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AFS Governance Structure Special Committee
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Introduction

The governance of the American Fisheries Society (AFS) is both simple and complex. Several factors contribute to this dichotomy including the size and structure of the Governing Board (GB), the number and types of decisions made by the GB, and the type and frequency of GB interactions. During the 143-year history, AFS has periodically assessed how the Society is governed and how well its governance structure is working. For example, recent governance assessments were conducted in 1980, 1985, 1995 (Wiley and others 1995), and 2012 (Miller and others 2012). Such assessments are needed to respond to membership changes, such as composition, needs and desires, the organization's revenue structure, emerging communication technologies, and the challenges of recruiting busy professionals to engage effectively in volunteer society leadership positions.

The 2012 GB retreat, "Reimagining AFS", held in conjunction with the AFS Annual Meeting in St. Paul, Minnesota, focused on imagining the future of AFS and how the Society needs to adapt to remain relevant and viable in response to changes in the natural resource profession and in scientific societies. The following question was posed to the AFS GB members at the retreat: How can AFS maintain its strengths, address its weaknesses, and become a leaner and more efficient professional society that is relevant to its members? To aid in answering the question and meeting the challenges facing professional societies, Mary Byers, coauthor of *Race for Relevance: 5 Radical Changes for Associations* (Coerver and Byers 2011), informed GB members about the challenges facing associations and strategies to ensure relevance to association members. One of the changes that scientific societies can enact is overhauling the governance model. Of the five changes Coerver and Byers (2011) discuss, this is the single most important one. Subsequent to the retreat, President John Boreman identified AFS governance structure as a top priority of his action plan and created a special committee to address this issue.

Committee charge from President John Boreman:

> *The subject of the most recent retreat of the AFS Governing Board was "Re-imagining AFS." The retreat participants focused on topics that were related to keeping AFS relevant to the changing expectations and demands of its membership. The topic that was discussed the most during the retreat was the challenge of overhauling the society's*

governance structure. The retreat attendees agreed that the Governing Board is spending an inordinate amount of resources making few decisions at great expense, both in terms of time and money. The current governance structure is unwieldy and there is redundancy between the Governing Board and the Management Committee. The election processes leading to membership on the Governing Board result in members representing factions and being recruited to the board by default rather than intent. Finally, the attendees agreed that resources required to support the current governance structure are not sustainable and are inefficient.

The Governing Board identified five key questions related to AFS governance that need to be answered: 1) Should the governing body maintain the current representation by geography and area of interest or have more of a competency-based membership based on skill and needs, and have members serving longer terms? 2) Are the Governing Board and Management Committee redundant? 3) If we eliminate some Governing Board members to make it operate more efficiently in terms of time and cost, how do we maintain diversity and leadership development opportunities? 4) How do we change the structure without making subunits (AFS Officers, Divisions, and Sections) feel disenfranchised? 5) Does the board really need to meet face-to-face twice per year, and is it possible to hold meetings via some form of virtual attendance platform? The retreat attendees decided that a special AFS committee should be formed to begin addressing these questions with the goal of developing alternatives to the status quo that can be reviewed and discussed by the Governing Board at a future meeting.

An AFS Special Committee on Governance Structure will be established to accomplish the following tasks:

1) *Review and evaluate reports related to the size and functioning of the Governing Board that have already been developed.*
2) *Assemble and evaluate published books and articles on governance structure for professional societies analogous to AFS.*
3) *Develop a discussion paper that evaluates pros and cons of alternative schemes for the structure of AFS governance, paying particular attention to the questions raised above.*
4) *Publish the discussion paper in Fisheries and present it to the Governing Board at its 2013 annual meeting in Little Rock.*

The committee held several conference calls to discuss the charge and completed several assignments designed to evaluate the current AFS governance model, the GB's roles and responsibilities, including those of the Management Committee (MC) and Officers, as well as the size of the GB. An overarching goal of the committee was to assess the efficiency, effectiveness, and responsiveness of the AFS GB and propose alternative governance models for consideration by the GB and membership. Below are the results of the committee's deliberations concerning governance models, board responsibilities, and board size.

Governance Models

Governance is important in determining how efficiently and effectively an organization functions and how well it can respond to change. Governance can be defined as "the processes, structures and organizational traditions that determine how power is exercised, how stakeholders have their say, how decisions are taken and how decision-makers are held to account" (SNAP 2013). There are several types of governance models for nonprofits (Table 1), and the boards of many organizations are often a hybrid of several models (SNAP 2013, Garber 1997). A well-functioning organization has a “zone of accommodation” where there is overlap between the roles of governance and management, and the work of the organization’s staff (SNAP 2013).

