authority of Board of Trustees. For purposes of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), the Board of Trustees shall be the Board of Directors of Earlham (hereinafter referred to as the “Board of Trustees” or the “Board” and members thereof as “Trustees” or “trustees”). The Board of Trustees shall exercise the responsibilities and powers vested in it by the Act and by the Articles, and shall serve as the ultimate legal authority over the operations, activities, properties, and programs of Earlham, including the undergraduate college (the “College”) and the Earlham School of Religion. The affairs of Earlham shall be managed, controlled, and conducted by, or under the supervision of, the Board of Trustees, subject to the provisions of the Articles and these Bylaws.

Section 2. Number of Trustees. The Board of Trustees shall have twenty-four (24) members unless that number is increased or decreased by amendment of these Bylaws, provided that before any such change may be effective it shall also have been approved

by the Western Yearly Meeting of Friends Church (“Western Yearly Meeting”). Notwithstanding other provisions of these Bylaws, the Board of Trustees may stagger the 3-year terms of the trustees so that approximately one-third (1/3) of such terms expire each year.

Section 3. Appointment of Trustees. There shall be five (5) categories of trustees, all with the same rights regarding approval of actions and other matters (unless explicitly provided otherwise in the Articles or these Bylaws), and such categories shall be as follows:

- (a) Trustees Appointed by Western Yearly Meeting. Western Yearly Meeting shall appoint six (6) members of the Board (the “WYM Appointed Trustees”).
- (b) Trustees Appointed by the Board of Trustees and Approved by Western Yearly Meeting. Seven (7) members of the Board shall be nominated and appointed by the Board of Trustees and such appointments shall be subject to approval by the Western Yearly Meeting (the “WYM Approved Trustees”), which approval shall not be unreasonably withheld.
- (c) Alumni Trustees. Four (4) members of the Board shall be nominated and appointed by the Board of Trustees (the “Alumni Trustees”) and such appointments shall be subject to approval by the Alumni Council of Earlham College (the “Alumni Council”), which approval shall not be unreasonably withheld. Alumni Trustees are ex-officio members of the Alumni Council and serve as an important connection between the Alumni Council and the Board of Trustees. Alumni Trustees are encouraged to participate in Alumni Council activities, including Alumni Council meetings and will receive all Alumni Council communications. One of the Alumni Trustees may be the Chair of the Alumni Council or other direct representative of the Alumni Council.
- (d) At-Large Trustees. Six (6) members of the Board shall be nominated and appointed solely by the Board (the “At-Large Trustees”).
- (e) President. The President of Earlham shall serve *ex-officio* as a member of the Board of Trustees. The President may participate on all matters properly coming before the Board, with the exception of any matter related to the President’s own employment and/or personal interest.

Section 4. Length and Limit of Terms. With the exceptions of the President of

Earlham and the Chair of the Alumni Council (or other direct representative of the Alumni Council), who shall serve by virtue of their positions, and subject to the rights of the Board under Section 16 hereof, each trustee shall serve a term of three (3) years, or such shorter period as may be prescribed at the time of appointment. No person shall serve more than three (3) consecutive three-year terms (a total of nine (9) consecutive years) as a trustee from any one category of trustees listed in Section 3 (a) - (d) of this Article II, after which the person must remain off the Board for at least one (1) year before being eligible for reappointment as a trustee in the same category. Each three-year term shall begin at the first regular Fall meeting of the Board following the trustee's selection. A trustee appointed to fill the unexpired term of another trustee shall be eligible to serve three (3) consecutive three (3) year terms commencing at the conclusion of the unexpired term. A trustee completing the third consecutive three-year term in any category may be appointed in another category, pursuant to the applicable nominating and approval requirements for that category, with no break in trustee service.

Section 5. Religious Society of Friends Membership. A majority of the trustees shall consist of persons who are members of monthly meetings of the Religious Society of Friends.

Section 6. Honorary Trustees. The Board may designate and appoint such persons as it determines qualified to be honorary trustees ("Honorary Trustees"). Subject to the limitations imposed in this Section, Honorary Trustees may attend and participate in all Board and committee meetings, subject to the control of any person in charge of such meetings and shall receive all materials sent to the members of the Board. There shall be no more than twelve (12) Honorary Trustees at any one time. The Board may, in its sole discretion, rescind Honorary Trustee status at any time and for any reason or no reason. An Honorary Trustee may resign at any time in the same manner as provided in Article II, Section 16 for Trustees appointed pursuant to Article II, Section 3. Honorary Trustees shall not be included in determining any necessary quorum or in official Board actions. Honorary Trustees who can no longer actively participate or attend Board meetings may be asked or decide to move to an Emeritus Trustee status. Emeritus Trustees will continue to receive all Board materials but will not count toward the twelve (12) Honorary Trustee assigned positions.

Section 7. Board Liaisons. The Clerk of the faculty of Earlham College (the "Faculty"), three (3) additional members of the Earlham College teaching or administrative faculty, one (1) member of the Earlham School of Religion ("ESR") teaching faculty, one (1) Earlham College hourly staff member, and two (2) Earlham College student representatives will serve as liaisons to Board Committees ("Board Liaisons"). The Nominating and Governance Committee will accept nominations from



the College's Nominating Committee, the Employee Council, Student Government, and the Dean of ESR for these Board Liaison positions. Board Liaisons are invited to attend all open sessions of meetings of the Board, and will each be assigned, based on their experience, interest, and expertise, to attend one or more of the following committee meetings: Academic Affairs; Property and Finance; Audit, Risk Management, and Compliance; ESR; Institutional Advancement; Enrollment and Marketing; Diversity, Equity, and Inclusion; and Campus and Community Life. Board Liaisons will not participate in Executive Sessions (unless by invitation). Board Liaisons will not participate in decisions of the committees but will have access to the same pre-meeting committee materials as trustee committee members, except for materials pre-designated for executive session. In cases where committees need to consider a confidential issue (as may be determined from time to time by the applicable committee chair), the Board Liaisons will be excused from the meeting. Teaching and administrative faculty and staff will serve three-year terms with initial terms for teaching and administrative faculty staggered from one to three years. Student Board Liaison terms will be one or two years. For students serving as a Board Liaison during their senior year, their term will conclude upon their graduation due to their transition to alumni status.

Section 8. Quorum and Conduct of Meetings. A majority of the trustees in office immediately before a meeting of the Board of Trustees begins shall constitute a quorum for the transaction of any business properly to come before the Board of Trustees, provided not fewer than two (2) WYM Appointed Trustees are part of that majority. The Board shall conduct its business by such procedures as it may from time-to-time adopt. The Board may meet in open or executive session. The Board may invite non-members to observe or to participate in its open meetings or in committee meetings with respect to the entire meeting or for certain agenda items. Non-members may also be invited to all or part of an executive session of the Board at the discretion of the Board Chair.

Section 9. Regular Meetings. There shall be at least four (4) meetings of the Board of Trustees each year, of which two (2) shall be regular meetings (one in the spring and one in the fall) for the purpose of transacting such business as properly may come before the Board. Notice of the date, time and place of regular meetings of the Board shall be provided to all trustees at least thirty (30) days prior to each such meeting. Unless otherwise provided in these Bylaws, the notice of a regular meeting need not contain a purpose for the meeting.

Section 10. Special and Emergency Meetings. In addition to its regular meetings, the Board of Trustees may hold special meetings for any lawful purpose called by the Chair of the Board, the President of Earlham, a majority of the Executive Committee, or

at least ten (10) members of the Board of Trustees, as provided in Section 11 of this Article. Special meetings shall not be called for matters that can reasonably be deferred until the next regular meeting of the Board without risking any prejudice to the best interests of Earlham. Emergency meetings of the Board may be called by the Chair of the Board, President of Earlham, a majority of the Executive Committee, or at least ten (10) trustees, as provided in Section 11 of this Article, if an emergency has arisen which warrants a meeting of the full Board and for which notice of a special meeting would be onerous or impractical. A special or emergency meeting shall be held at such date, time, and place as is specified in the notice of the meeting. The notice of a special or emergency meeting shall set forth the purpose of the meeting and shall identify the person or persons who have called the meeting.

Section 11. Effective Notice of Special and Emergency Meetings. Oral or written notice of the date, time, place, and purpose of each special or emergency meeting of the Board of Trustees shall be communicated, delivered, or mailed by the Secretary of the Board, or by the trustees calling the meeting, to each member of the Board of Trustees so that such notice is effective at least ten (10) days before the date of a special meeting and at least one (1) day before the date of an emergency meeting. Oral notice shall be effective when actually communicated. Written notice shall be effective at the earliest of the following:

- (a) When delivered to the trustee by electronic means or personal delivery;
- (b) On the scheduled delivery date if sent by overnight courier service (such as Federal Express), or five (5) days after the notice is mailed by United States mail or other means, if addressed to the most current address provided by the trustee; or
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Section 12. Waiver of Notice. Notice of a meeting of the Board may be waived in writing by the trustee entitled to notice and filed with the minutes or other Board records. Attendance at or participation in any meeting of the Board of Trustees shall constitute a waiver of (1) any and all objections to lack of notice or defective notice of such meeting, and (2) any and all objections to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the trustee shall, at the beginning of the meeting or promptly upon the trustee's arrival, object to holding the meeting and the trustee does not thereafter assent to action taken at the meeting.

