



STREAMLINING GOVERNANCE STRUCTURE: A CASE STUDY

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The Case for Change

Texas was already perfect, right?

- Old Board was very big which created attendance challenges
- Structure was not conducive to properly orienting new members
- Meeting format did not allow for deliberative, knowledge-based decision making
- Wasted volunteer time and was not good governance

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Everything is Bigger in Texas

- We had a Board with representatives from each of the 32 local chapters in the state plus others (students, residents, officers, etc.) There were a total of 53 voting members and 43 alternates.
- Some members stayed on for years and rotated between director and alternate. Other chapters struggled to find members willing to serve.

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Everything is Bigger in Texas

- The large size of the Board and the large number of absences made it impossible to do a good orientation.
- Some members served on committees and attended meetings for years, some showed up for their first board meeting completely fresh.

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Fast-paced Meetings

- The Board met twice a year at our Interim and Annual Sessions. At both, all the committees, commissions and sections also met and presented reports with recommendations to the Board within hours of their meeting.
- Committee members did not see reports before they were presented to the Board and Board members received the reports as they entered the room.
- Very little discussion. Almost all of the committee recommendations were passed.

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Board Members

- Given their minimal input during the Board meetings, I believe it was a waste of our volunteers' valuable time.
- The bylaws allowed any member of a chapter to show up and ask to be seated for their representative to the Board but the member officially serving as director had the legal responsibility for the actions of the Board.

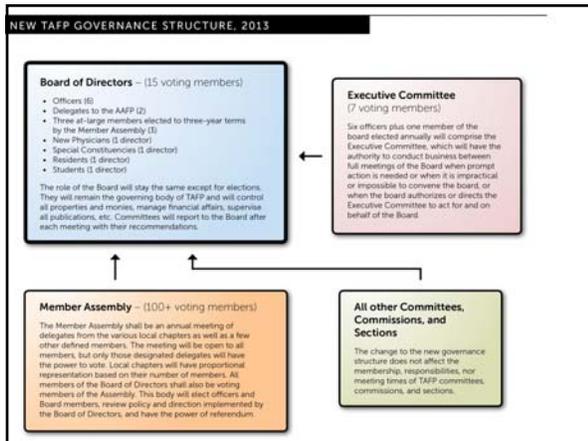
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Timeline for Change

- August 2010 – Task Force appointed to study the governance structure
- 2011 – Task Force met twice
- 2012 – Task Force continued to meet and had open discussion of changes being discussed. Task Force issued a final report in December
- 2013 – Members voted on changes to the bylaws to implement the changes

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New Structure

- Board of 15 – officers, delegates to AAFP, three at-large members with staggered three-year terms, new physician, special constituency, resident, medical student
- Executive Committee of seven to have authority between meetings of the Board
- Member Assembly – grassroots body to meet once a year; elect leaders; discuss issues; voting representatives from local chapters

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Rationale for Change

- Even though the Board was large, it was limited and provided little opportunity for the grassroots membership to have input or direct access to the leadership of the organization.
- The average size of a Board is around 19; our Board didn't look like any of other AAFP chapters.
- With the challenges facing the association and the specialty, we need to be more nimble.

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Rationale for Change

- Committees are where the real work is done.
- The larger the governing body, the less each member feels responsible for the decisions of the group.
- In organizations with large boards, the control tends to go to a smaller group of officers or Executive Committee members making the Board even less engaged.

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“Representation” on a Board

- Based on the notion that members from the same geographic area have the same needs and interests
- Developed when having local representatives was the best way to have communication with members
- Geographic representation (and demographic) can lead to Board members thinking first for who they “represent” but all Board members should be working for the entire organization, not a small group.

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“Representation” on a Board

- Geographic representation does not give you the best team to face challenges.
 - If you have five superstars in Houston, why not use all of them?
 - If you don’t have a member from one area qualified and ready to serve, do you want the one who can be talked into taking the position holding a space on your Board?

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What We Did Right

Got the right people on the Task Force.



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What We Did Right

Got the right people on the Task Force

- A Chair who works well with staff and respected by her colleagues. She would listen, ask questions, find common ground, and develop a plan she could stand behind and fight for.
- Other Task Force members were all current or past members of the Board and most would likely not secure a position on the new Board. Several from rural areas.

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What We Did Right

- Open discussion at the Board meeting
 - Task Force presented progress reports at Board meetings to give everyone a chance to express their concerns and get used to the idea of change.
- Trial Member Assembly
 - Occurred during lunch at the 2012 Annual Session and gave everyone an idea of what we wanted to add instead of focusing on what we were eliminating.

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What We Did Right

- Transparency with the Board and members during the process
- Addressed concerns of Board members
- Stayed flexible and communicated that nothing is set in stone
- Got outside help (consultant in organizational governance)

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Concerns from leaders

- They really liked the title of “Director” even if it didn’t mean much.
 - The new Member Assembly has Delegates and we will find ways to make them feel special!
- There was concern about being “out of the loop.”
 - We have other ways of communicating and will be looking for ways to maximize all of our opportunities
- There was a concern that members from large metropolitan areas would end up controlling the organization.
 - The Nominating Committee is in place to ensure equitable representation

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“Evolution, not Revolution”

- If you can make change gradual, you should do that. Let members serve out their terms if feasible.
- Continue to engage and enlist active members in other leadership roles within the association (committee chairs, task forces, etc.)
- Periodic evaluation of your governance structure is a healthy practice for associations

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Some Resources

- *Race for Relevance* by Harrison Coerver and Mary Byers
- *Governance as Leadership* by Richard Chait, William Ryan and Barbara Taylor

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Questions?

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