2019 Proposed Bylaws Amendment Issues

The AIHA Board would like to thank those of you who took the time to express your concerns and comments online in response to the two proposed AIHA Bylaws amendments during the 30-day window. We understand the rationales presented may not be aligned with your thinking. At the Board’s July Strategic Planning Meeting, your feedback was shared (anonymously) and discussed. In the end, the Board has chosen to move forward with both measures; however, in the spirit of open communication, we would like to take this time to address some of the more commonly stated issues as well as clarify some apparent misunderstandings.

Proposed Amendment #1: Transition Local Sections Council (LSC) to Local Sections Advisory Group (LSAG)

A total of 19 respondents completed the online form—9 opposed, 10 neutral or supportive. The Fellows SIG also conducted its own survey, which attracted some 42 additional unique respondents who had not commented online—12 opposed, with the remainder either non-committal or supportive. The Oklahoma Local Section also weighed in with a general letter opposed to the change; however, the section did not share the individual responses, nor did it identify the number of individuals who participated and whether or not they are AIHA National members.

Issue #1: A smaller LSAG will not reflect the diversity of interests across the LS network. Local sections will feel disenfranchised by not being able to provide input to AIHA National and the Board. This feels like a consolidation of power in the hands of just a few.

AIHA Board Response:

- First, AIHA values and always welcomes feedback from local sections. We are continually working to provide more opportunities and effective mechanisms to receive and discuss this feedback (please refer to 4th bullet below). This change is being proposed in an effort to provide a more efficient and responsive process for local section officer interaction with AIHA National.
- LSAG will represent and will request feedback from all local section officers (presidents, presidents-elect, secretaries, treasurers, and directors). Traditionally, the LSC has only reached out to local section presidents and presidents-elect for feedback.
- Trends in non-profit governance are trending away from large “assemblies” or “houses of delegates” that consist of hundreds of volunteers serving in an oversight or governance role. While we understand concerns that a smaller LSAG may not be viewed as representative of all LS, keep in mind that the AIHA National Board only has 13 members and yet it represents the interests of 7500+ diverse members.
- We now have a LS officers room on Catalyst which has been set up to enable all local section officers to exchange ideas and best practices. This room will continue to exist, and will be used to inform the LSAG, which will then inform the AIHA Board. We believe that this forum will provide greater inclusivity and engagement than a 130+ member governing body can.
- The function of LSAG is to represent and get the feedback of all local section officers, not just the president and president-elect. As of now, the LSC only consists of members that are local section presidents and presidents-elect. As an aside, a majority of LS officers remain unaware that they are a part of the LSC. While one could argue that better communication could address this matter, the reality has been that most decisions made by the LSC have been made by a small subset of the LSC (i.e., chair, vice-chair, and past-chair, along with a few of the former LS regional representatives). The smaller LSAG composition will function similarly by virtue of having a
2019 Proposed Bylaws Amendment Issues

smaller number of members, which will now include student representatives. This will enable the
group to be more responsive. Rather than waiting for an annual forum, this smaller group can
address issues in a timelier manner with the ability to have telephone conferences or otherwise
address thoughts and concerns as they may arise during the year.

• LSAG will be structured similarly to our other national-level advisory groups (i.e., Content Portfolio
Advisory Group, International Advisory Group, and Technology Initiatives Strategic Advisory
Group). Again, each advisory group is expected to function efficiently, make decisions, and
propose recommendations to the AIHA Board. The same expectations will be asked of LSAG.

• AIHA remains committed to including local section leaders in the annual Leadership Workshop
where issues of concern can be expressed.

Issue #2: Questions about the composition and number of representatives on LSAG, how they will be
selected, and how LSAG functions differently from the LSC.

AIHA Board Response:

• First, the Board would like to clarify that the proposed Bylaws amendment will NOT mandate a
specific number of representatives. While the initial thinking is to keep the LSAG small (the exact
composition to be determined), we recognize the need for flexibility. Perhaps the number may
need to be increased based on circumstances at the time.

• The inclusion of student representatives is an important change. Students did not participate on
the LSC; now, as part of the LSAG, they will have direct communication with the AIHA Board. It is
noteworthy that respondents, some of whom expressed opposition to the proposed bylaws
amendment, are in favor of including student representation.

• LSAG and the Board Liaisons to the Local Sections will provide guidance to the AIHA National
Board on LS issues, and, like all other national advisory groups, it will be expected to provide
updates as requested. It is hoped that LSAG will promote the use of the new LS officers room on
Catalyst, so it can garner input from the broader LS community. In addition, AIHA Board
members, CEO and other staff are committed to ensuring that every LS is visited at least once in a
three-year cycle. Local Sections also have the opportunity to request a member of the AIHA
Board, CEO and/or other staff leadership attend a meeting or event. Board members can provide
not only an AIHA update, but also a technical talk if desired. We will also continue to ensure that
every LS president has access to the latest version of the “AIHA National Update” presentation
for their use in communicating what’s new with their members, many of whom may not be AIHA
National members.

• The members of the advisory group will continue to be selected by their peers as in the past. The
initial members will be the current LSC chair and vice chair and current student local section
council chair and vice chair. In addition to utilizing the new LS officers room, members can
always present any concerns through the annual Leadership Workshops, at AIHce, through
quarterly town hall meetings or by contacting staff (Thursa Pecoraro remains primary point of
contact, assisted by new staff member Janice Allen). In short, nothing has changed except
condensing the LSC into a more effective and strategic functioning body.
Proposed Amendment #2: Change to Single-Slate for Board Officers

A total of 25 respondents completed the online form—16 opposed, 9 neutral or supportive. The Fellows SIG also conducted its own survey, which attracted some 50 additional respondents—about half opposed, the remainder either non-committal or supportive. The Oklahoma Local Section also weighed in with a general letter opposed to the change, although it is unclear how many individuals concurred with the opinion and how many are AIHA National members.

