ISA Governance Structure Task Force Final Report

28 December 2012
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Executive Summary

At its annual meeting in 2011, the ISA Council of Society Delegates passed a resolution that a Task Force be formed to investigate ISA’s governance structure and that a report be delivered to the Council in 2012 with any recommended changes to that structure. The Governance Structure Task Force Interim Report, dated August 1, 2012, fulfilled that charge. There were many unresolved issues in the Interim Report, plus the Task Force wanted to consider feedback on that report from members and leaders before developing final recommendations on the governance structure. The Task Force has now concluded its work.

The Governance Structure Task Force, comprised initially of two staff members and twelve volunteer ISA leaders representing the various governing bodies of ISA, was appointed by the Executive Board in December, 2011. (One staff member of the Task Force retired from ISA at mid-year and was not replaced.) The volunteer members included former ISA presidents, District VP’s, Section leaders, Department leaders, and Division leaders. The members of the Task Force and their backgrounds are listed in one of the appendixes. Through individual research, numerous teleconferences, emails, and two face-to-face meetings the Task Force has researched other organizations’ governance structures, documented ISA’s current structure, looked at the strengths and weaknesses of the current structure, identified key areas for improvement in ISA’s current structure, considered the future state of a Technical Society and its members, and developed a recommended improved governance structure.

The Task Force sought input from ISA members through its website and surveyed members and leaders to get their perspectives on ISA’s governance. The approach taken was that changes to ISA’s current governance structure would be recommended only if a clear case for change was revealed. While it recognized that ISA faces many future opportunities and challenges as a global Technical Society, the Task Force focused on the impact that the governance structure could make towards grasping those opportunities and facing those challenges.

The key recommendations of the Task Force are:

1) Retain the Council of Society Delegates as the representative body of the members responsible for Society Bylaws, but include Delegates from ISA’s Technical Division members in addition to Section Delegates. Pursue the ability to allow participation remotely, avoiding the need to appoint substitute Delegates who can be physically present.

2) Alter the composition of the ISA Executive Board to include representation from the Districts, Operational Departments, and Technical segments. Provide the ability to include at-large members with specific competencies. Executive Board members would not currently serve as District, Department, or Division leaders while serving on the Executive Board.

3) Eliminate the Executive Committee and the designations of President’s Department, Past President’s Department, and Treasurer’s Department.

4) Continue the current structure and operations of Sections, Districts, Departments, and Divisions;
5) Retain the function of the Board of District Vice Presidents but rename it as the Assembly of District Vice Presidents with a primary focus on geographical Section operation and improvement.

6) Eliminate the Board of Department Vice Presidents as an entity and replace it with the Assembly of Operational Vice Presidents and the Assembly of Technical Vice Presidents. The Operational Assembly would consist of the Vice Presidents and elects of the Image and Membership, Professional Development, Publications, and Strategic Planning Departments. The Technical Assembly would consist of the Vice Presidents and elects of the Automation and Technology, Industries and Sciences, and Standards and Practices Departments.

7) Make changes to the nomination and election processes for Society level leaders (Operational and Technical Departments, Geographic Districts, and Executive Board) to ensure that highly qualified candidates are nominated, and then elected by their respective constituencies.

The 2012 Governance Structure Task Force has completed its work of defining recommended changes to the governance structure and recommends that the Task Force be dissolved. If the recommendations in this report are approved by the Executive Board, it is recommended that a Governance Design Team be charged with working out the details for implementing the recommended changes as outlined in the section titled “Next Steps.” No changes in the current governance structure of ISA can occur until the Council of Society Delegates approves any bylaws changes that the successor Design Team may develop.

Separate documents consisting of appendices include reference materials that were generated by the Governance Structure Task Force which may be useful to the successor Design Team.
Introduction

Background

ISA and its governance structure were formed in the 1940s, a time before television, personal computers, the Internet and cell phones. The governance structure has been adjusted several times during these last 70+ years and the world has obviously changed a great deal in that time. Many manufacturing facilities and jobs have moved outside of North America. Many employers no longer support their employee’s membership dues or time for volunteer activities. Many for-profit organizations offer products and services similar to ISA’s. Networking and knowledge sharing occur online for free. Most families now have two working parents and finding time to attend a monthly meeting—let alone time to volunteer—is more difficult. These and other factors have had a significant impact on all professional membership organizations.

In 2011 ISA leadership felt that the governance structure should again be reviewed to see if it is still appropriate in today’s business climate. For example, is it still appropriate to have an Executive Committee, which is a subset of the Executive Board? Who should serve on the Executive Board and how should those members be selected and voted for? Should we continue with a representative form of voting for leadership (through Section Delegates attending a face-to-face meeting once per year), or might it make sense to make use of technology and allow each member to cast their own vote remotely, perhaps with more than one candidate per position?