Committee members evaluated eight governance models described by SNAP (2013) and Garber (1997) (Table 1) to identify which governance model(s) AFS currently employs. Members were unanimous in selecting the *Policy Board Model* to describe the style of AFS Governing Board. The policy board governance model was popularized by John Carver (2006), who identifies the job of the board as governing by creating policies and guidelines that establish organizational aims (ends), governance approaches, and management limitations. With this model, there is a high level of trust between board and executive director and relatively few standing committees. Board development is a high priority and recruitment of members committed to values and mission of organization is an ongoing process (SNAP 2013, Garber 1997). Although this was the consensus model identified by committee members as the one most resembling the current AFS GB structure (albeit not fitting perfectly), like the boards of many organizations, the AFS GB is characterized by at least one other model, namely the *Management Board Model.* With the Management Board Model (and Traditional Model), the Board manages the organization (i.e., Society) through functional committees, which in larger organizations like AFS mirror the duties of the administrative staff. The board delegates management of the organization to the executive director who directly supervises staff (SNAP 2013, Garber 1997). Beyond these two models, there are elements of other governance models in the AFS governance, including the *Results-based Board* (ED is a non-voting member of the board and has influence over policy making), *Constituent Representational Board* (board is composed of constituency-elected members, i.e., Section presidents), and historically some hint of an *Advisory Board* (board members provide advice to the ED and rubber stamp ED’s recommendations).

Board Responsibilities

Committee members identified how AFS upholds the five responsibilities of nearly all successful governing boards (SNAP 2013). Member responses to those responsibilities are listed below.

1. *Creating a vision.*—AFS creates a vision for the Society in a hierarchical fashion through the Mission Statement, and Strategic Plan. The GB is involved in creating, reviewing and revising these vision documents and they are transmitted to the membership. Concern

was expressed by some members about the ability of our GB 'vision' considering its large size.

2. *Securing resources.*—This is primarily the responsibility of the ED and the staff in AFS under the direction and approval of the GB. Concern was expressed about sufficient knowledge of this process by the GB. There was further concern about understanding and matching member needs and ensuring resources are secured to meet those needs.
3. *Defining clear roles and responsibilities.*—These are defined in the AFS Constitution and Procedures, as are those of the ED, GB and MC. Concerns were expressed about the GB members lack of familiarity with and understanding of their roles and responsibilities because of the short terms of most members (1-2 years), insufficient training and poor attendance by GB members at leadership training workshops, the large size of the board (a few poorly informed members can slow down or derail meetings), and apparent divided loyalties and inconsistent priorities of some GB members. Note that with a Policy Board (see above), board development (through training) is a high priority. Suggestions to address these issues included longer terms for board members and a mentor program for new GB members.
4. *Establishing benchmarks for performance and monitoring them.*—Performance benchmarks for the Society are set through the Strategic Plan, which guides the annual work plans of the President, ED and Unit officers. The President's and ED's work plans are self-monitored and reported to the GB and membership at the Annual Meeting. The annual performance of the ED is evaluated by the Officers, GB, and AFS staff. Each officer has a set of responsibilities (benchmarks) but there are no specific guidelines for monitoring and evaluating the officers' performances beyond accomplishing their responsibilities. GB members set benchmarks with their Unit work plans. Concerns were expressed over the lack of transparency of the ED's performance evaluation, the difficulty of critiquing performance of volunteer members (officers and GB), lack of monitoring of key Society functions (e.g., publications), and inadequate tracking and monitoring of Strategic Plan benchmarks.
5. *Being accountable to key stakeholders.*—The GB is accountable to Society members, our key stakeholders, through the Division and Section representatives on the GB. AFS members include individuals and organizations (government agencies, universities, consulting firms, NGOs) associated with the fisheries profession. In general, AFS members do not appear to be concerned about accountability of the GB as long as they receive some level of benefits. Concerns were expressed about being accountable to key stakeholders in the fishing industry, including angler groups and organizations.

<u>Board Size</u>

The article "At Issue: What Is the Best Size for Your Board?" (Council for Foundations, 2006) concluded with several questions that are pertinent to understanding the size and structure of the board. Below are several of those questions and the committee's response.

