

RESOLUTION FOR A TASK FORCE ON GOVERNANCE

Submitted by: DeWitt Godfrey, CAA President

October 26, 2014

The CAA *2015-2020 Strategic Plan* states in

Goal IV: Governance

Evaluate CAA's governance policies and structure in light of CAA's changing needs and commitments and recommend appropriate changes that will best serve CAA members and constituent groups.

I. The Need for the Task Force

Governance policies and structure require a comprehensive review and revision to provide for a leadership ladder, greater equity among officers and a nominating process that identifies leaders in the field. The last two by-law revisions—in 2005 to allow any director to run for election as president and in 2010 to accommodate Appointed Directors—need to be evaluated in terms of meeting the original needs that they address. The responsibilities of the officers and their relationship to senior staff need a thorough review and updating to meet the changing needs of CAA's programs and publications. The Nominating Committee's responsibilities and the procedures for recruiting candidates for the Board need review to ensure that leaders are identified and informed of the importance of service on the Board. Means for appropriately publicizing the election of Board members needs to be assessed to determine whether and how to increase voting by the membership.

II. The Charge of the Task Force

- A. Review the present by-laws and make recommendations regarding leadership ladders, equitable responsibilities between officers, possible new VP positions, greater clarity of position descriptions, and relationship of officers to senior staff;
- B. Review the responsibilities and expectations of the Appointed Directors and make recommendations regarding potential changes to the by-laws;
- C. Review and make recommendations regarding the equitable distribution of responsibilities among the officers.
- D. Review the Nominating Committee structure, process for appointing members of the Committee, criteria for selecting candidates for election to the Board, interview questions, voting and presentation to the members for election and make recommendations for any changes;
- E. Review the method for electing Board members, the presentation of candidates to the membership, casting proxies, balloting and make recommendations to increase the visibility of the candidates and to convey the importance of voting to members;

III. Criteria for Members of the Task Force

- A. The task force will consist of eight (8) members representing a broad spectrum of membership. The President will chair the task force. The

CAA Executive Director and Counsel will serve in an advisory capacity.

- IV. Nature and Scope of Staff Involvement
 - A. The Executive Director and staff liaison will work with the chair to schedule meetings, set agendas for the task force, and prepare written summaries of discussions and recommendations.
 - B. The chair and the Executive Director will confer with the officers on updating and creating a more equitable distribution of responsibilities among the officers.
 - C. The Executive Director will gather information from other learned societies and organizations such as Board Source for reference materials.
 - D. The chair and Executive Director will confer with the Counsel on all potential changes to the by-laws.
- V. Criteria for Determining Whether the Task Force Has Met Its Goals
 - A. The by-laws have been reviewed and recommendations for changes have been prepared for presentation to the Board of Directors.
 - B. The officers' responsibilities have been reviewed and recommendations have been prepared for presentation to the Board of Directors.
 - C. The Appointed Directors' responsibilities and expectations have been reviewed; revised and recommended changes have been prepared for presentation to the Board of Directors.
 - D. The Nominating Committee structure, procedures and the criteria for candidates to the board have been reviewed and recommendations have been prepared for presentation to the Board of Directors.
 - E. The election procedures have been reviewed and recommendations for revisions have been prepared for presentation to the Board of Directors.
- VI. Anticipated Costs = \$0
- VII. Timeline for Task Force
 - A. Invitations have been extended to proposed members of the task force and the members have accepted by mid-November 2014.
 - B. The first task force meeting is held in early December 2014 and responsibilities for all the tasks are assigned with deadline dates for preliminary recommendations.
 - C. The second task force meeting is held at the Annual Conference in mid-February 2015, at which time progress reports on each task are presented.
 - D. Recommendations are distributed to the task force members and comments are summarized and redistributed by April 2015.
 - E. The third task force meeting is held in late April 2015 to determine whether there is a consensus on recommendations for changes.
 - F. A summary document is prepared by the chair and staff and distributed for review by the task force in late May/early June.
 - G. A final draft of the recommendations is prepared by July and resolutions regarding the recommendations and revisions are prepared for the October 2015 Board meeting.
 - H. If any recommendations adopted by the Board involve potential changes to the Association's by-laws, a publicity campaign to inform the membership of proposed changes to the by-laws and the importance of the

membership voting to amend the by-laws, as proposed by the Board, will be organized.

- I. Any by-law amendments will be the subject of a vote at the Annual Business meeting in February 2016.

Approved by the Board of Directors on October 26, 2014.