A initial Task Force was formed in early 2011 to consider these and other related issues. With the guidance of an outside consultant, the team reviewed strengths, weaknesses, opportunities and threats to the Society. They investigated what other membership societies have done with their governance structures. They presented their initial findings at the Society Spring Leader Meeting in June of 2011. At their meeting in the fall, the Council of Society Delegates decided further investigation was warranted by a larger, more diverse group. The Executive Board formed a new Task Force, the Governance Structure Task Force, and appointed 14 members in December, 2011. The GSTF began work in January 2012 and this final report documents their analysis, findings and recommendations.

Process

The charter of the Governance Structure Task Force is included in an appendix—a separate document with other pertinent appendices. The Task Force took the approach that changes to the governance structure of ISA would be recommended only if there were a clear case for change that would enable improved operation of the Society. There was no pre-conceived notion that the current structure was flawed and needed to be changed. In conducting its work, the Task Force drew on many sources of information, including ISA’s Bylaws, Manual of Organization and Procedures, Strategic Plan, historical documents and records, plus the results of its own member surveys and several books and other publications on organizational structure.

Realizing that it would be difficult for fourteen persons located across eight time zones to work collectively via email and teleconferences on such a daunting task as critically analyzing the governance structure of ISA, the decision was made to begin the work by splitting the Task Force into four working...
groups, each with four members (the two staff representatives were assigned to serve on two groups to ensure that staff’s perspective could be included in all discussions). Each working group was assigned a different task, as follows:

1. **Communications**: Develop a plan for soliciting input from the membership and for communicating progress of the Task Force to the members and leaders of ISA.

2. **Current State**: Define the current state of ISA’s governance structure and do a SWOT (Strengths, Weaknesses, Opportunities, Threats) analysis of that structure.

3. **Desired State**: Develop a conceptual vision of ISA, focusing on the attributes of a governance structure that would best allow the Society to accomplish its mission to serve the Automation Community.

4. **Governance Models**: Investigate and document the governance structure of at least six other volunteer organizations to enable consideration of alternative features in the governance structure of ISA.

Each of the working groups accomplished its task via email and multiple teleconferences. By March, each working group had prepared a report. These reports are included in the appendices of this report.

In April, the Task Force reconfigured itself into three data analysis teams to become familiar with the output of the working groups and to study separately if there was a case for action. These analyses served as the basis for two, half-day, face-to-face meetings of the Task Force in June following the Spring Leaders Meeting in San Diego. The face-to-face meetings yielded much open discussion which led to drawing certain conclusions as to possible improvements in ISA’s governance.

The Task Force has solicited input from the general membership via the ISA website. To gather input from ISA leaders, the Task Force conducted a survey of attendees at the Spring Leaders Meeting. This was followed up with a broader survey of all ISA leaders. A separate survey was conducted of non-leader members who are under age forty to better understand their views of ISA and volunteer leadership. The results of these surveys provided valuable input to the Task Force and are presented in the appendices.

Through a series of teleconferences including the utilization of LiveMeeting, the Task Force digested the data it had gathered and reached consensus on recommendations for improvements in ISA’s Governance Structure. An Interim Report, dated August 1, 2012, was presented to the Executive Board and the 2012 Council of Society Delegates. The recommendations in that report were mostly conceptual in nature and needed to be fleshed out.

The Task Force had a second face-to-face meeting at the conclusion of the Fall Leaders Meeting and then continued its deliberations via email, teleconferences and WebEx. Feedback on the Interim report was generally supportive and included several constructive ideas and suggestions for consideration. All comments were discussed and considered as the Task Force fleshed out the governance structure details and drafted this Final Report for presentation to the Executive Board.

If the Executive Board approves the recommendations in this report, it is envisioned that the Board would appoint a Governance Design Team to develop the necessary changes to the Society bylaws and Manual.
of Organization and Procedures. The successor team would also develop a transition plan for implementation of the revised structure.

None of the changes recommended in this report can occur until the Council of Society Delegates approves whatever changes to the bylaws that the successor Task Force might propose.
Council of Society Delegates

Composition

The Council of Society Delegates would be comprised of Delegates from active Sections and Technical Divisions. Members would be given the opportunity to choose representation by either a Section or a Division at the time of joining, and/or renewal of their membership. Members may change their designation of a Section or Division for Council of Society Delegates representation at any time up to 60 days prior to a meeting of the Council of Society Delegates.

It would be a function of each Section and Division to designate one of its members as their Society Delegate to represent its members and the term of office should be specified. Each Section and Division should appoint an Alternate Delegate in the event that the Delegate becomes unable to participate. The weight of the vote of each Delegate will correspond to the number of active members in the Section or Division they represent.