Section 13. Decisions and Actions of the Board. Except as may otherwise be specifically required by applicable law, in accordance with its Quaker heritage, the Board of Trustees will utilize consensus decision-making for all decisions and actions of the Board.

Section 14. Means of Communication. The Board of Trustees, or a committee thereof, may permit a trustee or committee member to participate in a meeting by, or conduct a meeting through, the use of any means of communication by which all participating trustees or committee members may simultaneously hear each other during the meeting. A trustee or a committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 15. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each trustee or committee member otherwise entitled to participate the decision-making process associated with such action pursuant to these Bylaws, and such written consent is included in the minutes or is filed with other Board records reflecting the action taken. Action taken by written consent shall be effective when the last trustee or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of approval at a meeting of the Board of Trustees or such committee and may be described as such in any document.

Section 16. Resignation, Removal, and Vacancies. A trustee may resign at any time by delivering written notice to the Chair of the Board, Secretary of the Board, or to the President of Earlham. Any such resignation shall take effect immediately upon receipt unless a subsequent time is specified therein. No acceptance of such resignation shall be necessary to make it effective. The Board may remove a trustee before the trustee's term has expired if the Board determines, in the Board's discretion, that the trustee is either unable or unwilling to fulfill the responsibilities of trusteeship, or has acted contrary to, or in bad faith with respect to, the interests of Earlham. Upon recommendation of the Nominating and Governance Committee, and upon approval of the full Board, a trustee who has failed to honor the commitments pertaining to meeting attendance, conflict of interests, maintaining confidentiality, or providing institutional philanthropic support as set forth in Expectations of an Earlham Trustee (approved Fall 2016) and affirmed at the time of new trustee appointment, may be removed from the Board prior to the expiration of the trustee's term. In the event of the death, removal or resignation of a trustee, a successor may be appointed to complete the unexpired term. Any successor shall be appointed in the same manner as that by which the trustee who died, resigned, or was removed had been selected.

### **ARTICLE III Officers**

Section 1. Board Officers. The officers of the Earlham Board of Trustees shall be a Chair of the Board, a Vice Chair of the Board, a Secretary of the Board (collectively, the Board Officers), and such other officers as the Board of Trustees may otherwise approve. Individuals holding the offices of Chair, Vice Chair, or Secretary must be members of the Board of Trustees. The Chair, Vice Chair, and Secretary shall be proposed by a subcommittee of the Nominating and Governance Committee composed of the current Board chair, The Earlham president, the Board vice chair, and one selected member of the Nominating and Governance Committee, as selected by the positions noted stated above (collectively, the “Leadership Succession Subcommittee”). The Leadership Succession Subcommittee shall submit their proposed nominees to the full Nominating and Governance Committee for review and approval for nomination to the Board. The Board Officers shall be approved annually by the Board from among individuals nominated by the Nominating and Governance Committee. Officers shall be selected at the Spring meeting and take office on July 1st following that meeting unless otherwise provided by the Board. Vacancies occurring in the offices of Chair, Vice Chair, or Secretary shall be filled by the Board of Trustees, and the person approved to fill such vacancy shall serve until the expiration of the term vacated and until the officer’s successor is approved.

- (a) Chair of the Board. The Chair shall preside at all meetings of the Board of Trustees and shall have such other duties as these Bylaws or the Board may prescribe. The Chair is authorized to sign all legal documents which require official signatures and such documents as may be presented by the Earlham Foundation for official signature. The Chair will serve a three-year term with the possibility of a one-year extension in the case of extenuating circumstances in which their continued service is in the best interest of Earlham . To complete a three-year term, a person serving as Board Chair may need to have an extension to their Board term,
- (b) Vice Chair of the Board. In the absence of the Chair, or in the event of the Chair’s inability or refusal to serve, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers and authority of the Chair. The Vice Chair shall have such other powers and perform such other duties as the Board of Trustees or the Chair may prescribe. At any Board meeting at which both the Chair and Vice Chair are absent, the President or such other trustee as the Board may select shall preside.. The Vice Chair will serve a three-year term with the possibility of a second three-year term renewal.

- (c) Secretary. The Secretary shall serve as both the Secretary of the Board and Secretary of Earlham. The Secretary shall be the custodian of all papers, books, and records of Earlham other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Trustees. The Secretary shall authenticate records of Earlham as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Trustees or the Chair may prescribe. The Secretary will serve a three-year term with the possibility of a second three-year term renewal. The Board may appoint one or more Assistant Secretaries to whom some of the duties of the Secretary may be delegated.
  
- (d) Chair Select. From time to time the Board may designate a Chair Select with the intent that such individual will become the next Chair of the Board. An individual holding the office of Chair Select must be a member of the Board of Trustees. The Chair Select will not take office as Chair of the Board unless subsequently nominated and approved in the same manner as the Board Officers.

Section 2. Earlham Officers. The Officers of Earlham shall include the President, Chief Academic Officer, Chief Financial Officer/Treasurer, Dean of the Earlham School of Religion, and such other Officers as the Board may establish, or the President may establish subject to the approval of the Board. Each Officer subordinate to the President shall serve by virtue of the Officer's position at the pleasure of the President, and for terms concurrent with their respective positions. Vacancies in the position of President shall be filled by the Board of Trustees. Vacancies in the positions of the Chief Academic Officer, Chief Financial Officer/Treasurer, Dean of the Earlham School of Religion, and other Officers shall be filled by the President, subject to approval by the Board of Trustees. The Board or President may fill a vacancy in an office with an interim appointment, and such interim appointee may exercise the authority and responsibility carried by such office until the expiration of the term vacated and until the interim appointee's successor is approved.

- (a) President. The President shall be Earlham's Chief Executive Officer and the chief adviser to, and executive agent of, the Board of Trustees. The President shall be selected and approved by the Board of Trustees and shall continue in office at the pleasure of the Board. The President's authority shall be vested through the Board of Trustees and shall include responsibility for all educational and managerial affairs. The President shall have the ultimate administrative authority to make and implement decisions on behalf of Earlham and the Board of Trustees, consistent with

Board policies and direction and with the best interests of Earlham, and shall have the authority to execute all documents on behalf of Earlham and the Board in the performance of the President's duties. As the Chief Executive Officer, the President shall be responsible for implementing all Board policies, recommending actions to be taken by the Board including approval of budgets and granting of tenure, keeping the Board informed on appropriate matters, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as Earlham's authorized spokesperson.

- (b) Chief Academic Officer. The Chief Academic Officer shall, under the general direction of the President and working closely with Faculty committees and representatives, be responsible for all matters of personnel management affecting the teaching Faculty, including the recruitment of Faculty and the processes for appointment, retention, promotion, and tenure. The Chief Academic Officer is responsible, working closely with the Faculty, for the development of educational policy and curriculum strategy, and with the Chief Financial Officer/Treasurer, for the development of departmental and program budgets.
- (c) Chief Financial Officer/Treasurer. The Chief Financial Officer/Treasurer shall be responsible for the financial and business affairs of Earlham with such responsibilities and authority as the President shall designate from time to time with the approval of the Board. The Chief Financial Officer/Treasurer is the chief administrative officer of Earlham reporting directly to the President and having such responsibilities and authority as the President shall designate from time to time with the approval of the Board. Unless the Board otherwise determines in its discretion, the Chief Financial Officer shall exercise the responsibilities and authority of the President in case of a vacancy in that office and during a period of the President's absence or incapacity. The President may appoint one or more Assistant Treasurers to whom some of the duties of the Treasurer may be delegated.
- (d) Dean of the School of Religion. The Dean of the Earlham School of Religion shall serve as the principal administrative officer of the School of Religion under the direction of the President and shall have the authority and responsibility which normally accompanies such office. The Dean of the School of Religion shall report regularly to the Board on the programs, finances, and other activities of the School of Religion.

- (e) Vice Presidents. Other Vice Presidents of Earlham shall serve for such terms and have such authority and responsibilities as the President shall determine from time to time.

## **ARTICLE IV Committees**

Section 1. Board Committees. The Board of Trustees shall conduct its business through plenary meetings of the entire Board in either open or executive session, and through committees established pursuant to these Bylaws. The Standing Committees of the Board shall be those specifically established in Sections 2 - 11, of this Article or other committees that the Board designates as such. The Chair of the Board, the Chair Select, and President shall be ex officio members of each Standing Committee, unless otherwise specified in these Bylaws. A member of any Board Standing Committee or other committee may be removed from it by the Board, with or without cause. Committee Chairs will serve a three-year term with the possibility of a second three-year term renewal, and shall be selected in the same manner as the Board Officers. Each committee may decide whether and which non-members may be invited to all or any portion of its meetings. Participation on the Standing Committees, other than the Executive Committee and the Presidential Support and Evaluation Committee, is not limited to members of the Board or Honorary Trustees. Except as otherwise specified in these Bylaws, each committee may invite up to three (3) advisors to support the committee. Selection of the advisors will be in collaboration between the committee chair and the Governance and Nominating Committee. Committee advisors will receive all committee materials sent to committee members who are Trustees and may participate in committee meetings. Advisors are not committee members. Advisors will be asked to serve a term of two (2) years which may be renewed one time for a total of four (4) years of service. Committee advisors will be held to the same standards as trustees and Board Liaisons for confidentiality and conflict of interest. Like Board Liaisons and Honorary Trustees, board advisors will not participate in any decision of the committee that obligates Earlham in any way.

