

## **MacJannet Foundation Overseers** (updated on June 16, 2005)

At the MacJannet Foundation's annual Board meeting in June 2002, the Foundation's Trustees decided to create a new category of Foundation Board member, to be called **Overseers**. (N.B. – the Board now includes five categories of participation: Founder Trustee, Trustee Emeritus, Honorary Trustee and Overseer. For further information on these categories, see the MacJannet website's "corporate" section, which posts a paper on Board Member Categories.)

This paper describes various aspects concerning the Overseer category.

*Purpose of Establishing the Overseer category:* The Trustees believe it useful to expand the Foundation board to include new people who are interested in supporting the work of the Foundation but who would need to gain the relevant experience before being considered for election as voting Trustees as defined in the Foundation's by-laws. The Overseer category also gives Trustees the flexibility to have additional people appointed to the Board without increasing the number of Trustees. Indeed, the number of Trustees might be subsequently reduced to improve efficiency in the conduct of the Foundation's business while simultaneously increasing the number of people available to support the Foundation's work.

*Status/Responsibilities:* Overseers shall have status as formal members of the MacJannet Foundation board. Overseers shall be expected to support the Foundation's mission and to participate in the Foundation's work to the extent they are able to do so. The Overseers will not be held legally responsible or liable for the conduct of the Foundation's official business nor will they act as voting Trustees of the Foundation.

*Nomination of Overseers:* The Nominating Committee will propose annually to the Trustees of the Foundation the names of persons they believe qualified to be Foundation Overseers. At their annual Foundation business meeting, the Trustees will then vote on whether to name any or all of the recommended persons as Overseers.

*Overseer Sponsors:* Each new Overseer must have a Sponsor from among the members of the Foundation Board. Each Sponsor will have to follow the rules of the Nominating Committee – posted on the Foundation website – in seeking election of the new Overseer. Presuming the new Overseer is appointed, the Sponsor will then be responsible for briefing the new Overseer on the Foundation and on duties to be carried out, and for helping the new Overseer find useful work to do for the Foundation. The Overseer Sponsor will essentially act as the new Overseer's teacher and advocate in all matters regarding the Overseer's introduction to and immersion in Foundation affairs.

*Numbers of Overseers:* There is no limit on the total number of Overseers, except as the Trustees may decide.

*Length of Service:* Overseers shall serve for a period of three years, renewable, unless they should resign or be awarded some other status (e.g., Trustee) by the Trustees of the Foundation.

*Duties of Overseers:* Depending on their interests and available time, Overseers could be asked or may volunteer to undertake various projects for the Foundation. No fixed duties shall pertain, but Overseers would normally be expected to demonstrate an interest in participating in the work of the Foundation as well as a willingness to be supportive and assist it in carrying out its mission by any appropriate means.

*Attendance at Meetings:* Overseers may attend any and all Foundation Board meetings as they may wish, without regard to any attendance requirement. Unless otherwise specified by the Foundation President and/or the meeting chairperson, Overseers would not attend the business part of the Board meetings (restricted to voting Trustees) except by special invitation, but would be invited to attend the portion of the Board meetings devoted to the Foundation's projects and work-related issues, as defined by the President.

*Other Categories of Board Members:* The current categories of "Honorary Trustee" and "Trustee Emeritus" will remain unchanged. The former are elected by the Trustees of the Foundation for symbolic purposes, and the latter are designated upon retirement by the Trustees for especially honorable service as active Trustees. Both categories are expected to continue to support the mission of the Foundation in ways appropriate to their status.

### **Questions and Answers:**

1. Why have three categories of inactive (non-voting) Board members? Why not collapse Trustee Emeritus, Honorary Trustee and Overseer into just one category?

Answer: Each of the three categories serves different purposes. Honorary Trustees are appointed, usually for life, and have never served as active Trustees. The Foundation confers a special honor on these persons that is not related to serving on the Board. Trustee Emeritus is a category of former Trustees deserving of special honor. Not all former Trustees are in this category. Honorary and Emeritus Trustees are expected to support the mission of the Foundation in ways appropriate to their status. There is no expectation that these categories will actively participate in the work of the Foundation, although such participation would be welcome. Overseers, however, are expected to participate in or support Foundation work to some extent. They might be persons who have indicated an interest in being active with the Foundation but whose ability and experience in dealing with the Foundation's work should be developed. And finally, some Overseers might be major contributors with no time to actively participate on the Board.

2. Would current Trustees be changed to Overseer?

Answer: No. The Overseer category is for new Board members and represents a status that allows them to gain valuable experience in the work of the Foundation.

Trustees already have gained that experience. Should a Trustee request to be placed in Overseer status, the Trustees may consider the request.

3. Do the Overseers have their own board, charter and meetings?

Answer: No. Overseers attend the non-business portion of the annual Board meeting, but they do not have officers or a board of their own. If there are Overseers interested in a higher level of participation, they would generally be nominated to serve as Trustees.