The qualifications and election procedure for a Section Delegate will be determined by the Section’s bylaws. The qualifications and election procedure for a Division Delegate will be determined by the Technical Assembly and described in the Manual of Organization and Procedures. Proxies would not be allowed, however a procedure would be established to allow for remote participation. The name of the Delegate and/or Alternate Delegate must be provided to the District Vice President or Department Vice President in sufficient time, prior to the Council of Society Delegates Meeting, to allow for proper credentialing.

Case for Action

It is acknowledged that ISA members connect to the Society both geographically and technically. However, the Council of Society Delegates’ current structure is geographic in nature, and carries the weight of Section members only. Expanding the Council of Society Delegates to include delegates from qualified Divisions would allow ISA members who are engaged through a technical Division to have a voice in the governance of the Society. The ability for ISA members to choose either Section or Division representation in conjunction with weighted voting allows members to know that their vote would count.

It is also acknowledged that the ability for Delegates to travel and attend the Council of Society Delegates in person can present challenges both from a financial and availability perspective. It has also been noted that preparation and qualification of Delegates is not always consistent with best practices. The availability of remote Delegate participation would alleviate the travel concern and adoption of a provision that Delegates and/or Alternate Delegates be properly credentialed in advance would help to assure that adequate preparation, including discussion of issues with constituents and receipt of voting instructions, would take place.
Function
The Council of Society Delegates controls the general policies of the Society through its powers to amend the bylaws and to review the annual reports of Society officers (officers are Presidential chain, Treasurer and Vice Presidents). The Council of Society Delegates meeting provides an opportunity to engage grassroots members at the Society level and provides a forum to discuss issues with the Society leadership. The meeting of the Council of Society Delegates would constitute the Annual Members Meeting, where it would receive the reports of the Society Executive Board, amend the bylaws, receive and act upon resolutions from the body, and other items as required to oversee and direct the policies of the Society. A mechanism to allow members of the Council to place items on the agenda would be ensured.

Case for Action
The Council of Society Delegates meeting presents an opportunity to engage Section and Division leaders at the Society level, exposes them to Technical and Operational areas of which they may not be aware, and also provides a platform for members to raise concerns and issues directly with the Society leadership. This is recognized as an important piece of our member based governance structure and would continue.

Because many members connect to the Society primarily through a Technical Division, and not necessarily through participation in a local Section, it is recognized that these members do not have focused representation in the Council of Society Delegates unless Division Delegates are included in the Council of Society Delegates. Including Division delegates in the Council of Society Delegates will address this situation. To avoid duplicate representation via weighted voting as a result of membership in multiple Divisions plus a Section, each qualified ISA member will be required to choose either a Section or a Division as their delegate representation in the Council of Society Delegates.

Results from surveys indicate a preference that election of Executive Board members and Vice Presidents be handled directly by the members through direct voting, so elections would no longer be conducted by the Council of Society Delegates. However, the Council of Society Delegates would continue to be the governing body with the power to amend the Society’s Bylaws.
Executive Board

Recommended Structure

The Executive Board would consist of between 14 and 17 members. There would be three members with leadership experience in the geographic aspects of ISA, three members with leadership experience in the technical aspects of ISA, three members with leadership experience in the Operational aspects of ISA, the Society President, President-elect Secretary, Past President, and Treasurer, plus the Executive Director/CEO as an ex-officio, non-voting member. In addition, the Board may appoint up to three at-large Board members with specific competencies. At-large appointments would be for one-year terms and eligible for reappointment, subject to the term limits cited below. The President would serve as Chair of the Executive Board.

The Treasurer and the nine members with specific leadership experience would be elected by the general membership of the Society to serve three-year terms (staggered in each experience area). These members and the at-large members may serve a lifetime maximum of six years on the Executive Board. The President-elect Secretary would be elected by the general membership to serve a one-year term, and would then automatically succeed to the position of President for a one-year term, followed by a one-year term as Past President. Previous service on the Executive Board for up to six years would not preclude service in the presidential chain; however, service in the three-year presidential chain would preclude any future service on the Executive Board.

The Nominating Committee would present a slate of candidates to the general membership to elect the President-elect Secretary, the Treasurer (every third year), and the experience-based Board members. The slate would include at least one and preferably multiple candidates for each open position. A petition process would be in place to allow additional candidates to be presented for election.

Executive Board members may not serve concurrently as a District or Department Vice President or Elect, nor as a Division or Department Director or Elect. A Board member, however, may serve concurrently as Chair of one of the three Assemblies. (Refer to page 14 for Assemblies.)

The Executive Board would set the strategic direction for ISA, approve the annual budget, hire the Executive Director/CEO, and generally oversee the operations of ISA. The Operational and Technical Vice Presidents, the Chair of the Assembly of District Vice Presidents, and various standing committees would report to the Executive Board.