Section 2. Executive Committee. The Executive Committee shall have and exercise all of the authority of the Board of Trustees in the management of the Corporation's affairs during intervals between the meetings of the Board of Trustees, provided that any official action taken by the Executive Committee on behalf of Earlham or the Board (a) is consistent with existing Board policies or prior delegations of authority to it, (b) is undertaken after notice to all trustees with no trustee objecting, or (c) is reasonably required in the judgment of the Board Chair and President to protect the best interests of Earlham from prejudice. The Executive Committee shall not have the authority to amend these Bylaws. The Executive Committee shall be subject to the authority and supervision of the Board of Trustees. The Chair of the Board shall serve as the chair of the Executive Committee. The members of the Executive Committee shall

also include the Vice Chair, Chair Select, Secretary, President, and the chairs of the Board's Standing Committees except the Earlham Foundation. The Chair may invite other trustees, Officers of Earlham, or advisors to the Board or Earlham to participate in any meeting of the Executive Committee.

Section 3. Nominating and Governance Committee. Annually, at the regular Fall meeting of the Board, the Board Chair shall appoint a Nominating and Governance Committee. The Nominating and Governance Committee shall propose to the Board of Trustees the names of trustees to serve as officers of the Board. This committee also shall identify and recommend individuals to serve as WYM Approved Trustees, Alumni Trustees, At-Large Trustees, and Honorary Trustees. The committee will also recommend individuals to serve as Board Liaisons and committee advisors. This committee shall assess periodically the structure, diversity, and effectiveness of the Board and its members in performing their fiduciary and governance functions and shall make recommendations to the Board for improvements. This committee also shall be responsible for the orientation of new trustees, ongoing Board education, creating and updating Board policies, and assuring that the descriptions of the Standing Committees are periodically reviewed and updated. Additionally, this committee is responsible for the appointment of six (6) members to the Earlham Foundation Board, two (2) members to the Conner Prairie Foundation, one (1) member of the Conner Prairie Museum Board, and three (3) liaisons to the Earlham School of Religion Advisors. The Leadership Succession Subcommittee shall appoint committee chairs in the same manner as the Board Officers. The Board Chair shall appoint members of Board committees in consultation with the President.

Section 4. Academic Affairs Committee. The Academic Affairs Committee shall exercise general oversight for the quality and effectiveness of all educational policies and programs of Earlham. This committee shall meet with the Chief Academic Officer, and other representatives of the Faculty to review significant initiatives, policies, and programs, both on and off campus, affecting the College's curriculum and educational mission and to recommend actions by the Board when such actions are necessary or desired. This committee shall review and report to the Board of Trustees regarding personnel policies, including criteria for hiring, promotion, and tenure, related to all faculty other than that of the School of Religion. This committee shall review recommendations from the President regarding the promotion and tenure of individual faculty members and shall recommend to the Board of Trustees the actions to be taken on them. Tenure with respect to any specific faculty member may only be conferred by the affirmative decision of the Board. This committee shall also receive recommendations from the Faculty for action with respect to candidates for degrees and recommend to the Board the actions to be taken on them by the Board. No degree may be conferred unless it has been approved by the affirmative action of the Board.



Section 5. Property and Finance Committee. The Property and Finance Committee shall exercise general oversight for, and authority over, the prudent fiscal management of Earlham, including annual operating and capital budgets, the maintenance and construction of facilities, information technology, the issuance of bonds or other debt obligations, and the purchase, sale, lease, or encumbrance of any assets. This committee shall report at each regular meeting of the Board on the performance of operations to current budget and at each Fall meeting on the previous fiscal year's performance to budget. At least one member of this committee shall also be a member of the Investment Committee of the Board (and thus a director of the Earlham Foundation).

Section 6. Earlham School of Religion (ESR) Committee. The Earlham School of Religion Committee shall exercise general oversight for the well-being of the School of Religion and the realization of the mission of the School of Religion. This committee shall receive reports and recommendations from the President of Earlham and the Dean of the School of Religion regarding the School of Religion's operations, including the renewal and promotion of its individual faculty members, and its programs, admissions, and outreach to the Society of Friends and broader public. The committee shall recommend to the Board of Trustees any action to be taken by them. This committee shall be the primary interface between the Earlham Board and the ESR Board of Advisors. At least one trustee member of the ESR Committee shall also be a member of the ESR Board of Advisors. Recommendations for approval of ESR budgets may be reviewed and reported on by the ESR Committee, but formal recommendations for action to be taken by the Board on such budgets shall come to the Board from the Property and Finance Committee.

Section 7. Institutional Advancement Committee. The Institutional Advancement Committee shall exercise general oversight of policies and activities intended to encourage financial and other support for the College and the School of Religion. This committee shall regularly report to the Board of Trustees regarding the status and acceptance of gifts, grants, and other forms of assistance provided to Earlham, and shall recommend policies and measures to the Board of Trustees to enhance the sources and amounts of funds available to support the programs and operations of the College and School of Religion.

Section 8. College Enrollment and Marketing Committee. The College Enrollment and Marketing Committee shall exercise general oversight over initiatives, policies, programs, and resources related to student admissions, retention, and financial aid, and to the external communications, marketing, community and public relations of the undergraduate College to attract potential students, encourage support for the College, and enhance public regard and respect for the education it offers.

Section 9. Campus and Community Life Committee. The Campus and Community Life Committee shall exercise general oversight over the quality and diversity of campus co-curricular activities, including athletics, housing, counseling, and other aspects of campus and community life, as well as the resources and personnel to support desired initiatives and programs in these areas with the goal of enhancing the residential life and on-campus experience of Earlham students and retaining them until their graduation.

Section 10. Audit, Risk Management, and Compliance Committee. The Audit, Risk Management, and Compliance Committee shall exercise oversight regarding the annual audits of Earlham's books and records by independent certified accountants and the public reports and filings required to be made regarding Earlham's financial condition or operations. This committee shall exercise general oversight over the policies and procedures and compliance reporting used by Earlham to record and to report its financial affairs, student data, and other aspects of Earlham operations to any governmental agency or public body. The committee shall exercise general oversight regarding institutional risk management policies and procedure pertaining to the identification, assessment, monitoring and response to institutional risks. This committee shall have oversight for the proper handling and disposition of any "whistleblower claims" and for safeguarding Earlham against potential conflicts of interest among its trustees, Officers, and employees. This committee shall meet regularly with Earlham's outside auditors in executive session to discuss the strength and propriety of Earlham's processes for correctly processing and reporting financial transactions.

Section 11. Investment Committee. The Investment Committee of the Board shall be composed of the directors of the Earlham Foundation and they shall have the authority and responsibility set forth in the Articles and Bylaws of the Earlham Foundation and the Memorandum of Understanding between Earlham and the Earlham Foundation. The chair of this Committee shall be the President of the Earlham Foundation. This committee shall have the responsibility, subject to the Board's authority, to manage in a prudent manner the endowment and quasi-endowment funds entrusted to Earlham for current and future needs of the College and School of Religion. Earlham shall elect to be governed by the provisions of the Uniform Prudent Management of Institutional Funds Act. At least one member of the Property and Finance Committee shall be a member of this committee and appointed by the Board as a director of the Earlham Foundation.

Section 12. Diversity, Equity, and Inclusion Committee. The Diversity, Equity, and Inclusion (DE&I) Committee shall exercise general oversight for any Earlham

initiatives, policies, programs, hiring policies and practices, training, and resources, that impact the perpetual growth towards a more diverse, equitable, and inclusive environment which is both reflective and supportive of students. The DE&I Committee will review all components of Earlham, including the undergraduate college, ESR, and graduate programs, on matters that impact this work and monitor progress in each area. This committee shall receive reports from relevant Earlham committees and ESR and senior staff with formal DE&I responsibilities, as well as student leaders of campus affinity groups and members of Earlham staff, as needed. This committee will advise the Nominating and Governance Committee on matters related to diversity, equity, and inclusion with respect to Board membership and governance.

Section 13. Presidential Support and Evaluation Committee. The Presidential Support and Evaluation Committee of the Board shall be composed of the Chair of the Board, who shall also serve as Chair of this committee, and at least three (3) other trustees designated by the Chair of the Board in consultation with the Vice Chair of the Board. The President may not be a member of this committee in any capacity. This committee shall work with the President to establish operational and financial goals. Such goals will be presented to the Board for review and approval. The committee shall conduct an annual performance review of the President. Furthermore, the committee shall annually review all aspects of the President's compensation and shall make recommendations to the Board of Trustees regarding the amount and terms of the President's compensation. The compensation of all other Earlham Officers shall be determined by the President and reported to this committee upon request of the Board Chair.

Section 14. Other Committees. The Board of Trustees may establish such other committees as it desires to accomplish the goals and conduct the programs of Earlham without amendment of these Bylaws, provided that no such committee shall be considered a Standing Committee of the Board without express designation by the Board as such. Each such committee shall have the purview and responsibility prescribed for it by the Board. Members of such committees need not be limited to members of the Board.

