

BOARD CLASSIFICATIONS

A client asked me the other day for some clarification to various Board classifications. Here are some observations:

- 1) To begin with, your bylaws can indicate anything you feel is most appropriate for your institution and your situation. You may have to amend the bylaws to take into account any decisions you make regarding the classifications I am going to describe.
- 2) Many bylaws, by the way, have an age limit. Some are at 75 years of age and others at 80 years of age. I don't know of any that are younger than that. But here again, you can do whatever is most appropriate for your situation.

If you do not have an age limit but feel this may be appropriate for your institution, you may need to review and change your bylaws. (It's an excellent method, by the way, to retire some long-serving Board Members you have wanted to retire from the Board !)

- 3) **Life Membership** is precisely what the name indicates— you are a member of the Board for life. This is conferred only on a man or woman who has demonstrated exemplary and praiseworthy service to the Board in the past and is deserving of this high recognition and praise.

It is not to be given lightly. Typically in an institution, there are only a small handful who receive this designation.

- 4) An **Honorary Member** is most often given to someone who has not been a member of the Board but because of their position or influence deserves this level of recognition. For instance, the Governor of a state may be designated as an Honorary Member. Or a Senator. Or in the case of a religious institution, the Cardinal or Bishop.

Honorary Board Members typically do not attend meetings (although they might be encouraged to do so). They do not vote.

- 5) The word "emeritus" comes from two Latin words— and that says it all. *E* from "ex" or "out of" and *emereri*— "to earn." An **Emeritus Director** is conferred on a member whose time on the Board has exemplified extraordinary service.

It is important that not every person who leaves the Board receives this designation. This would cheapen its value and importance. Typically an Emeritus Member can attend Board meetings, can participate in the discussion, but cannot vote.



This is every bit as important a designation as a Lifetime Member. It therefore deserves a good bit of discussion by a special committee appointed for this very function.

- 6) Go back to number two— you can really make all of these classifications anything you wish. Do what most appropriately fits your situation. Keep in mind that Emeritus and Lifetime are high honors indeed (as is Honorary) and should not be granted without thought and discussion. Just make certain that it all becomes part of your bylaws.

Jerry Panas