Case for Action

The recommended Executive Board structure addresses three specific areas identified as opportunities for improvement—experience of Board members, time required to perform the duties, and purpose/focus of the Board. At present, the majority of the Executive Board members must split their volunteer time between serving on the Board and either managing a District or overseeing the operations of a Department. With limited volunteer time available, frequently one facet or the other of the Board members’ responsibilities suffers. The proposed structure would eliminate this time dilemma, allowing leaders to direct their time toward the duties for which they were elected, i.e., the Executive Board
members toward strategic governance of the overall Society, and Vice Presidents and Directors toward management, oversight, and growth of their District or Department.

The recommended structure of the Executive Board would shift from a “representative” Board to a “competency and experience-based” Board. Freed from the responsibilities of serving a District and/or Department, Executive Board members would focus their collective and invaluable experience on setting the Society’s strategic direction and guiding operations, rather than advocacy for a particular constituency.

If the Executive Board identifies a gap in its competencies, the Board could appoint up to three at-large Board members. Position descriptions for the identified competencies would be developed and provided to the Officer Search Committee. The Officer Search Committee would seek and identify candidates meeting the desired qualifications. Desired competencies of at-large members would be reviewed and re-validated by the governing board annually. At-large Board members need not be current members of ISA, but would be expected to join ISA when appointed to the Board. This would allow the Board to select the best-qualified individuals who could bring a unique perspective or expertise to serve the needs of the Society.

For all but the at-large members, Executive Board terms would be three years to allow the members sufficient time to contribute meaningfully. At-large appointments would be for a single year at a time because the need for specific competencies could be short-term. The six-year lifetime limit to service on the Executive Board would allow for re-election to the Board, while ensuring that new members with new ideas are brought onto the Board.
Executive Committee

Recommended Structure
It is recommended that the Executive Committee be eliminated.

Case for Action
The primary purpose for having an Executive Committee was to allow a subset of the Board to convene and act for the Executive Board between regular meetings of the Board. Communications technology today is such that, if necessary to act between regular meetings, the entire Executive Board can be convened for an electronic special meeting rather easily, and at minimal expense. Thus, the primary purpose for having the Executive Committee no longer exists.

It is recognized that the Executive Committee serves other purposes, but there does not appear to be justification for continuing the allocation of time and expense associated with the Committee.
Department Designations

Recommended Structure
The functional Departments currently comprising the Board of Department Vice Presidents will be retained. However their reporting and working relationships will be modified as defined in the next section of this report. The current governance structure includes other “Departments”. It is proposed to eliminate the designations of “President’s Department,” “Past President’s Department,” and “Treasurer’s Department.” Standing committees currently listed with these “Departments” would be reassigned as committees of either the Executive Board or one of the Assemblies as functionally appropriate.

Case for Action
The names, “President’s Department,” “Past President’s Department,” and “Treasurer’s Department” are merely designations and do not represent actual Departments. These “Departments” do not function as Departments and have no Directors as do other Departments. The designations serve no real purpose and cause confusion, and the work that they are responsible for can be redistributed within the new proposed structure.
Assemblies of Department and District Vice Presidents

Recommended Structure

The roles and responsibilities of the District and Department Vice Presidents would remain unchanged, with the exception that a Vice President would no longer serve concurrently as chair of the District or Department Board (or Assembly), nor would they serve concurrently on the Executive Board. Thus, the Vice Presidents would be freed of duties that currently distract them from their primary role—overseeing and administering the operation of their District or Department.

The Board of District Vice Presidents would be renamed as the Assembly of District Vice Presidents as described below. The Board of Department Vice Presidents would be replaced by the Assembly of Technical Vice Presidents and the Assembly of Operational Vice Presidents as described below.

The individual Department Vice Presidents and the Chair of the Assembly of District Vice Presidents would report to the Executive Board, providing requested information to the Board for their information and or action. The Department Vice Presidents would work together as needed in the Assembly structure as indicated below. Refer to the Proposed Organizational Chart, Fig 1 as well.