Section 15. Diversity Equity, and Inclusion. Each Standing Committee of the Board will regularly review and track Earlham's progress on matters of diversity, equity, and inclusion pertaining to the areas for which the Committee has oversight responsibilities.

Section 16. Committee Operations. Each Standing Committee shall be composed of at least three (3) trustees. Attendance at a committee meeting by two (2) or more trustees shall constitute a minimum quorum to conduct the committee's business at

such meeting, except that a quorum for the Executive Committee requires the attendance of at least five (5) trustees. In the absence of a chair of a committee at a particular meeting, the chair of the committee or the Board Chair may designate another trustee to chair that meeting. Committees may meet at such times and places as each committee deems appropriate provided that reasonable advance notice of any meeting is provided to all committee members. Each Standing Committee shall identify and regularly meet with the Earlham Officers or representatives with primary responsibility for the subject matters coming before it and may invite such other observers from the Earlham community to attend any portions of its meetings that the committee deems desirable.

Section 17. Retention of Board Authority. No committee of the Board, including any Standing Committee, shall be empowered to take any action or to make any decision in lieu of the Board of Trustees, except the Executive Committee and the Investment Committee as provided in these Bylaws.

## **ARTICLE V Earlham Foundation**

The Earlham Board of Trustees shall appoint six (6) of the nine (9) members of the Earlham Foundation's Board of Directors. The Foundation directors appointed by Earlham's Board of Trustees shall serve for two-year terms, and for no more than five (5) consecutive terms, with all terms beginning on January 1 and ending on December 31. The Foundation Board serves as the Investment Committee of the Earlham Board.

## **ARTICLE VI Indemnification**

Section 1. Indemnification by Earlham. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a Trustee, Honorary Trustee, committee advisor, Board Liaison, Officer, employee, or agent of Earlham shall be indemnified by Earlham against all liability and reasonable expense (including attorneys' fees and disbursements) that may be incurred by the person in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article VI to have acted in good faith, in what the person reasonably believed to be the best interests of Earlham (or, in any case not involving the person's official capacity with Earlham, in what the person reasonably believed to be not opposed to the best interests of Earlham) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the person's

conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). Despite the preceding sentence, however, Earlham shall not be required to indemnify any such person in connection with any claim, action suit or proceeding initiated by that person. The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VI.

Section 2. Definitions.

- (a) As used in this Article VI, the terms “claim, action, suit, or proceeding” shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of Earlham, any other corporation, or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, in which a person (or the person’s heirs or personal representatives) may become involved, as a party or otherwise:
- (i) By reason of the person being or having been a Trustee, Honorary Trustee, Officer, employee, or agent of Earlham or of any corporation where the person served as such at the request of Earlham, or
  - (ii) By reason of the person acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where the person served as such at the request of Earlham, or
  - (iii) By reason of any action taken or not taken by the person in any such capacity, whether or not the person continues in such capacity at the time such liability or expense shall have been incurred.
- (b) As used in this Article VI, the terms “liability” and “expense” shall include, but shall not be limited to, attorneys’ fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- (c) As used in this Article VI, the term “wholly successful” shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against the person, (ii) approval by a court, with knowledge of the indemnity herein provided, of

a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal counsel, which may be regular counsel of Earlham or other disinterested person or persons, in either case selected by the Board of Trustees, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in Section 1 of this Article VI and (b) the Board of Trustees, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which the person relies for indemnification. Earlham shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings that is within the possession or control of Earlham.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VI shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, the Board of Trustees may, at any time and from time to time, approve indemnification of Trustees, Honorary Trustees, Officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by Earlham, (whether or not a disinterested quorum exists) prior to the final disposition thereof, upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless the recipient is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Trustees is authorized and empowered to purchase insurance covering Earlham’s liabilities and obligations under this Article VI and insurance protecting the Earlham’s trustees, Officers, employees, agents, or other persons.

## **ARTICLE VII Contracts, Checks, Loans, Deposits, and Gifts**

Section 1. Contracts. The Board of Trustees may authorize one (1) or more Officers, agents, or employees of Earlham to enter into any contract or to execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Trustees, no Officer, agent, or employee shall have any power to bind Earlham or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by Earlham shall be signed by such person or persons as the Board of Trustees may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Trustees, no loan shall be made by or contracted for on behalf of Earlham, and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances. Earlham shall not lend money to or guarantee the obligations of any Officer or trustee of Earlham.

Section 4. Deposits. All funds of Earlham shall be deposited to its credit in such bank, banks, or depositories as the Board of Trustees may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Trustees may accept on behalf of Earlham any gift, bequest, devise, or other contribution for the purposes or benefit of Earlham on such terms and conditions as the Board of Trustees shall determine.

## **ARTICLE VIII Amendments**

The power to make, alter, amend, or repeal the Bylaws is vested exclusively in the Board of Trustees; provided, however, that any amendment shall be consistent with the Articles of Incorporation and that notice of any proposed Bylaw amendment be given no less than thirty (30) days prior to the meeting of the Board of Trustees at which such proposed amendment is to be considered stating the purpose of the meeting is to consider a proposed amendment to these Bylaws and containing or accompanying a copy or summary of the proposed amendment or otherwise stating the general nature of such proposed amendment.

## **ARTICLE IX Conflicts of Interest**

Section 1. Disclosure. Any actual, apparent or potential conflict of interest of any trustee shall be disclosed in the manner set forth in a written policy on conflict of interest approved by the Board. Each trustee shall annually sign and submit to the Board Secretary the disclosure statement required by Board policy.

Section 2. Disqualification. A trustee who has an actual, apparent or potential conflict of interest with respect to any matter being acted on by the Board shall not participate in the discussions or action of the Board with respect to that matter.

Section 3. Notice. New trustees shall be advised of the Board's conflict of interest policy and provided with a copy thereof no later than at the first Board meeting they attend.



## **The Consensus Process at Earlham**

*Adapted from the 1977-78 Earlham Student Handbook*

At Earlham the most effective group decisions are made when individuals understand and appreciate the differences between parliamentary procedure and Quaker consensus.

Consensus is not based on the concept of one person/one vote majority rule. Decisions are not made by a majority that can override opposition. No votes are taken; there is no room for partisan politics or political maneuvering. Opinions should not be formed before group dialogue on an issue has begun. Consensus does not assume full participation of every person within a community in each decision, but utilizes the delegation of responsibility to groups or individuals.

### **Group Deliberation and Shared Insight**

Consensus is a group deliberation process based on the assumption that all who participate in the process are eager and open to finding a basis for right action. Group members' devotion to group deliberation and shared insight should be greater than to their own opinions on a matter. Opinions, facts and insights should be presented, "not in argument or debate, not deliberately criticizing a previous contribution, but as a statement of truth, as seen by the speaker. Everyone participating in the consensus process must want a decision and be open to new truth."

It is important in the consensus process that all members are given an opportunity for a full expression of their views. The process places particular weight and emphasis on a person's ability to perceive and articulate the moral basis for the proposed judgment. Discussion is frequently long and the discovery of an expression to which all can give approval evolves slowly.

### **Sense of the Meeting**

In consensus, the clerk or convener of the meeting tries to be sensitive to the various expressions and trends in the discussion and tries to articulate what they are. It is his/her responsibility to gather and state what they believe to be the sense of the meeting. "Decisions do not in the end depend on the particular knowledge and wisdom of certain outstanding leaders but on a gathered insight in which the whole meeting is unified. The sense of the meeting is not derived according to numbers alone, but also according to the recognized experience, insight, knowledge and involvement of the

group members. This matter of sense of the meeting is fundamental to the Quaker method."<sup>3</sup>

At Earlham, as in any decision-making group, the way is not always open for all to give approval or consent. At this point, the clerk has several options.

1. It may be necessary to postpone action through a period of quiet worship and reflection or even to a later meeting to allow judgment to mature. By doing so, the status quo remains operative. Persons who feel that their moral grounds for resisting consensus are compelling for them but not for the group as a whole may choose to stand aside, allowing the group to proceed or an individual or group may be released to follow his/her or their own guidance in the matter.
2. The clerk of the meeting may review and examine the moral grounds given for dissent. The group may decide that these ground are not substantial, and thus allow the group to act even when it is divided. But this is a rare occurrence taken only after long and compassionate efforts to find other alternatives.

The consensus process creates decisions by seeking unity and concurrence on right actions. No participant in a group using this process to exercise its responsibility for making a recommendation or a decision can say he or she was not a part of the recommendation or decision made by the group. Consensus assures that decision making relates to and arises from basic policies and principles and that these fundamentals are reviewed each time an action is taken to see if there is a correspondence between the principles and the practice of the Earlham community.