- *What is the rationale for the current board size? Does it help or hinder your mission?*—The rationale for the current AFS GB appears to be the result of various historical factors such as lack of communication, perceived exclusiveness, personalities of former

members, the need for openness and transparency, and a desire to maintain the status quo. The increase in the size of the GB over the years has resulted in increased diversity and representation (geographic, topical, and demographic) as well as connectivity with and communication about the workings of the Society. A general consensus among committee members is that the current size of AFS GB does not hinder the Society's mission. Concerns were expressed by some committee members that the size of the current board is too large to be an *effective* governance body or discussion forum and that representation by all Units is not a primary goal and function of the GB. Also, terms are too short for board members to function effectively. Recommendations included improving efficiency of the current GB by using technology and improved decision-making processes, potentially reducing the size of the GB and using advisory panels to address focused issues, and extending and staggering the terms of the board members.

- *What does your board want to accomplish? How will the board's size contribute?*—The GB oversees the operations of the Society, decides policies, hires the ED, provides input on budgetary decisions, ensures that member services are appropriate and necessary, and communicates Society issues and strategic direction to the membership. Many of these things are spelled out in the AFS Constitution and Procedures. It is unclear what the GB wants to accomplish beyond governing the activities of AFS. The current large size of the GB allows for input from a broad range of geographic regions (Divisions) and topical disciplines (Sections), ensures that Society matters are broadly communicated, and sends a strong message of trust of Society officers. Concerns expressed about the current GB include that it is too unwieldy and costly, difficult to manage, unnecessary for most business and policy decisions, not an effective forum for decision-making and discussion, and does not engage all members equally. A concern expressed about a smaller board is inadequate representation and reduced communications from the Board to members, although this could be remedied with advisory groups.
- *How does your board's size affect the board's culture and style?*—The current size of the GB has both positive and negative effect on the board's culture and style. On the positive side, the large GB provides a diversity of opinions and potential solutions; more opportunities for leadership experiences, collaborations and networking; improved communication of Society business; trust of Society officers; and collegiality. On the negative side, because of the large size, short terms, infrequent meetings (two per year), and lack of adequate training, board meetings tend to be formal. This formal process results in the hesitation of new board members to speak up because they do not understand the board "norms" or history of many issues. With additional years of service on the GB, these members gain confidence and participate more effectively.
- *Would advisory groups bring more perspectives and skills to certain board functions?*—Currently, standing and special committees function as advisory groups to the board but committee deliberations are seldom brought to bear on issues before the GB. The general consensus among committee members was that advisory groups would be useful on topical issues, especially if the board were smaller. Concerns were expressed about the current number and composition of AFS committees, their charges and communication of their accomplishments and recommendations to the GB.

- *If you have a large board, how will you ensure members stay engaged in foundation [Society] activities? What tools can you use to make sure everyone's voice is heard?*—GB member engagement is limited by the infrequency of meetings (two per year), limited facilitation experience of some meeting chairs, formality of the meetings, and inexperience and unfamiliarity of GB members because of short terms of the members. Suggestions to improve member engagement and participation included: using a meeting facilitator, increase mentoring for new Board members, rethinking the GB meeting agendas, using small breakout groups for issue discussions, and requiring the use of clear issue statements and structured decision-making tools.

Governance Recommendations

"The changes required in association governance are the most important and most difficult… The governance traditions, structure, and processes in most associations can be the biggest impediment to effecting change. But once the association has a capable leadership team in place, constructive change can come quickly." (Coerver and Byers, 2011, p. 6). Coverver and Byers (2011) go on to state that the boards of most associations are not effective at leading or governing their organization as they waste the time of their members and tend to micromanage staff. The average size of association boards is 12 members (Council of Foundations 2006). Coerver and Byers (2011) purport that an association can be effectively governed by 5 members and the ED. The size of the AFS GB (formerly called the Executive Committee) has more than doubled over the past 50 years. Based on estimates of the board size from Annual Meeting minutes, the board increased from 13 members in 1960, (no data for 1970), to 18 members in 1980, 24 members in 1990, 30 members in 2000, 31 in 2010, and 34 members in 2013, not including the non-voting members (ED, Constitutional Consultant, Student Subsection President).