Description of Assemblies

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<th>Feature</th>
<th>Technical</th>
<th>Operational</th>
<th>Geographic</th>
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<tr>
<td>Name</td>
<td>Assembly of Technical Vice Presidents</td>
<td>Assembly of Operational Vice Presidents</td>
<td>Assembly of District Vice Presidents</td>
</tr>
<tr>
<td>Assembly Membership</td>
<td>Vice Presidents of A&amp;T, I&amp;S, and S&amp;P (3) and Elects (3), plus a Chair – total of (7)</td>
<td>Vice Presidents of IMD, Pubs, PDD, SPLN (4) and Elects (4) plus a Chair – total of (9)</td>
<td>District Vice Presidents (14) and Elects (14), plus a Chair – total of (29)</td>
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<td>Feature</td>
<td>Technical</td>
<td>Operational</td>
<td>Geographic</td>
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</tr>
<tr>
<td>Name</td>
<td>Assembly of Technical Vice Presidents</td>
<td>Assembly of Operational Vice Presidents</td>
<td>Assembly of District Vice Presidents</td>
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</table>
| Purpose | a) Promote efficient and effective Division and Standards operations to maintain quality of technical materials.  
b) Identify and approve new Division and Standard groups in response to market and member needs.  
c) Promote cooperation between Divisions and Standards Committees  
d) Identify resources both needed and available to support volunteers in both Division and Standards activities.  
e) Provide budget oversight for Division and Standards activities. | a) Promote interchange of information and cooperation among Operational Departments  
b) Provide budget oversight for all Operational activities not covered by the Geographic or Technical Assemblies. | a) Promote efficient and effective Section operations and facilitate interchange of best practices among Sections and Districts.  
b) Identify resources both needed and available and facilitate support of volunteer activities at the Section & District levels.  
c) Provide budget oversight for Society level funding supporting Sections & Districts |
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<th>Feature</th>
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<tr>
<td>Name</td>
<td>Assembly of Technical Vice Presidents</td>
<td>Assembly of Operational Vice Presidents</td>
<td>Assembly of District Vice Presidents</td>
</tr>
<tr>
<td>Authority and Responsibilities</td>
<td>a) Approve and revoke Division charters;</td>
<td>a) Develop and approve business plans working with staff for each Operational area</td>
<td>a) Approve and revoke Section charters;</td>
</tr>
<tr>
<td></td>
<td>b) Determine number and composition of Technical Division Departments;</td>
<td>b) Establish Assembly Standing Committees and appoint members as necessary</td>
<td>b) Establish District boundaries and determine number of Districts;</td>
</tr>
<tr>
<td></td>
<td>c) Promote and coordinate joint activities of Divisions and Standards Committees.</td>
<td>c) Choose persons to serve on the Officer Search and Nominating Committees;</td>
<td>c) Coordinate District activities (District Leadership Conferences, etc.);</td>
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<td>d) Discuss and recommend formation and continuation of Standards Committees;</td>
<td>d) Propose candidates for the Executive Board to the Officer Search Committee</td>
<td>d) Establish Assembly Standing Committees and appoint members as necessary.</td>
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<td>e) Recommend budget for Society support of Technical activities</td>
<td></td>
<td>f) Choose persons to serve on the Officer Search and Nominating Committees;</td>
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<td>f) Establish Assembly Standing Committees and appoint members as necessary</td>
<td></td>
<td>g) Propose candidates for the Executive Board to the Officer Search Committee</td>
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<td>g) Choose persons to serve on the Officer Search and Nominating Committees;</td>
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<td></td>
<td>h) Propose candidates for the Executive Board to the Officer Search Committee</td>
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<tr>
<td>Standing Committees</td>
<td>Conferences and Exhibits Global Oversight Committee (this is a recommendation to move the existing Committee from Society-level to Assembly-level)</td>
<td>Others as needed</td>
<td>District Budgeting (existing) District Issues (existing) Others as needed</td>
</tr>
<tr>
<td></td>
<td>Others as needed</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Who Chairs</td>
<td>A former Technical Department Vice President elected by the Assembly</td>
<td>A former Operational Department Vice President elected by the Assembly</td>
<td>A former District Vice President elected by the Assembly</td>
</tr>
<tr>
<td>Term of Chair</td>
<td>One-year term, eligible for re-election; four years lifetime max service</td>
<td>One-year term, eligible for re-election; four years lifetime max service</td>
<td>One-year term, eligible for re-election; four years lifetime max service</td>
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<td>Feature</td>
<td>Technical</td>
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</tr>
<tr>
<td><strong>Name</strong></td>
<td>Assembly of Technical Vice Presidents</td>
<td>Assembly of Operational Vice Presidents</td>
<td>Assembly of District Vice Presidents</td>
</tr>
<tr>
<td><strong>Does the Chair serve on the Executive Board?</strong></td>
<td>See significant value in having chair serve on Executive Board but would serve only if elected to Board independent of their role as chair of the assembly or may choose the Chair from a former Technical Department VP currently serving on Executive Board.</td>
<td>See significant value in having chair serve on Executive Board but would serve only if elected to Board independent of their role as chair of the assembly or may choose the Chair from a former Operational VP currently serving on Executive Board.</td>
<td>See significant value in having chair serve on Executive Board but would serve only if elected to Board independent of their role as chair of the assembly or may choose the Chair from a former District VP currently serving on Executive Board.</td>
</tr>
</tbody>
</table>
| **Role of the Chair**               | a) Facilitate the group activities and ensure that all obligations of the Assembly are being met. | a) Facilitate the group activities and ensure that all obligations of the Assembly are being met. | a) Facilitate the group activities and ensure that all obligations of the Assembly are being met.  
b) Report to Executive Board on activities of the Geographic Assembly. |
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<td></td>
<td><strong>Assembly of Technical Vice Presidents</strong></td>
<td><strong>Assembly of Operational Vice Presidents</strong></td>
<td><strong>Assembly of District Vice Presidents</strong></td>
</tr>
<tr>
<td>Elections &amp; Appointments</td>
<td>a) Candidates for A&amp;T, I&amp;S, and S&amp;P VP-Elect are vetted by the Officer Search Committee and nominees are selected by the Society Nominating Committee</td>
<td>a) Candidates for IMD, PDD, PUBs, and SPLN, VP-Elect are vetted by the Officer Search Committee and nominees are selected by Society Nominating Committee</td>
<td>a) Candidates for District VP-Elect are vetted by Officer Search Committee and nominees are selected by the District Nominating Committee.</td>
</tr>
<tr>
<td></td>
<td>b) A&amp;T or I&amp;S VPs-elect: All Division members will vote to choose the A&amp;T or I&amp;S VPs-elect</td>
<td>b) All Society members will vote to choose leaders for these positions.</td>
<td>b) All Section members within each District will vote to choose their District VP</td>
</tr>
<tr>
<td></td>
<td>c) S&amp;P VP-elect: All Standards Committee members who are also ISA members will vote to choose the S&amp;P VP-elect.</td>
<td>c) Department Directors will be recommended by their respective VP, and appointed/approved by the Operational Board</td>
<td>c) Assembly Chair elected by the Assembly (total of 28 votes)</td>
</tr>
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<td></td>
<td>d) Division Directors will be recommended by the respective VP, and appointed/approved by the Technical Assembly.</td>
<td>d) Subcommittee and Standing Committee members to be appointed by the related Dept. VP.</td>
<td>d) Chairs of standing committees to be appointed by the Assembly Chair and approved by the Assembly</td>
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<td>e) Standards Department (Board) Directors will be recommended by the VP, and appointed/approved by the Technical Assembly.</td>
<td>e) Assembly Chair elected by the Assembly (total of 8 votes)</td>
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<td>f) Assembly Chair elected by the Assembly (total of 6 votes)</td>
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Case for Action