### **Consensus Decision-Making and the Spirit of Consensus**

*From Nelson Bingham, Barbara Caruso, Sara Penhale and Tom Kirk,  
Former Clerks of the Faculty, "Governance Working Document," April 2002*

It may be useful to distinguish (though perhaps not to separate) consensus decision-making and the spirit of consensus. Not every action must result from achieving broad general agreement from everyone in the institution: designing a department's curriculum, for example, or deciding exactly where to place a new building. Consultation on everything that affects the educational and spiritual goals of the college, however, should exemplify openness, respectful listening, the spirit of

---

<sup>3</sup> Selleck, George. Principles of the Quaker Business Meeting, Friends United Meeting, Richmond Indiana, n.d.

consensus. The more important a decision is in its implications and scope (for example, appointing a president or dean) the greater our responsibility to achieve wide consultation, though the final decision would be with the Board or with the president, informed by such consultation.

## **The Faculty and Curriculum**

There are two faculties at Earlham. These are:

- **Earlham College Faculty**, which comprises the teaching and administrative faculty of the B.A. program and the Graduate Programs in Education, and
- **Earlham School of Religion Faculty**, which comprises the teaching and administrative faculty of the School of Religion.

The Faculty exercise their responsibilities to the college through committees and in Faculty Meetings.

As indicated in the Earlham Bylaws, the Chief Academic Officer, under the general direction of the President and working closely with faculty committees and representatives, is responsible for all matters of personnel management affecting the teaching faculty, including the recruitment of faculty and the processes for appointment, retention, promotion, and tenure.

The Chief Academic Officer is also responsible for working closely with the faculty on the development of educational policy and curriculum strategy, and with the Chief Financial Officer/Treasurer, for the development of departmental and program budgets.

The Dean in the Earlham School of Religion, also an officer of Earlham, develops, coordinates and oversees educational policy and curriculum in the School of Religion with an Associate Dean.

### **Faculty Meetings**

Faculty Meetings exercise the plenary power<sup>4</sup> of the faculty. In the conduct of business, they make decisions and formulate recommendations through a process of consensus decision-making. Each Faculty Meeting may delegate its responsibilities to committees they create.

#### *Earlham College Faculty Meeting*

**Who attends:** Teaching and administrative faculty in undergraduate College and the Graduate Programs in Education

---

<sup>4</sup> Plenary power describes the full, unqualified authority granted to a body to take action on a particular issue or issues.

**When:** Every other Wednesday, 1:00 to 2:20 p.m.

**Location:** Stout Meetinghouse.

*The Clerk distributes a schedule at the start of each semester. An observer from the Staff, student government, and student newspaper are generally welcome.*

### ***ESR Faculty Meeting***

**Who attends:** Teaching and administrative faculty in the School of Religion

**When:** Typically on a Monday, as needed

**Location:** DeCou Classroom in the School of Religion

*Faculty meetings occur typically on Mondays but on an irregular schedule.*

### **Clerk of the Faculty Meeting**

“In Quaker-based organizations (such as Earlham) and Friends Meetings, the person who convenes the consensus process is called the ‘clerk of the meeting.’ Because the modern use of the word ‘clerk’ has connotations that do not reflect the robust leadership role of this position, the term facilitator is often used in other settings. [The clerk’s] job is to recognize common themes of agreement as well as to identify differences and conflicts. [The clerk serves] the group by advocating the process of consensus rather than promoting a particular position, including a personal one.”

–“The Facilitator or Clerk in the Consensus Process.”

*Building Consensus: Conflict and Unity.* Richmond, IN: Earlham (2001), p. 25

At Earlham, the clerk sets agendas for and presides over Faculty Meetings. The clerk also has the responsibility for articulating the “[sense of the meeting](#).”

### ***Earlham College Faculty Meeting***

*The Clerk* sets the agenda and presides at Faculty Meetings. The Clerk also works with the Recording Clerk on minutes of the Faculty Meeting. The Clerk convenes Convenors Lunch and attends Board Meetings on behalf of the Faculty. Term is one year, with a possible one-year extension, as indicated in the Earlham Bylaws.

The *Recording Clerk* of the Faculty records faculty discussion and action, notifies all involved when faculty action has been taken, maintains faculty minutes, and notifies faculty committees of reports and evaluations which are to be made to the faculty meeting. Term is one year, with a possible one-year extension.

***ESR Faculty Meeting***

The **Presiding Clerk** collects reports from faculty committees and schedules them for consideration at Faculty Meetings as requested. Term is one year, with possible one-year extensions.

The **Recording Clerk** records faculty discussion and action, and maintains faculty minutes. Term is one year, with possible one-year extensions.

## College Committees

Earlham College's governance processes are usually open and participatory. The college encourages contributions from teaching and administrative faculty, students, and hourly staff. Contributions generally occur through committees, which offer consultation and advice on various aspects of institutional operations.

**Standing committees**, or "faculty-administrative committees,"<sup>5</sup> originate and are laid down through formal faculty action. In acting to create a standing committee, the Faculty will establish the charge for the committee, its composition, and the manner of appointment or election.

**"Self-perpetuating committees"** originate by a variety of means, though usually at the formal initiation of the President of the College or the Provost. Their members are not appointed by recommendation of the Nominating Committee to the faculty meeting. The activities of these committees seem to cease when common sense dictates.

From time to time, either the President or the Faculty may create **ad hoc committees** to accomplish special purposes. The charge and composition of these ad hoc committees are stated when they are created, and these ad hoc committees are dissolved when they complete the task for which they were created.

In the undergraduate college, the Faculty elect members for the Nominating Committee and Faculty Affairs Committee. For all other college committees, as well for the Clerk and the Recording Clerk, Faculty are appointed through the nomination and appointment process described below.

Visit <https://earlham.edu/about/leadership-and-governance/standing-committees/> for committee membership or write to [nomcom@earlham.edu](mailto:nomcom@earlham.edu).

### Committee Conveners

At Earlham, Committees are organized by Conveners and not chairs. All committee conveners prepare and circulate agendas to the committee membership prior to each meeting. Conveners are also responsible for *calling the meeting* – or gathering the committee members together to do their work. The Convener presides at committee meetings and is responsible for discerning the "[sense of the meeting](#)" (or the outcome) in decision-making. The administrative faculty to whom a committee offers advice

---

<sup>5</sup> Definitions for "faculty-administrative committees" and "self-perpetuating committees" are taken from "A synopsis of committees: functions and compositions," May 18, 1983 (FM 4-24-1983)

should not convene the committee. Conveners may, from time to time, deliver reports to the Faculty Meeting.

## **Function and Composition of Committees**

“Ex-officio” status is one who serves on a committee by virtue of their position. An ex-officio member of the committee ought not serve as the convener of that committee. This is especially important in those situations where a committee acts in an advisory capacity to the member holding that office.

The normal term of a faculty appointment to a college committee is three years. Exceptions are designated under the appropriate committees. The Nominating Committee occasionally recommends appointments for periods that differ from the normal term. These exceptions are usually in response to cases in which filling midterm vacancies would compromise continuity or schedule future simultaneous terminations of a majority of the faculty on a committee.

The unqualified term “faculty” when used in the composition of a committee refers to the entire pool of Teaching Faculty and Administrative Faculty from which we draw nominees. Under some committees, the pool is more specifically limited to subsets by Division, by Administrative or Teaching, etc.

Within the terms of their charge, committees may create ad hoc sub-committees to further their work. Final decisions or recommendations should be made by the full committee.

The President is an ex-officio member of all college committees.

There are student members of all college committees except for committees that make decisions about student standing, committees that are involved in making judgments about individual members of the faculty or staff. Student members of committees are chosen through Student Government nominating procedures.

When staff members are included on a committee, they are selected by the Employee Council.

Faculty, student and staff members of committees are of equal status and, unless otherwise stated, may participate in forming a consensus or serve as convener.



## **Committees With Institution-wide Responsibility**

### *Committee on Assessment and Accreditation*

The Committee on Assessment and Accreditation is responsible for guiding and coordinating assessment efforts for both academic and co-curricular activities at Earlham. In order to present evidence and build arguments to support ongoing institutional developments, strategic planning, and accreditation processes, the committee shall receive regular reports from academic and co-curricular units and provide advice and guidance on:

1. methods to assess student learning outcomes
2. protocols for the assessment of quality and impact of majors/minors and co-curricular activities
3. periodic assessment of general education student learning outcomes (in conjunction with the Curricular Policy Committee)
4. Academic Departmental and Program 5-year reviews

It is the responsibility of the Assessment Committee to document assessment driven decisions and actions for the Earlham community as well as for the Higher Learning Commission's requirements for Accreditation.

### *Diversity Progress Advisory Committee*

The Diversity Progress Advisory Committee advises the college's senior diversity officer regarding issues related to diversity, equity, inclusion, and justice, providing perspectives from across the community. The committee periodically reviews and revises DEIJ policy. It also serves as a conduit for community ideas regarding diversity, equity, and inclusion (e.g., holding regular listening sessions). The committee reports to the Faculty Meeting, Staff Meeting, and Earlham Student Government as a matter of information, to keep all community members updated.

### *Employee Council*

Employee Council provides a communication link between staff employees and the College. The seven-member committee is to serve as a staff nominating committee when needed and to allocate staff Professional Development Funds in response to employee requests. The members are elected by the staff as each three-year term expires.

### ***Sustainability Progress Committee***

The Sustainability Progress Committee recommends college sustainability priorities, tracks progress on the Earlham Sustainability Plan, leads sustainability planning, and coordinates with the Sustainability Office. It also serves as a conduit for community ideas regarding sustainability policies. The SPC reports to the Faculty Meeting, Staff Meeting, and Earlham Student Government as a matter of information, to keep all community members updated.

