committees, reading, and representation; and

(vii) a demonstrated willingness to work toward solutions.

(c) Composition and Selection. The Board of Trustees shall be composed of persons selected in the following manner:

(i) a nominating committee shall be composed of the Governance Committee Chairperson and two (2) members of that committee who are Trustees appointed by the Chairperson. The Chair of the Board of Trustees, and the President of the School shall serve as ex-officio members of the nominating committee. The nominating committee shall put forward the name(s) of the qualified person(s) for approval by a simple majority vote of the Board of Trustees;

(ii) any member of the Board of Trustees may recommend the name of a prospective nominee to the nominating committee for its investigation.

(d) Tenure and Limitations.

(i) Tenure. Each Trustee shall serve a three (3) year term commencing on the date designated or the annual meeting for the Board of Trustees and ending three (3) years thereafter. Each Trustee shall continue to serve as a Trustee until a successor Trustee is selected in the manner described above, or until the death, resignation, incapacity or removal of such Trustee. The Trustee terms of office shall be staggered to provide for continuity of service on the Board.

(ii) Limitations. No member of the Board of Trustees, his or her spouse, children, or parents, may concurrently serve in any capacity on the administration, faculty or staff of the School.

(e) Conflict of Interest

(i) A Trustee shall be considered to have a conflict of interest if:

a. such Trustee has existing or potential financial or other interests from which such Trustee derives a substantial benefit as defined below and which impair or might reasonably appear to impair such member’s independent, unbiased judgment in the discharge of his/her responsibilities to the Institute, or

b. such Trustee is aware that a family member as defined below or any organization in which such Trustee or a family member is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing potential or other interests.

(ii) All Trustees shall disclose to the Chairman of the Board of Trustees any possible conflict of interest as that conflict arises.