The Technical and Operational Departments each have very specific areas of responsibility and there is limited benefit to bringing these two groups together as a single Board. In order to further empower and recognize the Technical areas of our Society, the Divisions (currently represented by Industries & Sciences and Automation & Technology Departments) and Standards (currently represented by the Standards & Practices Departments) would be identified as separate from the Operational areas, providing better awareness and visibility.

The ability for each Department to provide oversight of its respective area and maintain a working relationship with our professional staff is desirable and should continue. It is recognized that Department leadership roles provide an opportunity for personal growth and leadership development that is desirable and enables Department leaders to advance into higher level leadership positions within the Society and should continue and be encouraged.
Officer Search Committee

Composition

The Society Officer Search Committee would be composed of up to sixteen (16) members and function as a standing committee of the Executive Board. There would be a minimum of two and maximum of four members from each of the following areas: Geographic, Technical, Operational, and Executive Board. The members of the Officer Search Committee would elect the Chair each year to lead the group. The Officer Search Committee members would be appointed by the following groups.

- Geographical Experience: Assembly of District Vice Presidents
- Technological Experience: Assembly of Technical Directors
- Operational Experience: Assembly of Operational Vice Presidents
- Executive Board Experience: Executive Board

The Officer Search Committee members would serve a two year term on a staggered basis. A person may be reappointed, but may serve a maximum of six years on the Officer Search Committee. A person may not serve on the Officer Search Committee if they are a member of the Nominating Committee or hold any other elected Executive Board or Vice President position.

Case for Action

The governance model would include separate officer search and nomination functions, as is the case today. The officer search committees would be balanced to include Geographic, Technical, Operational, and Executive representation. All nominations for Society office would go to the Officer Search Committee and the committee members may solicit and identify additional qualified candidates as needed.

In the current structure, the committee members include former District, Department, and Society Officers. To better represent our membership, this committee would be adjusted to include leaders with specific experience in the technical areas of the Society as well.
Function

All nominations for Society office, whether from Society units or membership at-large, would be submitted to the Officer Search Committee. The Officer Search Committee would be charged with responsibility to review all nominations to assure that candidates meet the minimum requirements for positions. The Officer Search Committee would not filter candidates and would convey all candidates meeting the minimum requirements to the Nominating Committee for evaluation.

