

Governance Task Force Report and Recommendations

June 3, 2023

The TF was approved at the October 2022 Board meeting with Members:

Fritz Benedict - past AAS secretary, past Gov TF member

Jack Burns (co-chair) - past AAS Council

Alice Monet - current AAS secretary

Dara Norman - past AAS Council

Lou Strolger - current AAS Board, past Gov TF member

Paula Szkody (co-chair) - past AAS Council and current Board member

Goals:

- 1) Evaluate the new board governance model and its effectiveness.
- 2) Provide input/advice on how the governance model might be modified to best achieve the goals of the AAS.

In particular, the TF was asked to provide advice after considering the following questions:

1. What is the optimal size of the Board? What are the pros and cons of the current size?
2. Are there modifications to the nominations process that would enhance the Board membership?
3. Is the meeting frequency and duration appropriate and/or optimal?
4. Are there ways the Board processes, expectations, and work structure could be improved?
5. Given the board self-assessment, are there modifications to the governance structure that could positively impact areas of concern?

Background

The past governance of the AAS consisted of a large Council of 19 members containing an Executive Committee composed of the President, Pres-elect or Past-Pres, Secretary, Treasurer and 3 VPs. The full Council met twice a year before each AAS meeting, while the Executive Committee handled the primary issues and decisions over the whole year, and met with the Division leaders in the Fall. Over time, the Council was considered too large to hold discussions and too separated from the decision-making Executive Committee. In January, 2016, a Task Force was created to recommend a new structure, which was approved in January, 2017. The current governance shrunk the elected Board to 11 that meets in person 4 times a year with monthly telecons for the other 8 months. All members partake in discussions and decisions. A Strategic Assembly contains the Chairs of committees, the 6 Division Chairs as well as the Board members and meets twice a year. To facilitate interaction between the Board and the Committees and Divisions, Board liaisons are in place. With the increased duties of liaisons as well as new Committees, Working Groups and Task Forces added since 2017, a Survey of the Board in June 2022 indicated that the workload has become unsustainable.

TF Procedure

The TF met 6 times by telecon for discussion of the issues and plan a further Survey of more detailed questions to address our 2 goals and the issues raised in the June survey. A survey was sent out in February with 8 respondents. Discussion of the results as well as the questions posed to the TF have resulted in the following conclusions and recommendations. The survey results are contained in the Appendix.

Results

1) Board size

The TF discussed the current size versus adding more Trustees and came to the conclusion that it is not so much the size that is the problem but the workload and its distribution. There was a wide disparity in hours per month outside of Board meetings for the volunteers on the Board ranging from 4 to 40+. While 4 hrs seems reasonable for a Trustee, values of 30-40+ are a big ask for volunteers. If the current workload of the Board is maintained, then an additional member would be useful to spread the load. Adding a Trustee would make the most sense for a Trustee, as an additional VP would still need to be involved in most of the meeting planning. However, most of our discussion centered on decreasing the workload by a) passing more decisions to the Committees entrusted to a given topic and b) making the meetings more efficient. These changes are presented further in numbers 4 and 5.

Recommendation: The Board size is adequate if the workload can be decreased or more more equitably distributed.

2) Nomination Process

While Board diversity is a goal that everyone desires, obtaining it is hampered by the difficulty of the Nomination Committee in finding members who have the time to commit to being on the Board, (especially true for minority members who are asked to be on all kinds of committees), as well as the small number of members who vote. For individuals at some institutions, the commitment to national service is difficult.

Recommendations:

- a) Create a campaign to increase the votes received to 50% of membership.
- b) On the ballot, put in a statement about diversity and show data (eg piechart, table, pictures) of the current Board membership so members know where holes lie.
- c) Host a panel discussion by candidates at the Jan meeting to help members decide between candidates.
- d) Invite Leaders of Institutes/Observatories/Laboratories to the New Orleans meeting to talk about how they benefit from their employee being a member of the Board. And send a letter from the AAS to an organization when they have an employee elected about this value and encouraging them to allow time for them to participate in AAS duties.

3) Meeting frequency and duration

The survey showed that the majority thought 4 in-person and 8 zoom meetings were appropriate for the Board each year. However, it is important to make sure that the 2 hours for zoom meetings is productive and the meeting stops at 2 hours as members have other commitments scheduled. The longer all-day in-person meetings should be used for discussions and the shorter zoom meetings for issues/crises that need immediate attention.

Recommendation: Meeting frequency is adequate if the in-person and zoom times are managed productively.

4) and 5) Improvements to the Board structure and processes

Much of the TF meeting time centered on how to fit the burgeoning tasks of the Board into a reasonable workload. The surveys showed that all agree on the top concerns of the Board as financial oversight, representing members and strategic decisions and policy. Each of these areas have AAS Committees that work on these topics i.e. financial oversight has the Finance and Audit Committees, membership has representation on the 4 minority committees/working groups as well as the Membership Committee, and decisions and policy have the SA and CAPP. As noted in 1) above, one way to decrease the time and effort the Board expends on these issues is to give more authority to the Committees and Divisions to make decisions. This would entail a clearer understanding of which issues go to the Board and which are handled by the Committees. Efficient use of Board time would be to spend it on the high level issues that need Board involvement e.g. setting broad policy for the Society and approving some decisions by the Committees that apply to the Society as a whole.

To help in this regard, there should be less general information presented at each Board meeting and more time for issues needing decisions. However, detailed information needs to be available for immediate knowledge and for posterity. This could be accomplished by having executive summaries of necessary information that the Board needs to see in the Annual Reports with a link to a full report and an easy way to find all the Annual reports on Board Effect. Information that comes in between each monthly meeting could be transmitted or available on some online medium (Bulletin Board, Slack, weekly Digest, etc) to avoid reading 100(s) of pages in the days prior to a Board meeting. The full financial information of the society should be easily accessible to the Board but the Board time should be spent on strategic decisions such as the financial picture to negate losses due to the Sky&Tel acquisition or the pandemic cancellations. The number of liaisons actually needed for good communication should be considered as well as the expectations for liaisons. Survey Divisions/Committees to see if they need/want liaisons and how they transmit information to them.

Once a realistic understanding of a current workload is achieved, this information needs to be transmitted to each candidate for a Board position so that they know the commitment they are

making and can make accommodations to be sure that they can attend all the Board meetings and accomplish all the tasks assigned to that position.

Recommendations:

- a) Define what issues Committees/Divisions can handle versus what needs to go to the Board.
- b) Have Committees/Divisions provide info to the Board in a summary status form with full info available for easy access.
- c) Investigate ways to post incoming information between meetings in an easily accessible form.
- d) Determine the number and expectations of liaisons for optimum communication with Divisions/Committees.
- e) Ensure candidates for Board positions are aware of the time demands of their position and can commit to attend meetings and accomplish tasks before they agree to run.

Appendix

Summary of TF Survey in a separate pdf.