Issue #1: This change smacks of cronyism; it puts too much power in the hands of the Board Nominating Committee (BNC).

AIHA Board Response:

- AIHA will continue to hold contested races for the director-at-large positions (4 candidates will continue to be nominated for 2 open slots). This proposed change pertains to the officer slots only.

- As you may recall, last year the membership approved a bylaws amendment that changed how the BNC is formed. The committee now includes four (4) Full members NOT serving on the Board, solicited through an open call process. The AIHA Board reviews all applicants and selects these four. Last year the BNC included a student member. This year the open call process will once again be conducted to find four (4) new individuals from the greater membership (in addition to the past-president, vice-president, and a third-year Board member).

- Contrary to the past, the BNC is no longer handpicked by the past president; hence, it is designed to be more inclusive.

- ASAE recently released a research study—“Building Better Association Boards: Advancing Performance through Nomination, Recruitment, and Selection Processes”—conducted through the Bush School of Government & Public Service, Texas A&M University, and in conjunction with Mark Engle, principal with Association Management Center (note: AIHA retained Mark to assist with its strategic planning process). The authors contend: “One leading practice for election methodology includes moving away from competitive elections… This is recommended due to the potential for unselected members to become disengaged from overall involvement [i.e., at AIHA we have members who are unwilling to accept a nomination, because they do not wish to run against their peers or risk not being selected, in some cases more than once]. The nominating committee can slate directors without a competitive election, basing their selection on alignment of competencies with desired strategic needs…Officer positions are filled by someone who has recently sat on the board, commonly current board members….As evidenced in the case studies, there has been an evolution from a popular election process to one in which a slate was presented to the membership.”

- The study further explores the importance of ensuring that officers, in particular, exhibit a broad mix of group, interpersonal, and technical skills, along with the usual personal attributes (i.e., commitment, integrity, capacity to serve) and with a solid grasp of the current strategic priorities being addressed at the Board table.

- Often it is useful to engage under-represented constituencies in leadership and yet a competitive election process may default to more traditional candidates that are well-known by association members. For instance, a board nominee from an emerging practice area might not be well known in the association and as a result could be less likely to garner electoral support. However, that individual may bring skills and experience that could advance strategic priorities for the
2019 Proposed Bylaws Amendment Issues

organization.

- As a reminder, eligible AIHA National members can self-nominate; they do not need to be nominated by a peer.

Issue #2: It is undemocratic and takes away my right to choose our leaders.

**AIHA Board Response:**

- We understand the concern, loud and clear. Once again, the two (2) at-large directors (becoming the candidate pool for future officer positions) will continue to be selected by the membership via a contested election.

- The concept of diversity and inclusion is a critical element to any governing body; so is ensuring we have the best candidate that has the right mix of skills and abilities aligned with our current strategic priorities. The new process will facilitate the selection of officers having the strongest mix of needed skills and abilities.

- The overall nominations process is being re-evaluated with an eye toward ensuring that all candidates have a familiarity with the AIHA enterprise strategic plan and an understanding of the top strategic priorities being addressed around the Board table. Because of the complexity of AIHA, it is imperative that officers in particular (who serve on the executive committee) can hit the ground running; therefore, past Board experience is strongly encouraged. While not a firm requirement for consideration, some years it is increasingly challenging to find two equally strong candidates for each officer slot.

- The fundamental principle behind elections is that an election is a democratic process that ensures open access to candidates that are selected by members. Members retain the ultimate authority to select those who will govern the association. While this practice reflects the ideals of a democratic society to determine individuals that are preferred by the membership, it is not always clear that the ideal is achieved. For many associations, a small fraction actually participates in the election process [at AIHA we normally attract under 30% each year]. This suggests that a fraction of members might actually be making choices about governance leadership because portions of the membership abdicate those rights.

- The process of presenting a single slate of officer/director candidates to AIHA members is already being practiced regularly by many AIHA local sections, who often struggle to attract more than one candidate per slot. Local section members are therefore familiar with the process and the advantages that it confers.

Issue #3: This proposed change doesn’t address the root cause of why we sometimes have insufficient leaders in the pipeline.

**AIHA Board Response:**

- We acknowledge the pipeline issue and have been taking steps to address this. For example:
  
  - We now ask all at-large director applicants whether they have a desire to move on to an officer role should they be elected. This is being done to help shore up our short list of potential candidates for officer roles.
  
  - With the recent introduction of the open-call process, we now have a new source of potential applicants from those who are/have served on our various national-level advisory
2019 Proposed Bylaws Amendment Issues

groups.

- We regularly review the list of Future Leaders Institute graduates. Some 225+ have completed the program since its inception (2005 through 2018). From this, just ten (10) have stepped up to serve on the Board -- three (3) are currently serving; out of these, only three (3) advanced to officer positions.

- When we were maintaining a local section regional representatives network, we strived to cultivate new Board members but with minimal results.

- Finally, the annual leadership workshop is an ongoing source of potential new Board members. Several have stepped up, but none have progressed to officer positions lately.

- However, again, the AIHA Board has stressed the importance of identifying officer candidates well positioned to advance our current strategic priorities. It remains a challenge to find two (2) equally suitable candidates for each officer position that will also address diversity and other critical factors.