### ***Welfare Advisory Committee***

Charge: Advises the Director of Human Resources and Operations, Vice President for Finance and Operations, and President regarding faculty and staff welfare policies (e.g., insurance programs, benefits, general salary scales, retirement programs, tuition remissions, wellness initiatives), providing perspectives from across the community. Serves as a conduit for community ideas regarding faculty and staff welfare policies. Some committee recommendations might be reached after studying grievances of faculty and staff members, but the committee will not serve as an advocate in any individual's grievance case. Reports to the Faculty Meeting and Staff Meeting, as a matter of information, to keep all employees updated.

Membership: Two teaching faculty, two administrative faculty, two hourly staff, Vice President for Finance and Operations; Director of Human Resources and Operations; an ESR employee, appointed by the Dean of ESR.

## **Undergraduate College and Graduate Programs in Education**

### ***Process for Nomination and Appointment***

*Excerpt from Communication to the Faculty, March 24, 2023, from Emmett Smith, on behalf of Nominating Committee*

Nominating Committee weighs many factors when considering nominations and takes great care to select persons the committee believes are good candidates. This includes incorporating feedback from our annual interest survey, where community members indicate their interest or willingness to serve on committees or in specific positions. Beyond this interest sheet, Nominating Committee discusses the capabilities of candidates to ensure they will work well in the committee or position in which they are being asked to serve. The committee also considers the current composition of each committee with special attention to diversity, equity and inclusion. All names brought forward for nomination are discussed and vetted by the committee.

If the candidate is willing to serve, the convenor of the Nominating Committee will inform the Faculty Clerk that a nomination is to be brought to the Faculty Meeting. The Faculty Clerk informs the convenor when the nomination will appear on the Faculty Meeting agenda.

The convenor of the Nominating Committee informs the faculty before the meeting, via email, of the nominations it intends to bring to the meeting in order that members of the faculty can contact the Committee with any questions, comments or concerns. The Committee protects the confidentiality of all comments.

The Committee reviews and discusses any feedback. If multiple faculty members raise concerns about a nominee, the Nominating Committee may inform the Faculty Clerk of the need to postpone to allow for further deliberations. On rare occasions, deliberations may lead to a decision to seek a different candidate for the position. In such instances, a member of the committee will meet with the initial candidate to inform them that they will not be nominated.

#### *Academic Advisory Committee*

The Academic Advisory Committee evaluates the academic performance of students, and in particular, makes decisions in regard to questions of academic standing or dismissal for students who have not maintained a satisfactory level of scholastic performance. It also serves as a resource for students on probation and final probation toward improving academic standing.

#### *Admissions and Financial Aid Advisory Committee*

Charge: Advises the Vice President for Enrollment Management regarding admissions and financial aid, providing perspectives from across the community. Serves as a conduit for community ideas regarding admissions and financial aid. Reports to the Faculty Meeting, Staff Meeting, and Earlham Student Government as a matter of information, to keep all community members updated.

#### *Budget Advisory Committee*

Charge: Advises the Vice President for Finance and Operations regarding the college budget and decisions that impact college finances, providing perspectives from across the community. Reviews predictive models of the college budget and financial assessments of proposals under consideration and evaluates budgets and projects during and after implementation. Serves as a conduit for community ideas regarding

budgeting and other fiscal issues. Reports to the Faculty Meeting, Staff Meeting, and Earlham Student Government as a matter of information, to keep all community members updated.

### *Campus Life Advisory Committee*

Charge: The Campus Life Advisory Committee (CLAC) advises the Dean of Student Life regarding cocurricular life policies, providing perspectives from across the community. CLAC oversees periodic revisions of the Earlham College Community's Principles and Practices. It also serves as a conduit for community ideas regarding cocurricular life policies. CLAC reports to the Faculty Meeting, Staff Meeting, and Earlham Student Government as a matter of information, to keep all community members updated.

### *Curricular Policy Committee*

Charge: The Curricular Policy Committee provides oversight of the on-campus and off-campus curriculum. It studies, formulates, and proposes policies and curricular opportunities involving the educational operations of the College (e.g., new majors, revisions to the daily/weekly calendar). It also reviews and proposes courses and modifications to existing programs in the academic curriculum (e.g., suggests needed courses, approves proposed courses, approves revisions to majors and minors, and approves individual education programs not usually recognized by the College). The CPC oversees, reviews, and proposes General Education requirements and policies. The CPC should be consulted on all curricular affairs that have policy implications.

### *Earlham Events Committee*

Charge: The Earlham Events Committee works with the Events Coordinator to envision and design the pattern of major events, including Convocations, sponsored by Earlham. The committee should seek community input so that a variety of events are offered to meet varied curricular and social needs. The committee will work closely with the Visual and Performing Arts faculty, the Marketing and Communications Office, and other groups responsible for particular events or with overall responsibilities for which public events are important.

### *Faculty Affairs Committee*

The Faculty Affairs Committee serves as an advisory committee to the President for such faculty matters as promotion, tenure, termination and dismissal.

### *Faculty Interview and Search Committee*

The Faculty Interview and Search Committee serves as an advisory committee to the president for matters of faculty hiring and appointments.

### *GLCA Academic Council*

Represents the College faculty at the GLCA meetings to share curriculum changes, and challenges, and to learn about national trends in curriculum.

### *Grievance Council*

The Grievance Council functions to hear disputes as outlined in Earlham College's Discrimination and Harassment Grievance Procedures. It also functions as support for Earlham's Ombudsperson. The role of this council is to hear and mediate "informal" complaints face to face with the concerned parties either together or separately, as appropriate and in collaboration with the Ombudsperson, and to hear "formal" complaints as outlined in the Harassment and Grievance Policy. The Council will be trained in the necessary skills needed to resolve conflicts directly and assist parties in developing conflict resolution strategies for future conflicts. One member of the Council shall act as convener. The convenor ensures that all members receive training and assists in selecting members to hear complaints.

### *Nominating Committee*

The Nominating Committee nominates, for faculty approval, members to all standing committees except those elected directly by the faculty, that is Nominating and Faculty Affairs committees. It nominates, for faculty approval, members to other committees when requested to do so by the appropriate committees; nominates the clerk and recording clerk of the faculty; prepares and maintains a record of all committee assignments, including terms of service of the members; conducts elections for Nominating and Faculty Affairs committees; supervises and encourages the periodic pruning of the committee structure of the College; consults with the president and/or Dean of the Faculty regarding appointments to ad hoc committees; and consults with the various committees and individual faculty members concerning the composition and function of committees.

***Professional Development Fund Committee***

Recommends the awarding of funds to teaching and administrative faculty to facilitate professional development related to teaching, artistic production, and scholarship.

***Social Conduct Council and SCC Faculty Pool***

Charge: SCC hears cases of alleged social and academic violations assigned to them by the Judicial Advisor (Academic Dean). It determines responsibility for such violations and assigns sanctions appropriate to the circumstances. This body has jurisdiction over all very serious violations, where the sanctions would likely include suspension from the non-academic life of the College, suspension from the College or expulsion from the College. It also hears appeals arising out of SJC decisions.

***Student Conduct Council***

Charge: SCC hears cases of alleged social and academic violations assigned to them by the Judicial Advisor (Academic Dean). It determines responsibility for such violations and assigns sanctions appropriate to the circumstances. This body has jurisdiction over all very serious violations, where the sanctions would likely include suspension from the non-academic life of the College, suspension from the College or expulsion from the College. It also hears appeals arising out of SJC decisions.

***Student Faculty Affairs Committee (SFAC)***

The Student Faculty Affairs Committee serves as an advisory committee to the President for such faculty matters as promotion, tenure, termination and dismissal. SFAC works closely with FAC.

***Student Search and Interview Committee (SSIC)***

The Student Search and Interview Committee serves as an advisory committee to the president for matters of faculty hiring and appointments for all teaching faculty members who will teach full time for one full year or more. SSIC works closely with FISC.

## **Graduate Programs in Education**

### *Assessment Committee*

Assessment Committee members include alumni, local educators, and Earlham undergraduate faculty partners. The Assessment Committee meets at the end of the Fall and Spring semesters to discuss key assessments, secondary assessments, and the data those assessments provide. The Assessment Committee gives feedback based on the data, as well as ideas about how to improve programs or processes, that G.P.E. faculty then implements.

### *Advisory Board*

Advisory Board members include alumni, local educators, and Earlham undergraduate faculty partners. Advisory Board meets at the end of the Spring semester, unless a special meeting needs to be called for input on a time-sensitive and substantial matter. Advisory Board receives updates about enrollment, curriculum changes, student teaching progress, and alumni developments. Additionally, the Advisory Board is consulted on decisions that impact the program significantly, and their feedback is implemented by G.P.E. faculty.

