

Message From Governance Task Force

APHA President Craig Wood will be presenting the recommendations of the Governance Task Force at the 2019 convention for your consideration. A team of APHA directors was charged with the task of strengthening and modernizing APHA's governance by providing the findings for possible Bylaw restructuring in 2019 or later.

Why do we need to examine our governance?

We need to move more quickly in a fast moving world. Progressive member organizations have adopted more modern governance structures that allow them to adapt much more quickly and better serve their membership. The basic APHA governance structure dates back to the 1970s and has changed very little. The Governance Task Force performed a performance gap analysis and through that exercise reinforced the reasons why a new governance structure is warranted.

The Governance Task Force began by agreeing on the characteristics that were important for any governance structure we were to adopt. We then carefully reviewed our current governance structure and evaluated the degree to which that structure aligned with those desired characteristics. Based on that evaluation, we identified problems with the current structure. The problems identified included:

- Size of the current Board of Directors (~150) is far too big to foster individual Board members being actively involved in and accountable for decisions.
- Clear and consistently defined roles and responsibilities were lacking.
- More efficient decision making processes were needed.
- A clearer definition of the desired relationship between APHA and its clubs in carrying out the organization's mission, goals, and objectives was needed.
- Better defined and consistent leadership training.

Once we reached agreement on those problems, we then – and only then – began to discuss recommended changes to the structure to solve those problems. Our goal in developing solutions was to use the least disruptive and yet most effective means to address problems. In no case did we consider change simply for the sake of change.

That analysis validated the original logic to create the Governance Task Force and the need to address the gaps identified.

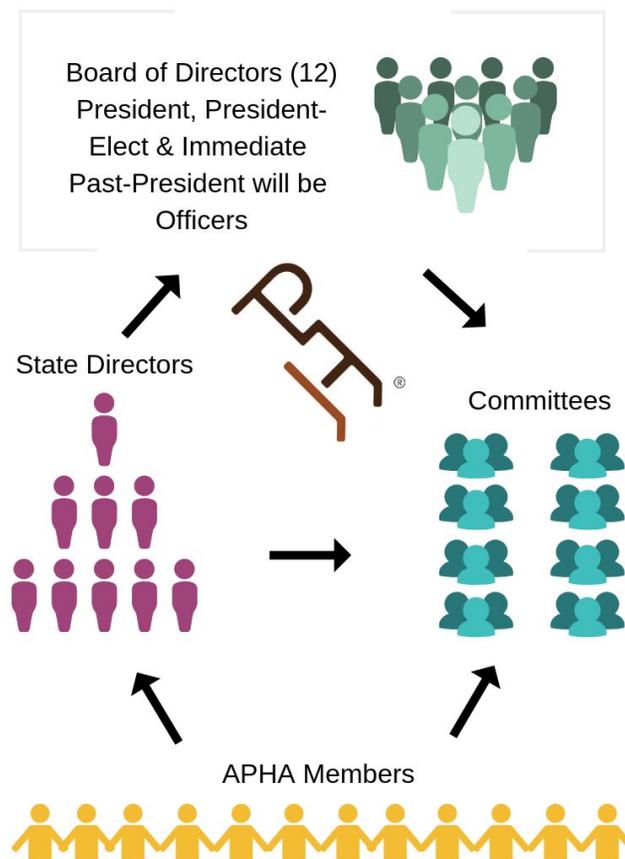
- Effective governing Board size
- Clearly defined roles
- Accountability of decision makers
- Ensure SMART outcomes (specific, measurable, achievable, realistic, time-bound)
- Leadership development
- Effective and efficient decision making

- Consistent terms and responsibilities i.e. we have many Board members with lifetime voting authority who have not attended a convention in many years.

The Governance Task Force spent many hours considering ways to improve the governance of APHA. The following individuals worked diligently on the recommendations presented below. Please feel free to visit with any of them any time regarding the proposed governance structure. They will be ready and able to answer your questions on the work they have prepared as a group. The members are Fred Cole, Melanie Cox-Dayhuff, Ashley Griffin, Mike Holloway, Lisa Maxwell, Jackie Mellon, Amanda Palmer, Carla Perri, Randall Roser, Brandon Severin, Ron Shelly, Michael Short, Kevin Smith, Fred Tabor, Craig Wood.

There is a lot of information presented in this document. As you read through the material, you will notice many roles and responsibilities of our current Board of Directors and committees remain the same. Recommendations not reflected in the current Bylaws are highlighted in blue in each section below.