The Officer Search Committee would continue to strive to assure that multiple candidates are submitted to the responsible nominating groups for all positions and work directly with the leaders of the Departments and Districts to encourage submission of candidates directly from each Department or District. In the event a Department or District is unable to submit multiple candidates, the Officer Search Committee would attempt to assist in identifying qualified and willing candidates.

The Officer Search Committee would verify qualifications of all individuals seeking consideration for Society level offices and submit candidates to the appropriate Nominating Committee for the following positions, as terms expire:

- President-elect Secretary
- Treasurer
- Executive Board Members: Geographic, Technical, and Operational
- Operational Vice Presidents: Professional Development, Image & Membership, Publications and Strategic Planning
- Technical Vice Presidents: Automation & Technology, Industries & Sciences, and Standards & Practices

In addition, the Officer Search Committee would receive and verify the qualifications of the candidates for District Vice Presidents and send the information back to the respective District nominating committees.

Nominations must be submitted to the Officer Search Committee within a specified time frame. If an individual does not meet the minimum qualifications, the Officer Search Committee would notify the submitter. The Officer Search Committee would then submit a slate of multiple qualified candidates for each open position to the Nominating Committee within a specified time frame.
Case for Action

Experience to date indicates that this committee has been effective in recruiting and retaining volunteer leaders. It is felt that this committee can also be helpful in identifying potential District leaders and making them known to the District Councils for consideration, and should be enabled to assist all areas of the Society in recruiting potential candidates.

Having all candidates vetted by the Officer Search Committee would improve efficiency of the nomination process by assuring that the minimum qualifications are met to avoid ineligible candidates advancing through the nomination process and to allow the Officer Search Committee to be aware of all potential candidates to avoid duplication of effort in seeking candidates. The Officer Search Committee would only assure that the candidate meets the stated minimum qualifications and is eligible to be considered for the position.
Nominating Committee

Composition

The Society Nominating Committee would be composed of up to twelve (12) members and function as a standing committee of the Executive Board. There would be three members with leadership experience in the Geographic aspects of ISA, three members with leadership experience in the Technical aspects of ISA, three members with leadership experience in the Operational aspects of ISA, and two members with leadership experience in the Executive Board function.

The chair of the Nominating Committee would be the first former President and would be a non-voting member. The Past President would be an ex-officio, non-voting member serving as Sergeant-at-arms. Members may not be current Vice Presidents or Executive Board members (with exception of Past President); however, members should be currently and actively engaged in ISA leadership activities to adequately fulfill their responsibilities on the Nominating Committee. Members may not serve concurrently on the Officer Search Committee. Members would serve a one year term and may be reappointed with a lifetime maximum service of four years.

If a Nominating Committee member becomes unable to fulfill their commitment, they may resign and an appointment be made by the appropriate Assembly to fill the open position. Resignation of an individual prior to receipt of the Nominating Committee materials would not count in the lifetime maximum of four years.

The Nominating Committee members would be appointed by the following groups.

- Geographical Experience: Assembly of District Vice Presidents
- Technological Experience: Assembly of Technical Vice Presidents
- Operational Experience: Assembly of Operational Vice Presidents
- Executive Board Experience: Executive Board

Case for Action

It is recommended that size and composition of the Nominating Committee be adjusted to include a balance of experience from all aspects of the Society. The Nominating Committee was originally established at a time when the primary way a member connected to ISA was geographically. It is acknowledged this has changed over time and that members and leaders engage in Society activities through multiple channels. Therefore it is recommended that we act on the reality that many active and dedicated leaders in the Society do not connect through their Sections or Districts. Each respective area is empowered to choose their appointees to the Committee with the understanding that they are appointed to take a Society wide perspective, with a lifetime maximum service established to ensure that the membership of the Committee is refreshed regularly.
Function

The Society Nominating Committee would review candidates from the Officer Search Committee for the positions of the Society President-elect Secretary, Treasurer, Executive Board Member, Technical Assembly Vice-Presidents-elect, and Operational Assembly Vice-Presidents-elect, interview the candidates, evaluate their qualifications, and vote to select a slate of best qualified nominees for election. The slate would include at least one nominee for each position, although it is desirable that multiple nominees would be submitted for each elected position.

The Nominating Committee would not be involved in the selection of District Vice Presidents. Selection of the slate for each respective District would remain the responsibility of that District.

Other nominees for Society officers may be identified by petition to the President, signed by some minimum number of qualified members. The President would publish the name, biography, and vision/goals of each of the new nominee(s) for which a valid petition had been submitted.

