



# American Society of Plant Biologists

*Cultivating a better future through plant biology research*

## **Proposed Restructuring of ASPB Governance**

### **1. Background Information**

- a. The current ASPB governance structure is 90 years old. There were no ASPB staff at the organization's genesis - the governance architecture was designed for volunteers *only*, not administrators. Today, we have a professional staff that effectively handles many of the tasks that were originally the responsibility of governance. We have also grown from an organization of just over 100 members in 1925 to one of several thousand today.
- b. Governing boards have a tendency to creep larger and do not downsize until they become ineffective – and then only if there is still sufficient leadership left to sense the need for change.
- c. Organizational governance theory indicates that non-profit associations can realize effective and efficient governance via a top governance group (“Board of Directors”) comprising as few as five individuals, especially when those individuals are chosen primarily for their specific skill sets and anticipated contributions. The term “Executive Committee” in today's jargon typically refers to a subset of an overly large BoD; however, ASPB's current Executive Committee is effectively itself a large BoD.

### **2. Current Responsibilities of the ASPB Executive Committee**

- a. Consider and vote on proposals from committees (deliberation and voting role)
- b. Establish and approve an annual budget (voting role)
- c. When necessary, initiate changes to the Constitution for vote by the general membership (voting role)
- d. Approve President-elect's proposed appointments to the Board of Trustees (BOT; effectively ASPB's finance committee), the Publications Committee, and the Constitution and Bylaws committee (voting role)
- e. Meet in person at least twice a year for 1- to 1 ½ days (to carry out both deliberation and voting roles)

### **3. Problems the Governance Changes are Intended to Address**

- a. A large portion of Executive Committee meetings is occupied currently by status reports and ad hoc action items, which are important but limit deliberation of strategic plans, the capacity to manage projects, or to brainstorm.
- b. The large size of the current Executive Committee makes it difficult and expensive to meet more often in person; it has even proven difficult to schedule teleconferences to deal with urgent issues that arise between the twice-yearly in-person meetings.

- c. The Executive Committee welcomes new subdisciplinary or special interest sections. The Society's constitution currently guarantees each section a seat and vote on the Executive Committee, meaning that this committee might grow even larger over time.
- d. The problem of an overly large Executive Committee is not new. In the 1990's, the Operations Subcommittee (OPS), comprised of the President elect, President, Past President, Board of Trustees chair and Executive Director, was created on an ad hoc basis, and although OPS meets 8-plus times a year, mostly by phone, it has no voting power. OPS is also not a formalized committee; it serves an advisory role for the President and Executive Director. Although it is easier to find times for a five-person committee to meet, OPS does not have the broader perspective of the current Executive Committee.
- e. ASPB membership is currently 40% non-US; however, we have no elected member on the Executive Committee that represents this large contingent of the Society. Although one of ASPB's priorities is to continue making efforts to affect US policies to benefit its US members, ASPB also values and needs input from members outside the US to better serve this constituency.

#### 4. Rationale for A Change

- a. Beginning in 2013, ASPB has been re-organizing its business model to incorporate member services as a high priority. Most of these services will be digital tools and instruments, which change rapidly due to improvements in technology and which are part of a competitive and volatile market. A voting body needs to gather input, consider options, and make binding decisions more frequently than we are currently able to do, given the difficulty in achieving a quorum for binding votes of the Executive Committee.
- b. The current Executive Committee is expected to do two major jobs with limited time to meet in person: one is to design, implement, and maintain a strategic plan, and the second is to vote on all issues requiring a binding decision, such as the annual operating budget. Consequently, little time is devoted to big picture topics, such as the strategic plan and ASPB's future goals, and relatively too much time is spent on operational issues.
- c. To get both perspective and vision among a group of volunteer scientists, we need to have a large deliberating body BUT to have efficiency and high reaction speed, we need a smaller body to make decisions
- d. We need both a larger body with broad perspective that is focused on the strategic plan and ASPB's future **and** a smaller body that meets frequently to make timely decisions (binding votes) that affect the operations of the Society.

- e. The decision making body must represent the Society and protect its future.
- f. The composition of this smaller voting body must include most or all the officers elected by the members.

## **5. Action History**

- a. At the March, 2014 Executive Committee meeting, then ASPB President Alan Jones described the problem and announced that he would assemble an ad hoc committee charged to i) determine if a smaller Executive Committee is needed and, if so, ii) propose a new governance structure. This committee, designated the Executive Committee Restructuring Committee (ERC), included Jones (President), Peggy Lemaux (then Past President), Crispin Taylor (Executive Director), John Harada (then Chair, Minority Affairs Committee), Lisa Ainsworth (Elected Member), Sarah Wyatt (then Midwest Section representative), and Debby Delmer (Constitution and Bylaws Committee member). The ERC met by teleconference on May 14 and June 5, 2014, these meetings being interspersed with extensive email discussion. This committee determined that a smaller Executive Committee would benefit the Society, and it generated a proposed new governance architecture.
- b. The ERC was unanimous for all aspects of the proposal except for how the three elected members of the proposed new Board of Directors would be determined. This matter (see below; bullet 6 l) was resolved by a majority vote of the committee.
- c. OPS was consulted via teleconference on June 6, 2014.
- d. Dan Bush (former president and former member of the Constitution and Bylaws committee) was consulted
- e. Debby Delmer informed the current Constitution and Bylaws committee of the initial proposal.
- f. ASPB's external auditor Susan Colladay (Tate and Tryon) was consulted on June 19, 2014.
- g. Four members of OPS met in person to discuss the final proposal on June 19, 2014.
- h. All members of the ERC endorsed this proposal before it was placed on the Executive Committee agenda for July 11, 2014.