Past presidents of AFS have convened committees to evaluate the governance of the Society. Governance committees were formed in 1980 and 1985 (Wiley and others 1995), and the most recent committees were chaired by Robert Wiley (1994-95) and Dirk Miller (2012-13). The 1995 committee report evaluated the structure of the 1994-1995 GB, including its strengths and weaknesses, and recommended three alternative structures. Perhaps not surprisingly, many of the concerns (as well as the strengths) noted above about the current GB structure are the same as those presented in the 1995 committee report and include: high turnover of GB member resulting in low continuity in governmental effectiveness, large size (28 members at the time) resulting in difficulty in conducting orderly business, poorly informed members resulting in long discussions, ability of Chapter presidents to introduce items for GB consideration through Division links, and "tightly defined" Division representation (two representatives per division) versus "open-ended" Section representation (one delegate for each section of 200 or more members). Regarding GB member representation, the committee was not able to find definitive, historical evidence for establishing such a representation scheme and concluded that it "evolved opportunistically without clear structure or preplanning." The three alternative governance models recommended were: 1) maintain the status quo; 2) status quo (rename Executive Committee as Governing Board) and establishment of a Management

Committee (from the current Budget Committee), charter the Canadian Aquatic Resources Section (CARS) as the Canadian Division, and remove the provision for non-voting members (Chapters) to introduce issues to the GB; and 3) restructure the GB as the 5 elected officers, 2 representatives from each Division (including a proposed newly formed Canadian Division), and 2 representatives from the Caucus of Sections, establish a Management Committee, and remove the provision for non-voting members (Chapters) to introduce issues to the GB. The committee recommended alternative 3 as their preferred choice. History shows that alternative 2 was followed, with the exception of chartering CARS as a Division.

The 2012 governance committee was charged by President Fisher to conduct an "evaluation of the size and structure of the AFS Governing Board" (Miller and others 2012). The justification for this charge was the following:

> *This topic was discussed by the officers and Management Committee members last year, and several "stressors" point to taking a look at our board size including: indeterminate growth, disproportionate membership, meeting complexity and expense. It is not a new topic; Rich Gregory, Past President and Constitutional Consultant said he remembers discussing it many years ago. According to information about non-profit boards, 15 members is the average board size. AFS currently has a 38-member board, including two vacant positions and three non-voting members.*

The 2012 committee evaluated the 2011-2012 GB and concluded that the Society's "method of governance works well for the current AFS organizational structure." The committee provided three recommendations for improving the GB: 1) focus on upper-level leadership strategies not tactics, 2) more clearly define the roles and responsibilities of the Governing Board and Management Committee, and 3) enhance communication from the Officers and Management Committee to the remaining members of the Governing Board.

The current (2013) governance committee considered several governance structures for the GB based on evaluations by previous reports and those used by other organizations. The Committee recommends consideration of the following three options:

Governance structure 1 – Status quo: large board with medium-sized management committee

> Maintain the current GB structure of 5 Officers, 2 representatives from each Division, 1 representative from each Section, and 3 non-voting members (Executive Director, Constitutional Consultant, Student Subsection President). Maintain current 12-member MC, which is a subunit of the GB. Duties and responsibilities of the GB and MC are defined in the AFS Constitution and Procedures. The current (2012-13) GB consists of **35 members** (one section was dissolved and the student subsection president was made a voting member in 2012), plus the non-voting Executive Director and Constitutional Consultant.

Advantages: More people serving on the board means more perspectives (geographic and disciplinary) on issues and potential solutions, particularly when members are knowledgeable, informed and comfortable in making and speaking to motions. In theory, work can be shared more equitably among the board members. Having more members (with longer terms) helps to maintain institutional memory during leadership changes. A large board avoids having a highly centralized power structure that could potentially overlook AFS member and organizational needs. The GB should focus strategically on those needs.

Disadvantages: Board members feel less individual responsibility and ownership in governance. The current GB meets two days per year at considerable expense in terms of time and money for sponsoring Units and AFS, but makes few tactical or strategic decisions and provides little strategic leadership. The size of the GB is unwieldy and there is redundancy between the GB, the MC, and the Officers. Members of the GB become de facto members through their elected positions within Divisions and Sections of AFS versus being recruited for their organizational and leadership abilities. The GB size is too large and duties are too diffuse to track progress in implementing AFS strategic goals. Meetings are difficult to schedule and attend, and more staff time is needed to coordinate board functions. AFS resources required to support the GB are not sustainable because several units cannot fund the meeting travel expenses of their leaders. The discussions at GB meetings must be formal and limited in depth because of the large number of persons meeting and the desire to complete business in one day in an orderly manner; frequently discussions are dominated by a small percentage of GB members. Issues before the GB must be identified well in advance (in the form of motions) and the GB rarely conducts 'new business'. Thus, discussion of issues often lack spontaneity and creative thinking. As such, the GB is less effective at responding to emerging issues or issues that are identified as a result of the interaction of GB members.