<table>
<thead>
<tr>
<th>Position</th>
<th>Who identifies candidates</th>
<th>Who identifies nominees</th>
<th>Who elects</th>
</tr>
</thead>
<tbody>
<tr>
<td>President-elect Secretary</td>
<td>Officer Search Committee, Members at-large</td>
<td>Nominating Committee</td>
<td>Qualified Members (one member/one vote)</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Officer Search Committee, Members at-large</td>
<td>Nominating Committee</td>
<td>Qualified Members (one member/one vote)</td>
</tr>
<tr>
<td>Executive Board Member (Geographic, Technical, and Operational)</td>
<td>Officer Search Committee, Members at-large</td>
<td>Nominating Committee</td>
<td>Qualified Members (one member/one vote)</td>
</tr>
<tr>
<td>Executive Board Member (at-large with specific competency)</td>
<td>Executive Board</td>
<td>Executive Board</td>
<td>Executive Board Members</td>
</tr>
<tr>
<td>Geographic Vice President</td>
<td>District Councils, Officer Search Committee may assist if multiple candidates are not identified by the District</td>
<td>District Councils</td>
<td>Qualified Members of the Sections within each respective District (one member/one vote)</td>
</tr>
<tr>
<td>Technical Vice President</td>
<td>Technical Departments, Officer Search Committee may assist if multiple candidates are not identified by the Departments</td>
<td>Nominating Committee</td>
<td>Qualified Members of the Divisions/Committees with each respective Department (one member/one vote)</td>
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<td>-------------------------</td>
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</tr>
<tr>
<td>Operational Vice President</td>
<td>Operational Departments, Officer Search Committee may assist if multiple candidates are not identified by the Departments</td>
<td>Nominating Committee</td>
<td>Qualified Members (one member/one vote)</td>
</tr>
</tbody>
</table>

**Case for Action**

It is impossible for leaders and members to be personally familiar with all candidates, or to have a thorough understanding of the required qualifications for each position. The perspective of a Nominating Committee with broad Society experience would enable the most thorough evaluation of candidates for all positions. It is the role of the Nominating Committee to assure that nominees placed on the slate for election meet the standard of leadership established by the Society and possess the qualifications identified for that position. A petition process would be retained to provide the ability to have a nominee not selected by the Nominating Committee included on the slate.
Election Process

Recommended Structure
The slate of nominees identified by the Nominating Committee for the offices of President-elect Secretary, Treasurer, Executive Board member, Technical Vice Presidents, and Operational Vice Presidents would be presented to the full membership of the Society for election. Each qualified member of the Society in good standing would be entitled to vote for the leaders of their Society. A qualified member is defined as a dues-paying or life member in good standing, with the exceptions of associate, affiliate, student and virtual student members.

The nominees’ biographies and vision/goals for the office they are seeking would be posted online for a period of time preceding the election to provide the qualified members adequate information with which to make an informed decision. Voting would be open for a designated period. Each qualified member would have the opportunity to cast a single vote for each position for which they are eligible to vote (refer to table above).

Case for Action
Advances in technology now provide the ability to enable each member to participate directly in the selection of Society leaders. The technical capability to conduct on-line voting did not exist when ISA was formed. It is consistent with changes made in many other societies to give each and every qualified member of the Society the option to vote for the leaders who would guide and set the course for the Society. It is understood that not all members would choose to participate; however in the spirit of openness and transparency, it is important to provide them with this opportunity.
Proposed Organization Chart

Figure 1: Proposed Organization Chart
Next Steps

The Governance Structure Task Force has completed its work and recommends that it be dissolved. If the Executive Board approves the recommendations in this Final Report, it is recommended that a Governance Design Team be formed to develop details, identify actions required to implement, develop governing documents that reflect the changes, and provide a plan to transition to the new governance model.

It is understood that communication with ISA members and leaders is an ongoing responsibility throughout this process. Any working group should develop a communication plan and proactively seek feedback from members and leaders.

The Task Force proposes the following steps:

January 2013

- Executive Board accepts Task Force Final Report.
- Executive Board disbands the Governance Structure Task Force and thanks the members for their efforts.
- Executive Board appoints a Governance Design Team. The purpose of the Governance Design Team would be to flesh out details required to implement the new governance model, identify necessary Bylaws revisions, Manual of Organization and Procedure revisions, and recommend a transition schedule for implementation. It is expected that the Governance Design Team would include a subset of the Governance Structure Task Force.

By February 2013

- Governance Design Team begins work.

At 2013 Spring Leaders Meeting

- Governance Design Team provides proposed Bylaws amendments to Executive Board for action.
- Governance Design Team provides proposed transition schedule to Executive Board for information.

At 2013 Fall Leaders Meeting

- Council of Society Delegates takes action on proposed Bylaws amendments.
- Council of Society Delegates adopts transition plan.
- Governance Design Team provides proposed Manual of Organization and Procedure revisions to Executive Board for action.

January 2014

- Transition plan begins.