

## Board Candidate Selection Voting Procedure

The Board will use the following voting procedure to select the candidate to fill the vacant seat on Wednesday, March 10. Anyone with questions about this process should contact Deb Mexicotte.

1. The President provides an opportunity for trustees to make comments.
2. One paper ballot per trustee is filled out with the last name of their choice and their name. Ms. Osinski counts the ballots and announces each ballot (e.g., Mexicotte votes for Smith, etc.). If one candidate receives 4 or more votes, he or she is selected. If not, go to step 3.
3. The President provides an opportunity for trustees to make comments and engage in discussion.
4. One paper ballot per trustee is filled out with the last name of their choice and their name. Ms. Osinski counts the ballots and announces each ballot. If one candidate receives 4 or more votes, he or she is selected. If not, go to step 5.
5. The President provides an opportunity for trustees to make comments and engage in discussion.
6. One paper ballot per trustee is filled out with the last names of their top two choices and their name. Ms. Osinski counts the ballots and announces each ballot. The three candidates receiving the most votes remain in contention for selection.
7. The President provides an opportunity for trustees to make comments and engage in discussion.

The voting process continues with each trustee filling out one paper ballot with the last name of their choice from the remaining candidates and their name. Ms. Osinski counts the ballots and announces each ballot. If one candidate receives 4 or more votes, he or she is selected. If not, the candidate with the fewest votes is eliminated; see below for the case of ties. This voting process continues until a single candidate gets 4 or more votes. The president provides an opportunity for trustees to make comments and engage in discussion between each round of voting.

In the case of a tie (which could happen with either three or two remaining candidates), a round of discussion follows the vote. After a second ballot, if there is still a tie, the president will call a 15-minute recess. (This recess will adhere to typical rules governing any such recess when a question remains open on the floor – no round robin discussions among trustees and no group discussions of more than three trustees. Trustees may speak to each other individually or in groups less than three.) After returning from recess, if the third ballot results in a tie, the president will cast the tie-breaking vote to either move the

candidates to the next round of consideration or to select the successful candidate in the case of a 3-3 tie.

Trustees are at no time allowed to abstain from voting, as abstentions must be disclosed and adhere to a recognized conflict of interest, and such a disclosure would remove that trustee from the entire candidate selection process.

At the point when a candidate receives a quorum/majority of 4 votes and is therefore selected, he or she will be sworn in immediately and seated for full participation in the remainder of the Regular Meeting.

### Explanatory Comment

Some observers of the Board will note this voting procedure differs from that used in December. In their meeting on March 8 trustees chose to modify the procedure used in December to increase the opportunities for a compromise candidate to emerge in the event no candidate receives majority support in the first two voting rounds, e.g., a candidate who is the second choice of a majority of trustees even though a first choice of one or fewer trustees. This change has the potential to increase the number of rounds of voting. On balance, trustees prefer a procedure that facilitates compromise even if it lengthens slightly the time to reach a decision.

### An Example of When the Procedural Change Might Matter

Assume the six trustees (represented by numbers) have the following first, second and third preferences for the eight candidates (represented by the letters A, B, ..., G).

Trustee	Candidate Preferences		
	First	Second	Third
1	A	B	C
2	A	B	C
3	B	A	C
4	C	B	A
5	C	B	A
6	D	B	C

Using the March procedure, voting in round 1 yields the result: A gets 2 votes, B gets 1, C gets 2, and D gets 1. The second round would likely yield the same result. The third round yields the result: A gets 3, B gets 6, C gets 2, and D gets 1. D would be eliminated. Trustees would now know candidate B is the first or second choice of all six trustees; they might wish to support B for this reason or they might choose not to.

Using the December procedure, voting in round 1 yields the result: A gets 2 votes, B gets 1, C gets 2, and D gets 1. All candidates except A and C would be eliminated. In the second round A gets 3 and C gets 3. Trustees would not be aware of the existence of a potential

compromise choice of B and, even if vaguely aware, would have no mechanism for acting on this knowledge. A trustee, or in the final analysis – the president, would have to resolve this choice between A and C.