Governance structure 2 – Medium-sized board with large advisory council

Rename the Governing Board to Advisory Council and include all current members of the GB including Chapter presidents or their formal proxies. This Council (or a portion thereof) would meet annually at the Annual Meeting in a 1-day retreat format to discuss AFS vision, major strategies and issues identified in advance by the Officers and Unit representatives. Eliminate the Second Vice President position (to reduce the officer term of service). Rename the Management Committee to the Governing Board and restructure the board to include the 4 Officers, 4 Division representatives (not necessarily officers), and 2 elected members from the Advisory Council (depending on the necessary skills lacking in the other 8 members). Terms of service for Unit members would be at least two years, and appointments would be staggered to maintain continuity. Committees and Staff would be consolidated and restructured along the lines of the Strategic Plan and there would be better linkage among GB members, AFS

staff, and Committee Chairs. The size of this GB would be **10 members**, plus the non-voting Executive Director and Constitutional Consultant.

Advantages: As envisioned, a 10-member GB would have a sufficient number of members to track the activities of the 24 AFS standing committees and 20 active Sections, with each GB member participating in the work of 2-3 related committees and 2 related Sections, interact with Staff as needed, and report briefly on those activities on monthly electronic meetings. A smaller GB would facilitate training, communications, and the establishment and monitoring of performance benchmarks by its members, committees, and staff. This structure would maintain the Division geographic diversity, but would leave leadership development to the Sections and Divisions. Chapters and Sections would be formally enfranchised by their membership on the Advisory Board, thereby potentially increasing diversity from what it is now. Board communications, reporting, and performance would be increased by monthly electronic meetings and reporting, versus bi-annual meetings. Annual section meetings need not be held in the days prior to the AFS Business Meeting (Tuesday) or Incoming Governing Board meeting (Thursday) because section officers may not necessarily serve as board members.

Disadvantages: A 10-member GB may still be too large to ensure that all members can all participate in all monthly calls. GB members may lack the time and interest to track progress on strategic AFS issues over two-plus years on a monthly basis. Increased activities and responsibilities of each GB member may reduce the pool of potential candidates. Subunits may feel disenfranchised because of their limited representation on governance issues.

Governance structure 3 – Small board with large advisory council

Create an Advisory Council (as described in alternative 2). Reduce and restructure the committees, assign AFS Staff to each standing committee, empower them to be co-leaders with volunteer chairs. Reduce the Governing Board to the 5 elected Officers. The GB will consist of **5 members**, plus the non-voting Executive Director and Constitutional Consultant.

Advantages: Five board members will feel greater ownership and responsibility for governance, communications and interactions will be easier, board members will be more engaged, and there will be greater continuity because of longer terms. Board members and staff should complement not duplicate, with the board working at the strategic and conceptual level and the staff working at the tactical and implementation level.

Disadvantages: Fewer board members will limit opportunities for diversity (geographic, disciplinary, and demographic) of opinions, ideas, and perspectives, and inclusiveness. Fewer members will mean a heavier work-load for members and potential burnout, and may also make it difficult to identify candidates that will run for office.

A majority of the Governance Structure Special Committee members favored reducing the size and structure of the GB (options 2 or 3), and a minority favored maintaining the status quo GB (option 1) with changes to improve efficiency.

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Table 1. Governance models for non-profit organizations.

		Source	
Model Type	Description	SNAP (2013)	Garber (1997)
Policy	Board governs by creating policies and guidelines that establish organizational aims (ends), governance approaches, and management limitations. There is a high level of trust between board and ED and relatively few standing committee. Board development is a high priority and recruitment of members committed to values and mission of organization is an ongoing process.	X	X
Management/Traditional	Board manages organization through functional committees, which in larger organizations mirrors the staff administration. Board delegates management to ED who directly supervises staff.	X	X
Operational/Cooperative	Board governs, manages, and performs work of the organization; there is no executive director. Decision-making is by consensus and power among members is equal.	X	X
Advisory	Board is selected and dominated by the ED. Board members provide advice to and rubber-stamp ED's recommendations.	X	X

Patron	Similar to Advisory but board serves primarily as figurehead for fundraising purposes.		X
Results-based	ED is a non-voting member of the board and has substantial influence over policy making. Committees guide governance, and monitor and audit performance of board, ED and organization.	X	
Collective	Board and professional staff work as team in making decisions about organization governance and management.	X	
Constituent Representational	Board composed on consitituency-elected members; used mainly in publicly elected offices and federations.	X	