

AGENDA ITEM

117 SEPT 13 2014

DATE: September 9, 2014

TO: Members, Board Committee on Operations
Members, Board of Trustees

FROM: Dennis Mangers

SUBJECT: Proposal for a President Emeritus

EXECUTIVE SUMMARY

This item modifies the proposal for an emeritus president or trustee program, which was presented at the last regular meeting of the Board of Trustees (JULY 147)¹. As modified, it provides that the immediate past-President will serve as President Emeritus for one year upon expiration of his or her term as President. It would further advance the stability and continuity in leadership contemplated in the governance reforms in SB 163 (Stats. 2011, ch. 417). The President Emeritus status will permit the Board both to recognize and have available leadership skills and assets useful to implementing State Bar initiatives and activities to accomplish its public protection mission. The President Emeritus will not be a member of the Board of Trustees and may not vote, but may attend and participate in the meetings, as the Board may provide.

BACKGROUND

At its last meeting, the Board considered a proposal for a program to appoint an emeritus president or trustee when the leadership, personal skills, and other unique abilities of a President or Trustee is still needed after he or she leaves office to assist in advocating to external stakeholders and in facilitating the successful implementation of State Bar public protection initiatives. At the meeting, the Board discussed the number who could be appointed and appeared to reach consensus on a single President Emeritus who is the immediate past-President. The Board tabled consideration until its next meeting. This item would establish a policy that the immediate past-President serve for one year as President Emeritus.

¹ <http://board.calbar.ca.gov/docs/agendaitem/Public/agendaitem1000012299.pdf>

DISCUSSION

The position of emeritus president allows an organization to keep a member of its governing board engaged in advancing and supporting its activities after leaving office, as well as to honor his or her exceptional services to the organization or its board. The position does not create a seat or any right to vote on the organization's governing board. The emeritus president may attend and participate in meetings of the board only as provided by the board. However, the emeritus president may assist the organization on initiatives and be actively engaged and serve as an advocate in continuing to support the organization and its priorities.²

SB 163 amended provisions of the State Bar Act to provide that protection of the public shall be the highest priority for the State Bar and the Board of Trustees. To provide greater stability and continuity in leadership, it reduced the number of Trustees, but provided for re-election or reappointment additional terms³ and for the re-election of the President to serve a second one-year term. A President Emeritus who is the immediate past-President would be consistent with the governance reforms initiated in Senate Bill No. 163 and allow the Board to retain the availability of leadership skills and abilities for another year without expanding the number of Trustees.

It is recommended that President Emeritus be established for the State Bar as follows.

- (1) After expiration of his or her term and leaving office at the Annual Meeting, the President may serve as President Emeritus for one year, which is the time between two consecutive Annual Meetings.
- (2) The President Emeritus is not a member of the Board. The President Emeritus may attend and participate in meetings of the Board, but may not vote.
- (3) The President Emeritus may engage in other activities and functions that are coordinated by the President and the Chief Executive Officer.

FISCAL / PERSONNEL IMPACT:

Travel expenses and cost related to the activities.

² Association of Governing Boards of Universities and Colleges, *What's the role of an emeritus trustee?* <http://agb.org/knowledge-center/faq/what%E2%80%99s-role-emeritus-trustee>; compare *Robert's Rules of Order Newly Revised* § 47, at 463 (11th ed. 2011) ("honorary president" who is elected at time of retirement from office for the purpose of honoring the person; it is an honorary office that is not in fact an office, but a complimentary title only).

³ The attorney-members of the Board appointed by the Supreme Court or elected from the six State Bar Districts may be reappointed or re-elected to serve a second term. Cal. Bus. & Prof. Code §§ 6013.1(a), 6013.2(b). As with the public-member Trustees, there are no limitations on the number of terms that the attorney-members appointed by the Senate Committee on Rules or the Speaker of the Assembly may be reappointed. Cal. Bus. & Prof. Code §§ 6013.3(b), 6013.5.

RULE AMENDMENTS:

n/a

BOARD BOOK IMPACT:

New subsection (e) to Tab 5, Article 2, Section 2.

RECOMMENDATION

It is recommended that it shall be provided that the immediate past-President will serve as President Emeritus for one year upon expiration of his or her term as President.

PROPOSED BOARD COMMITTEE RESOLUTION:

Should the Board Committee on Operations agree with the above recommendation, the following resolution would be appropriate:

RESOLVED, that the Board Committee on Operations recommends that the Board establish a President Emeritus, as provided in the attachment hereto.

PROPOSED BOARD OF TRUSTEES RESOLUTION:

Should the Board concur with the Board Committee on Operations's recommendation, the following resolutions would be in order:

RESOLVED, that upon the recommendation of the Board Committee on Operations, the Board hereby establish a President Emeritus, as provided in the attachment hereto.

ATTACHMENT A
PRESIDENT EMERITUS

[To be added to Board Book, tab 5, § 2, as new subsection (e),]

(e) President Emeritus.

(1) After expiration of his or her term and leaving office at the Annual Meeting, the President may serve as President Emeritus for one year, which is the time between two consecutive Annual Meetings.

(2) The President Emeritus is not a member of the Board. The President Emeritus may attend and participate in meetings of the Board, but may not vote.

(3) The President Emeritus may engage in other activities and functions that are coordinated by the President and the Chief Executive Officer.