### *Educators of Color Alumni Committee*

Educators of Color Alumni Committee members include alumni from Black, Indigenous, Latinx, Asian or other racial or ethnic backgrounds that have been historically oppressed in education. E.C.A.C. meets at the beginning of the Fall and Spring semesters and receives updates about enrollment, curriculum changes, student teaching progress, and alumni developments. Additionally, E.C.A.C. gives feedback on recruitment, retention, and alumni support processes. E.C.A.C. is also heavily involved in the fundraising process for our Teachers Like Us Scholarship for M.A.T. students from racial and ethnic backgrounds that have been historically underrepresented in education.

## **Earlham School of Religion**

### *Admissions Committee*

Reviews applications by prospective students as they come in, and makes recommendations as to whether the prospective students should be accepted.

***Assessment Committee***

Analyzes artifacts from capstone courses, internal & external data to review each of the degree programs: Master of Divinity; academic Masters of Arts; Master of Arts in Peace and Social Transformation; Master of Arts in Theopoetics and Writing. On the basis of its analysis, it makes recommendations about the curriculum to the Faculty Meeting for Business, and follows up to track the school's actions on these recommendations. Engages in meta-assessment (analyzing the effectiveness of the assessment process).

***Common Meal Committee***

Plans the program and calendar for once-a-week "common meals" for the entire seminary community. These common meals are held when the seminary is in session.

***Diversity Committee***

The Diversity Committee is charged with guiding Earlham School of Religion in its efforts to become a more diverse and inclusive seminary community. The committee will address: specific plans to recruit a more diverse pool of applicants for students and employees; the development and greater promotion of minority scholarships; the gap between formal policies and informal knowledge; better onboarding for employees and students; the legalities of hiring and interviewing; ongoing training and conversation around white fragility and white privilege; continuing work on curriculum and pedagogy; establishing support systems for minority students; engaging minority alumni.

***Faculty Search***

With the advice of the Faculty meeting and administrators, it formulates job descriptions. It oversees the advertisement of these jobs. It considers the applications that come in, utilizing the standards put forward by the diversity committee, among other considerations. It assembles the short list of candidates to be brought to campus. It oversees the campus visits, gathers evaluations of the candidates, and leads the discussion in faculty meetings that lead to a candidate recommended to be invited to fill the position. This is an elected committee.

***Grievance Committee***

Follows and administers grievance policies as set by ESR and Earlham. Oversees the processes related to actual non-sexual grievances brought forward by any member of the seminary community.



### ***Information Technology***

Addresses the technology needs in classrooms; among faculty and staff; among students.

### ***Joint Library***

Addresses any library issues, including acquisition and accessibility, related to the seminary communities of ESR and Bethany.

### ***Joint Retreat***

Plans retreats for faculty. Some retreats are for ESR faculty alone, while others include faculty from both seminaries. These occur once or twice per year.

### ***Review Committee***

Teaching and administrative faculty are periodically reviewed as to the effectiveness of their work at ESR. This committee oversees these periodical reviews, gathering evaluations from other faculty, students, alumni, and outside reviewers who know these faculty.

### ***Sexual Harassment***

ESR follows Earlham College's Sexual Harassment Policy Violations Grievance Procedures as administered by the Title IX Coordinator. ESR's Grievance Officer is the liaison with the Title IX Coordinator.

### ***Supervised Ministry***

Addresses students' readiness for ministry. Oversees the process for the students to set up their year-long supervised ministry program, including the kind of ministry that they will engage in, the site for that ministry, and the theological and site supervisors.

### ***Worship***

Exercises oversight of Meetings for Worship and of worship issues. When the seminary is in session, Meeting for Worship occurs on a weekly basis. The Worship Committee's oversight includes the place of worship in our community life, the quality of worship, and educating the community about worship. The Committee facilitates and supports

*Employee Guide to Earlham College Governance*

members of the community in planning and leading Meetings for Worship. The committee coordinates the timing of joint worship services and special events with other ESR and Bethany committees to avoid scheduling conflicts.

## **Bachelor of Arts Degree Program**

### **Academic Divisions, Departments, Programs**

#### *Academic Divisions*

Divisions are groups of disciplinarily related Departments. The Divisions are Humanities, Natural Science, Social Science and Fine Arts. While some Academic Divisions organize themselves regularly for business, Academic Divisions have no formal responsibilities in the governance structure.

Academic Divisions are available for consultation on matters that particularly affect them. Academic Divisional representation is used in the nominating process to ensure an array of disciplinary perspective on committees where this is deemed important.

#### *Academic Departments*

Academic Departments and interdisciplinary programs are the planning units responsible for Departmental Majors and Minors and for filling in the staffing and curricular details of the academic program in specific subject areas. In regular Unit Reports submitted to the Chief Academic Officer, Academic Departments develop the curricular offerings and staffing arrangements for these offerings. Academic Departments operate within the framework of policies established by the Faculty through the Curricular Policy Committee, and by the President through the authorization of tenure lines. Academic Departmental recommendations concerning the curriculum are directed to the Faculty also through the Curricular Policy Committee.

Academic Departments and interdisciplinary programs also have specific responsibilities for recommendations concerning hiring, contract renewal, and tenure of faculty. These recommendations are made in accordance with Section E of the Faculty Handbook.

#### *Academic Programs*

Academic Programs function in the same manner as Academic Departments with regard to the academic program, with specific responsibility for Interdisciplinary Majors and Minors. Those Academic Programs that are the primary appointment for individual members of the faculty function in the same manner as Academic Departments with regard to hiring, contract renewal, and tenure of these faculty.

## **Graduate Programs in Education**

The Graduate Programs in Education offer the degrees of Masters of Arts in Teaching (M.A.T.) and Masters of Education (M.Ed.).

Earlham's M.A.T. program is an 11-month program that leads to a master's degree and an Indiana teaching license (grades 5-12). The program offers licensure in social studies, English/language arts, mathematics, science, modern foreign languages, music, art, physical education, business, computer science, journalism, and theater at the middle and high school levels.

Earlham's M.Ed. program is for college graduates who want to enter or further their career in education. Like the M.A.T. program, the M.Ed. program leads to a master's degree, but it does not lead to additional licensure.

## **Earlham School of Religion**

Rooted in the Christian Quaker tradition of contemplation that inspires action, Earlham School of Religion prepares theologically diverse students for a pluralistic world. Our curriculum unites spiritual formation, academic study, social engagement and vital ministry.

### **Degree Programs**

**Master of Divinity:** The M.Div. degree prepares you to exercise broad competency in ministry through foundational and practical studies that are deep, rigorous, and adaptable to your interests and concerns.

**Master of Arts in Religion:** A scholarly companion to the M.Div., an M.A. in Religion allows you to hone your research skills, follow a career in parochial or Quaker education or pursue doctoral studies.

**Master of Arts in Peace and Social Transformation:** This degree provides theological education and practical experience enabling you to pursue ministries of social change.

**Master of Arts in Theopoetics and Writing:** This degree empowers you to write and think at the intersection of creativity, faith and meaning through written communication and other media that bring spirituality into public conversation with the whole of life.

### **Certificate Programs**

**Bivocational Ministry:** Provides you with training in general ministry from a bivocational perspective.

**Entrepreneurial Ministry:** Equips you with organizational support to enact new solutions to generational problems and current conundrums.

**Quaker Studies:** Explores Quakerism to enrich your own ministry or to support your vocational goals.

**Writing as Ministry:** Expands your gift of the written word to a vital form of ministry.

**Spiritual Formation:** Explores a Seminary education rooted in Quaker thought and practice.

## **Administrative Policy Review and Approval**

(Approved by the President, May 2022)

The Earlham Board of Trustees bears final and ultimate responsibility for the operations, activities and property of the college. Through its by-laws, the Board delegates to the President, certain officers, and the Faculty particular responsibilities. The President's authority is vested through the Board of Trustees and includes responsibility for all educational and managerial affairs.

This policy describes the process by which new administrative policies are recommended, reviewed, approved and implemented at Earlham College. The President is ultimately responsible for reviewing and approving all college policies, though certain elements of this policy may be administered by members of the campus community at the invitation of the President. In some cases, the added approval of the Board of Trustees is required.

The Faculty has delegated to the Curricular Policy Committee the responsibility for reviewing, amending, and advancing new or amended Academic Policies.

### **Policy Creation, Modification, and Approval**

Earlham's governance system encourages wide consultation about policies and procedures.

The Chart of Responsibility details the committees, units, and positions with general responsibility for oversight and implementation of certain college policies.

The policies aim to be equitable and fair to both the College and to its employees. The decision-making processes of the College includes a special attention to the consultation leading to the formation of consensus, as well as the special role of the President and Board of Trustees who, in addition to being part of the consultation and consensus process, have independent decision-making authority.

#### ***Process for Recommending New Policies***

The following procedures should be applied to policies requiring the endorsement of the College Cabinet, which acts on the behalf of the president to manage the operation of the College:

1. Earlham community members who wish to recommend new policies or revisions to existing policies should make those recommendations to the responsible party

or committee indicated in the Chart of Responsibility.

