

HARVARD UNIVERSITY
OFFICE OF THE GOVERNING BOARDS

September 14, 2020

Dear Chief Justice Marshall and colleagues,

We write to thank you for your service as members of a special committee created by the University's governing boards to consider aspects of the Board of Overseers – in particular, features of the Overseers nomination and election process, campaigning practices, and opportunities for recent graduates to engage more fully with the Board's work.

We appreciate your thorough report of July 31 and its thoughtful recommendations – which the governing boards, at our September meetings, have now voted to approve. We share your view that moving ahead with the steps you recommend will, as you put it, help “sustain and strengthen the sound and effective governance of the University.” We are posting your [report](#) publicly, and we hope many alumni will take the opportunity to read it.

As your report notes, one element of good governance is reviewing aspects of board composition and practices from time to time. To that end, in recent years the elections working group of the Board of Overseers has considered various features of the election process, including the group's recommendation – later approved by the governing boards – to introduce an online voting option for the annual Overseers elections, starting in 2019. The working group has more recently recommended, and the boards have approved, the adoption of a streamlined, fully online method for Harvard degree holders to provide signatures in support of prospective petition candidates for Overseer. Both these changes reflect efforts to respond to input from alumni and to enhance participation in the annual Overseers elections by Harvard degree holders worldwide. The elections working group's efforts over the past year and more have also helpfully informed the special committee's work.

We understand the committee's report and recommendations to be rooted in a fundamental concern for good governance – particularly, the concern that Harvard's Board of Overseers be constituted in a way that both sustains the tradition of alumni participation in annual Overseers elections and ensures that the Board's members have the breadth and depth of expertise and experience essential to fulfilling the Overseers' distinctive role in Harvard's unusual two-board system of governance. That role, as you know, includes primary responsibility for directing the visiting committee process, the University's principal means for periodically reviewing and assessing the work of the schools and Faculty of Arts and Sciences' academic departments.

Your report emphasizes the indispensable role that nominating (or governance) committees generally play in composing the boards of nonprofit institutions, including those of private colleges and universities. We share your view that, as a matter of good governance, such boards should consist predominantly of members who have emerged through a nominating committee process – one in which a designated group has responsibility for carefully reviewing and assessing a wide range of possible candidates, with a principal focus on the distinctive role and particular needs of the board and the overall best interests of the institution.

More specifically, the governing boards have approved your recommendation that Harvard's Board of Overseers should continue to include a strong preponderance of members

who have been nominated for the Overseers ballot by a duly appointed nominating committee, while preserving room on the Board at any given time for a maximum of six members who have qualified for the ballot by petition. This approach will reinforce the essential role of the nominating committee – itself a diverse group of dedicated alumni who are appointed by the Harvard Alumni Association’s volunteer leadership and who include three current or recent Overseers. It will help assure that promising candidates identified by the nominating committee will be willing to stand for election. It will preserve, with a reasonable limit, Harvard’s longstanding practice of allowing individuals the chance to qualify for the Overseers ballot by petition – an option that some have suggested might be discontinued. At the same time, the approach you recommend will bring the Overseers nomination and election process – which you rightly describe as “highly anomalous” – more closely in line with prevailing practices elsewhere and with general good-governance principles. Even as modified, Harvard’s process will continue to grant our alumni a considerably greater role in electing Overseers than is the case with comparable boards elsewhere – by maintaining the opportunity of Harvard degree holders to elect all the members of the Board of Overseers (apart from its two *ex officio* members).

The governing boards have also approved the committee’s recommendation that the boards should more closely monitor campaigning trends and practices in the Overseers elections, including the 2020-21 election season, to determine “whether a more structured and prescriptive approach to addressing campaign activities should be adopted in the future.” As you point out, the purpose of the annual Overseers election is not to present alumni with referenda on contested policy issues facing Harvard or the wider society – whether the issue at any given moment concerns admissions policy, or investment policy, or student disciplinary practices, or any of many other issues on which our alumni may have strong and varied views. Rather, the purpose of the election is to populate the Board with people whose diverse experiences, skills, and perspectives are especially conducive to helping the Board fulfill its responsibilities – for the regular review of academic departments and schools, and for sound advice to the University’s leaders on how Harvard can best advance its broad educational and scholarly mission through times of challenge and change.

We share your concern that the annual Overseers elections not come to assume the character of partisan, platform-driven campaigns for political office, including fundraising and spending, extensive use of social media, and dedicated campaign organizations. And, since governance depends ultimately on people, it is critical that the climate for the Overseers elections not inhibit especially promising candidates from accepting the nominating committee’s invitations to appear on the ballot. In addition, we concur with your observation that “candidates elected with the benefit of financial and other support from organized issue-driven groups may well come to the role of Overseer feeling a responsibility to promote and achieve the stated objectives of such groups, whereas the role of Overseer entails serving the interests of the University as a whole, not of particular constituencies.”

The committee has also presented several thoughtful recommendations on ways the Board of Overseers can benefit more from the engagement of recent graduates. The governing boards are pleased to adopt them. We of course agree that recent graduates can offer distinctive, varied, and valuable perspectives that helpfully inform the Board’s work. The Board’s executive committee will specifically ask the nominating committee appointed by the HAA to intensify its efforts to nominate outstanding recent graduates “whose experience, accomplishments, and commitment to serving Harvard would make them compelling candidates for Overseer service.” Like you, we see recency of graduation as one of a number of considerations the nominating

committee should weigh in its larger effort “to present an array of outstanding candidates diverse along many dimensions.” The Board’s executive committee will also set the expectation that the visiting committees for Harvard College and other Harvard schools should each include at least one recent graduate of that school – a step that promises to strengthen the visiting committees’ capacity to understand and address recent changes in education, campus climate, and other matters. In addition, we welcome the prospect of inviting one or more recent graduates to serve on the governing boards’ joint committee on alumni affairs and development.

Many thanks again for your report – and for all the thought and care that went into producing it. Your recommendations reflect our shared commitment to sound and effective governance at Harvard, and we will proceed to implement them with that commitment foremost in mind.

Sincerely,

R. Martin Chávez
President of the Harvard Board of Overseers

William F. Lee
Senior Fellow of the Harvard Corporation