## **6. Proposal (the solution)**

- a. Two bodies are formed: a voting body called the Board of Directors and a deliberating body called the Council
- b. The following changes to the governance will be described in the Constitution and therefore will require a vote of the membership.

c. The Board of Directors is the **voting body** and is comprised of:

- President
- President-Elect
- Chair of the Board of Trustees/Treasurer (see synopsis, below)
- Executive Director (non voting)
- Secretary
- Elected Member 1: open nomination from membership
- Elected Member 2 open nomination from membership BUT nominations are constrained to non-US members WHEN >1/3 of ASPB membership is non-US at the time of the election
- Member selected by the Council from among the Council members - no restrictions

[PLEASE NOTE: The original proposal from the ERC to the Executive Committee envisioned an 11-member body; however, during the Executive Committee's discussions during its meetings in July 2014 in Portland, OR, this proposal was modified to the eight-member body described above.]

d. The Board of Directors is chaired by the President.

e. The composition of the Board of Directors and its designated Chair is placed in the Constitution.

f. The Board of Directors will meet in person at least once a year and in person or remotely as necessary.

g. The **deliberating body** is called the Council. This body is charged with **determining and maintaining the strategic plan** for the society. This body does not make binding votes for the Society.

h. The Council is comprised of the members of the Board of Directors **plus** the following additional members (22 total currently). Note that this is the composition of the current Executive Committee.

- Immediate Past President
- Chair, International Committee
- Chair, Minority Affairs Committee
- Chair, Women in Plant Biology Committee
- Chair, Education Committee
- Regional and Interest Section Representatives; currently six
- Chair, Membership Committee
- Chair, Publications Committee
- Chair, Science Policy Committee

- i. The Council is chaired by the Immediate Past President, a 1-year term.
- j. The composition of the Council and its designated Chair is placed in the Constitution.
- k. The Council meets physically at least once a year.
- l. The ERC was split on the Board of Directors member chosen by the Council.  
Approximately one-third wanted the Council to choose among sectional reps only and two-thirds did not want any constraint placed on the Council. This issue was extensively debated. In the end, we resorted to a majority rule recommendation on this point.
- m. The Council's chosen appointee to the Board of Directors is for a 1-year term that can be renewed for as long as the individual remains a member of the Council.
- n. Agenda items that require a vote by the Board of Directors originate from the Council, the Board of Trustees, the membership, or the Board of Directors themselves, at any time of year and will be voted on by the Board of Directors at the next Board of Directors meeting.
- o. Because the composition and leadership of the Council is written into the Constitution, the Board of Directors cannot make changes in either body's composition without an approving vote by the general membership.
- p. The frequency of the new Board of Directors meetings depends on the time sensitivity of agenda items.
- q. Create an ad hoc committee to evaluate the efficiency of the governance structure every 6 years and report back to the Council.

## **7. Logistics and time line**

- a. July 2014: Discussion and vote up or down at Executive Committee meetings during Plant Biology 2014 [DONE]
- b. September 2014: Send to Constitution & Bylaws Committee for draft language [DONE]
- c. October 2014: Draft language back to the ERC [DONE]
- d. October 2014: Final language preliminarily approved by Constitution and Bylaws committee [DONE]
- e. December 2014: Input on proposed changes solicited from membership [IN PROGRESS]
- f. March 2015: Final language voted on by Executive Committee
- g. April 2015: Final language voted on by Society

## **SYNOPSIS**

### **Current Governance Architecture**

### **Board of Trustees**

#### **Roles: financial and investment planning**

- To set the budget, invest the endowment, assure compliance with non-profit regulations.
- The trustees share with the treasurer the responsibility for the financial stability of the Society.
- All members and the Board of Trustees Chair are appointed by the President-elect upon approval by a vote of the Executive Committee.
- The Board of Trustees meets in person once a year at the Rockville headquarters (associated with the audit report and budget preparation) and by teleconference as necessary.

### **Executive Committee**

#### **Roles: both deliberating and voting bodies combined**

- Envision and establish the strategic plan for the Society, vote on issues that affect the budget, vote on archiving records (e.g. minutes, sectional/reports), vote on other agenda items
- Approve appointments to the Board of Trustees, Publications Committee, and Constitution and Bylaws Committee.
- The Chair of the Executive Committee is the President.
- There are currently 22 members on the Executive Committee.
- The Executive Committee meets in person twice each year; one of these meetings is during the annual Plant Biology meeting and the other is at headquarters.

## **Proposed New Governance Architecture**

### **Board of Trustees**

#### **Roles: Financial and investment planning**

- Same as above, except the appointed Treasurer is also the Chair of the Board of Trustees

**Council** (the former Executive Committee with modifications, as described above)

**Roles: The deliberating body**

- Envision and constantly adjust a strategic plan for the Society and work with the Board of Directors to establish this plan.
- The Council is chaired by the Past President.
- There are 22 members on the Council, but this can increase depending on the number of section reps.
- The Council meets in person once each year.
- Generate agenda to be voted on by the Board of Directors

***Board of Directors*** (as described above)

**Roles: The voting body**

- Decide by binding vote all issues that affect the budget, records, new initiatives, and other agenda items
- Vote on the appointments to the Board of Trustees, Publications Committee, and Constitution and Bylaws committee.
- The Chair of the Board of Directors is the President.
- There are eight members on the Board of Directors and this number is fixed.
- The Board of Directors meets in person once each year and additionally either in person or remotely (e.g., videoconferencing) as needed.