

May 25, 2016

## **Harvard University Board of Overseers Expectations of Service**

1. The Board of Overseers of Harvard University is critical to the governance of Harvard. As a member of the Board, each Overseer is expected to advance the interests of the University as a whole, taking into account interests of various constituencies while recognizing that a board member's paramount responsibility is to the University rather than to particular schools, departments, programs, or individuals.
2. The Board of Overseers does its work through committees and as an entire group. For the Board to be effective and successful, each Overseer contributes to its efforts in the following ways:
  - Faithfully attending meetings of the Board and its committees, and participating regularly in those meetings.
  - Preparing thoroughly for meetings of the Board and its committees.
  - Accepting assignments for committees (including visiting committees), task forces, and projects when asked.
  - Working as a member of the overall group, respecting that the authority and responsibilities of the Overseers are vested with the Board as a whole, not with individual members except when designated to play specified roles.
3. The sound functioning of the Board and its committees depends on a shared understanding about discussing ideas and conducting business, with each Overseer participating as follows:
  - Contributing to reasoned deliberations by exercising careful and independent judgment, offering thoughtful, broad-based, and candid comments, asking probing questions, respecting the views of others, and maintaining the collegial character of the Board's discussions.
  - Maintaining the strict confidentiality of meetings and discussions of the Board and its committees, as well as non-public materials and information made available in the course of one's Board service, in order to assure a climate for internal deliberation that is both open and secure, in accordance with the [University's Policy on Conflicts of Interest and Confidentiality for the Governing Boards](#).
  - Recognizing that the responsibility for speaking on behalf of the Board of Overseers belongs to the president of the Board, not to individual members unless requested, and that the responsibility for speaking on behalf of the University and

the Governing Boards belongs to the president of the University, the senior fellow of the Corporation and the president of the Board of Overseers, or their designees, not to individual Overseers unless requested.

4. Overseers occupy a visible role in the Harvard community and beyond. As a prominent citizen of the University, each Overseer fulfills that role in many ways, including the following:
  - Helping the president and other senior officers of the University to fulfill their executive responsibility for the leadership and management of the institution.
  - Staying informed about Harvard and about broader trends and issues affecting higher education.
  - Advancing the University's efforts to secure the human, academic, physical, and financial resources needed to achieve its mission.
  
5. Following fundamental principles of any board, Overseers adhere to the following principles of good governance:
  - Recognizing that the Overseers' role is one of oversight, not management, and exercising that responsibility in ways that respect the difference between serving as a board member and serving in an executive capacity.
  - Conducting oneself with personal and professional integrity and good faith in all dealings that relate to or could reasonably reflect upon the Board and the University.
  - Refraining from seeking special consideration because of one's membership on the Board.
  - Avoiding conflicts of interest or the appearance of such conflicts, in accordance with the [University's Policy on Conflicts of Interest and Confidentiality for the Governing Boards](#).