2. If a community member is unclear as to the responsible party, they are encouraged to contact a member of Cabinet or the Office of the President for direction.
3. Where a recommended policy addresses issues, concerns or procedures in the purview of an existing Responsible Party, community members should consult with and seek support of that Responsible Party prior to submitting the policy to Cabinet for review. In some instances, consultation with community members outside of an existing committee may be necessary to gauge community response to a recommended change in policy or procedure.
4. When appropriate, the President may choose to delay adoption of a policy for a broader period of community feedback. In such cases, the proposed policy is shared electronically with the campus community along with an electronic survey instrument, for a period of thirty (30) days before any final action is taken.
5. Comments from the community will be considered by the President and/or the President's Designee(s) for inclusion in the policy.
6. After 30 days, the final policy can be approved and adopted for implementation. The campus community will be informed of the final approval/adoption and posting location of the policy for reference.

### ***Interim Policies***

Under extraordinary circumstances, a situation may arise in which a college-wide, administrative policy must be established and the time required to take action does not accommodate the methodology outlined above. In those rare instances, as the chief executive officer and the administrative leader of the college, the President, in consultation with the Cabinet, may establish an interim policy. Such instances include:

- If the policy is required by law or has legal or financial implications for compliance
- If the policy is necessary to ensure the immediate safety of students, employees, or visitors

The rationale for the interim policy and the policy's anticipated duration should be clear. If the policy is needed beyond this duration, the President works with the Cabinet

to 1) Adopt it as a formal policy via the process outlined above, 2) Continue with the interim policy with a revised duration or 3) Rescind the policy.

The campus community will be informed of the adoption and posting location of the policy for reference.

### ***Board Approval Process***

Policies requiring approval by the college's governing body shall be reviewed by the Trustee Committee on Audit, Risk Management, and Compliance, who in turn recommends approval by the Full Board of Trustees. Approval or revisions will be communicated back to the College community promptly at the conclusion of the regular board meeting.

### ***Location and Communication of Policies***

The most current version of all policies will be available on the college website. To ensure ready access to academic and administrative policies, the responsible party will send all approved policy or policy revisions to Marketing and Communications, who are responsible for the upkeep of the page.

### ***Inconsistent Policies***

Departmental or office policies may not conflict with approved academic or administrative policy. In the event of a conflict, the academic or administrative policy supersedes.

### ***Policy Withdrawal***

A policy may be withdrawn by the Approval Body designated to that specific policy. Such withdrawal must be approved by the appropriate governing body.

### ***Existing Policy Review and Modification***

Members of the campus community should follow the procedures in Section A of this policy to recommend changes to existing administrative policies.

### ***Policy Content***

Policies establish standards for the way business should be conducted at the College. In order for community members to be held accountable to established policies and to



make policies discernible, unambiguous, actionable documents, they must include the following:

- **Heading** to include:
  1. **Responsible Party:** A member of the President's Cabinet or designee who assumes responsibility for drafting and updating a policy and for ensuring awareness and education related to the policy.
  2. **Responsible Office:** The administrative unit responsible for implementation of the policy.
  3. **Approval Body:** The body with delegated responsibility to approve the policy. For most administrative policies, the Approval Body is the President.
  4. **Approval Date:** The date on which the policy is approved.
  5. **Effective Date(s):** Include dates the policy was effective and include revision dates
  6. **Revision Date:** Dates on which the Approval Body approved any revisions to the policy
- **Scope:** Identification of parties governed by the policy.
- **Introduction (Optional):** Where a policy's purpose may not be clear, it may be appropriate to include an introduction that outlines the policy's purpose and any other information needed to contextualize and the policy for the Earlham community. If applicable, this may include the authoritative basis for the policy (e.g., legislation, state law).
- **Policy Statement:** The policy statement is the policy itself, and may be divided into ordered subsections for ease of reference. The policy includes statements of rules or standards. Policies do not change frequently. Policies may not include procedures or supplemental information. Supplemental information should be included in a resources section.

*Employee Guide to Earlham College Governance*

- **Definitions:** A list of all key terms included in a policy as well as the meanings for all of those key terms
- **Procedures:** Implementation guidelines and other resources like related information, guidelines, forms, etc

## **Appendices**

## **Matters of Weight and Authority**

*By Paul Lacey*

At Earlham we use decision-making processes derived from, but not exactly the same as, those used by Quaker meetings. Some of the differences are important. In a "meeting for worship for the purpose of doing business," it is assumed that God may make a right course of action manifest by inspiring the words of any person in attendance. Some members of the Earlham community, coming into a meeting for business, may hold exactly the same hope and expectation, but most of us are probably not engaging with one another on that premise. Instead, we come together believing that open consultation and attempting to reach decisions among people of good will means that we can discern the truth, or the wisest course of action, by listening to one another and weighing arguments. The equality we try to practice in our decision-making does not rest on any assumption that everyone in a discussion has the same degree of expertise, or the same amount of lived experience, and both expertise and experience have to be important in trying to reach good decisions.

Here we again borrow and modify a term derived from the Quaker procedures, and speak of someone as having "weight" in some particular discussion.

Someone is said to have weight when she or he has a lot of good experience in listening to differing views and finding points of agreement in them, or when she or he has a gift for patient waiting, to let the implications of a decision emerge.

We would also call someone "weighty" who has a depth of ethical perception recognized as solid and dependable by other people. We sometimes say that someone is "the conscience" of a group, not because no one else is conscientious but because we see that this person is especially centered, sees broad implications of an issue sooner than others, and consistently examines the ethical dimensions of problems.

The person of "weighty" conscience may not have as much information as someone else, and ethical decision-making is difficult with insufficient information. We thus also speak of the weight of information or knowledge, and we would call someone "weighty" - entitled to be listened to with very great attention- who had studied a question and mastered its complexities. To be an expert, or to hold a job where one has had to develop a great deal of knowledge, confers some degree of "weight." Long experience conveys "weight." So does having been put in charge of an office or task, "the weight of authority," by which we would recognize that this person is empowered by a board (or a monthly meeting) to take certain actions.

“Weight” is by no means an absolute or permanent acquisition, nor is it distributed or assessed in some simple hierarchical fashion when we try to arrive at a decision. It is always a matter of degree. We “weigh” the contributions each person makes to a discussion in the same way we “weigh” evidence. Vehemence of opinion, deep personal involvement or long-term interest in a subject, do not automatically confer special weight on the speaker's words.

Official responsibility for an action (for example the responsibility of a president, dean, business manager, librarian to bring in a budget and to administer it according to Board’s directives, or the authority of the Board delegated to a faculty to be responsible for a curriculum) confers “authority.” Such delegated authority is both legitimate and also a kind of “weight,” but what we hope for is a melding of delegated responsibility, “authority,” and experience, insight, wisdom, “weight.” “Weight” and “authority” should not cancel each other out.

In arriving at a decision, we try to bring everyone with a stake in the outcome into the conversation, sometimes to work toward a consensus, sometimes to give the best-informed advice to someone whose job it is to take an action. All who are involved in such a process are equal in the sense that we are each entitled to share our insight and to hear the views of others. We will rarely be equal in “weight.” We will differ from one another in degree of expertise, in experience, in authority, in sensitivity and insight - each of which may confer “weight” on an individual for this decision. None of us owns our weight; it is conferred by how others discern what we bring to the specific case, how well we participate in a common search. And to throw our weight around is to lose it as an ethical or intellectual or spiritual power, in the eyes of our colleagues.

## **Quaker Governance Practices**

*From Faith and Practice of the Western Yearly Meeting of Friends Church (2005)*

---

*Each Yearly Meeting has its own "Faith and Practice," a book that sets forth its vision of the faith of Friends and its ways of doing business. The following statement on governance is from the Western Yearly Meeting. We provide it here as background to provide a sense of how Quakers articulate their governance process.*

---

### **The Church As A Society**

The Christian group whose faith and activities have been described in Part I is known historically as the Religious Society of Friends and more commonly as Quakers. Local congregations traditionally have been called Friends meetings. The name Friends Church, also, has been adopted by some local and yearly meetings. The choice by early Friends of the term society as a name for the group gives a clear indication of their attitude toward organization. The word meant to them a fellowship, a vitally spiritual body held together by the Holy Spirit operating through each individual without formal creed, ritual, or sacramental observance. The Society of Friends is a democratic fellowship in which there is one Master and no intermediary affecting any individual's relationship to God.

Friends recognize that God has endowed each person with gifts and capacities which may be developed. Each member has the duty and responsibility to use the talents which have been given and cultivated. All members have equal rights and privileges in affairs affecting the meeting and in reaching conclusions as to courses of action. No appointments confer upon any person or group a degree of superior or final authority. Friends recognize no distinction in the rights, privileges, or responsibilities of members based on gender, race, or age.

### **Waiting For Guidance**

The practice of holding meetings for business in the context of worship promotes an awareness of the presence of Christ throughout the meeting. The right conduct of a business meeting, even in routine matters, is important to the spiritual life of all and should be regarded as service for God. The same reverent waiting that characterizes a meeting for worship is expected as Friends seek divine guidance and unity of action in business decisions.

## **Friendly Method**

The practice of Friends allows unhurried and sympathetic consideration to proposals and expressions of opinion. They endeavor to respect an earnest and sincere minority and, if necessary, may postpone action until they have secured more light on the subject at issue. After due consideration, it is the duty of the clerk of the meeting to weigh carefully various expressions and to state what he or she believes to be the sense of the meeting. Action is by approval of the gathered meeting. Friends who are not in complete agreement may choose to stand aside and have their concerns officially recorded.