Task Force’s Recommendations: Governance Structure



The **Board of Directors** will be a 12 member board responsible for the management of the Association. The 12 member Board will replace the current Executive Committee. The Board of Directors will be elected by the State Directors, serve three-year terms with no term limits. The Board of Directors will elect a President-Elect from among the 12 Board members. If the President-Elect is elected in the third year of his/her term, he/she will have his/her term extended in order to serve as President and Immediate Past President. The officers of APHA will be the President, President-Elect and Immediate Past-President.

The Board will be/have:

- Accountable for the governance of the organization.
- Accountable for APHA's financial performance.
- Accountable for engaging the audit firm on behalf of the Audit Committee.
- Authority to engage an executive Director (ED).
- Authority to delegate accountability and authority to the ED to operate the organization.
- Authority to set policy.
- Sole accountability for ensuring results of the organization.
- Authority to elect the officers of APHA.
- Authority to amend the Bylaws, as needed, with advice from the State Directors.

The current group of APHA Directors will be called **State Directors**. The number of State Directors and the election of those State Directors will be determined as they are currently with a Director election and allocations determined by the number of members from each representative area. State Directors will be voted for by all APHA members.

State Directors will:

- Submit resolutions/rule change proposals to the Board.
- Have authority to elect members of the Board of Directors.

State Directors will be:

- Accountable for advising the Board of Directors on matters of programs, services, and policy via resolution/rule change.
- Accountable for the periodic review of the APHA Rule Book as well as making changes, as needed, to the Rule Book. The Board of Directors may override any rule change via a 2/3rds vote of the Board of Directors along with a written justification for the override.

The Board of Directors will have the following options for handling resolutions and rule change proposals submitted by State Directors.

- Amend a submitted resolution.
- Overturn a resolution/rule change (must be a 2/3's vote by the Board and must provide written justification for the override to the State Directors).
- Refer the resolution to one of its committees for recommendation.

- Refer the resolution back to the State Directors for further discussion.

Committees will operate much in the same way they do now. Committees will be appointed by the President. Committees will be/have:

- Accountable for carrying out the charges that have been assigned by the Board of Directors.
- Authority to determine the best means for carrying out their respective charges, given the resources available.
- Accountable to keep the Board of Directors informed on work progress.
- Accountable for recommending any needed change to the charges that have been given or the resources available.
- Accountable for recommending new initiatives to meet member and association needs.

The **Executive Director** duties will not change. The Executive Director will have:

- Sole authority to make personnel decisions.
- Authority to carry out the day-to-day operations of the APHA.
- Accountability to carry out decisions of the Board of Directors.
- Accountability for keeping the Board of Directors informed and the accountability to ensure the Board of Directors has the best information available to make decisions.

The **Nominating Committee** will act in a similar way to current Bylaws.

Makeup of the committee:

- 11 member Nominating Committee including the Immediate Past President, who will serve as chair of the committee.
- Whenever possible, the committee should submit a contested slate (i.e., at least one more candidate than there are open positions) for 4 open Board positions annually.
- The committee is to vet nominations submitted as well as to actively recruit potential nominees to meet desired Board competencies.
- The 10 members at large will be selected as follows:
 - Five members selected by the Chair of Nominating Committee and five members selected by the State Directors
 - All should be State Directors or current Board members (max of three)
 - Nominating Committee members can't be candidates
 - Geographically balanced
 - Minimum of four from previous year's Nominating Committee
- No one serves for more than three consecutive years.

Institute a qualifying-based **Lifetime Voting System**. All lifetime voting rights will remain status quo, but recipients will lose their voting rights if they miss two consecutive conventions. In such instances, these Lifetime Directors can regain their voting rights if they attend two consecutive conventions in a row without voting rights.

Input and Discussion Opportunity

Opportunity for input and suggestions by Board of Directors will occur after these recommendations are presented at the 2019 APHA Convention.

Proposed Transition

If the current Board of Directors approves the recommendations in this document with any additional suggestions, then a set of draft Bylaws will be created supporting the recommendations agreed upon by the current Board. The draft Bylaws would be made available for input and action during 2019. Pending acceptance of newly created Bylaws, transition could occur as early as the 2019 elections that seat the 2020 State Directors. Once the 2020 State Directors are seated they will elect the 12-member Board of Directors with one member being the current President-Elect.

If the governance changes are passed by special election sometime after the 2019 Convention, the new bylaw changes will be reflected in the 2020 Rule Book and once again the newly elected members of the Board of Directors and the State Directors will take office at the end of the 2020 Convention.