

Emeritus Trustees

Question:

I am interested in understanding how schools define the role of Trustee Emeriti, including selection criteria, expectations/ responsibilities, giving, access to information, access to school leaders, meeting attendance, if any, and importantly what do schools view as the “value” of such a group?”

Answer:

One of my favorite resources on this topic comes from the Association of Governing Boards of Colleges & Universities (AGB) in an article called, “What is the Role of a Trustee Emeritus?” *Trusteeship* (Vol 23(4), Jul-Aug 2015) by Tom Hyatt. It practically and succinctly answers several key questions relevant not just to higher education institutions but also to other nonprofits.

Excerpts in italics--

Key Point:

Recognition of exemplary service through the award of an honorary title is a source of pride for all. But if not managed carefully, trustees emeriti can cause unwanted challenges for boards.

What is a trustee emeritus?

Trustee emeritus is an honorary title conveyed by a governing board upon a former trustee of an institution to recognize exemplary service. It usually signifies an ongoing relationship with the trustee, typically as an ambassador of the organization. Occasionally, the titles “Honorary Trustee” or “Life Trustee” are also used. Neither is recommended. An “Honorary” title is more appropriate for someone who was never a trustee but is an avid supporter, such as a prominent alumnus or public official. And as with extended family members stopping by for a visit, “Life” trustees can be hard to get rid of.

What permits a board to give this recognition?

The right to recognize and appoint a trustee emeritus may come from the bylaws, a board policy, or simply custom and practice. It is wise to have a formal bylaw provision or policy that establishes the parameters of this recognition to avoid any confusion with the rights and responsibilities of sitting board members.

Who should receive this honor?

This honorary title should be given to recognize exceptional service and achievement on behalf of the institution, not just for showing up. It should not be bestowed on every retiring trustee. Some boards may require a minimum term of service to be eligible for this recognition. Ideally, the determination to bestow this honor would be the subject of a full board discussion and vote. It may even give rise to champagne toasts and the presentation of a framed resolution in fine calligraphy. It should not just be delegated to the board chair or executive committee to decide. In addition, former trustees who are to be recognized in this fashion should be advised on the expectations of the governing board for their continuing, but honorary, role with the institution.

How are trustees emeriti different from current trustees?

Trustees emeriti do not have fiduciary responsibilities as do the current trustees. They are not obligated to attend meetings, do not count towards a quorum, and may be excluded from executive sessions of the board. They can act as representatives of the institution when desired by the board and can serve as a valuable source of wisdom and institutional memory.

Should trustees emeriti participate in board meetings? Do they have a vote?

Trustees emeriti should not have a vote. For starters, to do so would confuse the governance process. Giving such individuals a right to vote could cause them to have the same fiduciary responsibility as the other trustees, and thereby expose them to the same level of liability. However, because they are not full trustees, they may not be covered by the institution's directors and officers liability insurance or indemnification policy. Some universities and colleges may provide trustees emeriti with briefings, or even the same materials as current trustees receive, and the right to attend and participate in board meetings. However, this practice can lead to confusion of roles and board management issues and should be carefully considered.

How long should someone be treated as a trustee emeritus? Can the title be removed?

Trustees emeriti should serve at the pleasure of the board. The honorary title can be removed by the board at any time and for any reason, unless otherwise provided in the institution's bylaws or relevant policy. Another approach is to have terms for this position, which can be renewed, terminated, or allowed to expire by the board.

My advice is to heed what Hyatt has laid out above. Schools and boards get into trouble with this when:

- Everyone automatically is named "Emeritus" when they leave their regular board service
- Emeritus trustees have a vote
- Emeritus trustees show up at every board and committee meeting and speak up – too often without sufficient information or understanding of the issues, or with a mindset wedded strictly (and nostalgically) to the past
- Expectations for this status are unclear (and not spelled out in bylaws); this also means restrictions on access to information and school's personnel

Some organizations invite Emeritus trustees only to the annual meeting of the board and do not allow these trustees to serve on committees.

The value such trustees bring are numerous including:

- Providing philanthropy
- Providing connections and networks
- Being sources of wisdom
- Serving as ambassadors for the school
- Enhancing institutional memory