

Governance at a Glance

ASFMRA 2018 Proposed Governance Change

Why Change?

ASFMRA desires to enhance the networking, education and accreditation that we provide to ensure that ASFMRA land experts continue to be exceptionally competitive in today's and tomorrow's marketplace.

How Does Governance Change Accomplish That Goal?

- ❖ *Delivers a more comprehensive, in-depth assessment of member needs and concerns to Society leadership.*



ASFMRA currently does membership surveys, District Vice President's attend Chapter meetings and members can post ideas and opinions in the Ag Open Forum. With this proposal, ASFMRA would gain valuable information from the surveys, Chapter visits and the community, in addition to the **new Membership Advisory Group**. The Membership Advisory Group would have a **daylong meeting in a roundtable format to review**

and examine member feedback and share their considerations with Society and Chapter leaders on issues, ideas and programs of greatest importance and value to our members.

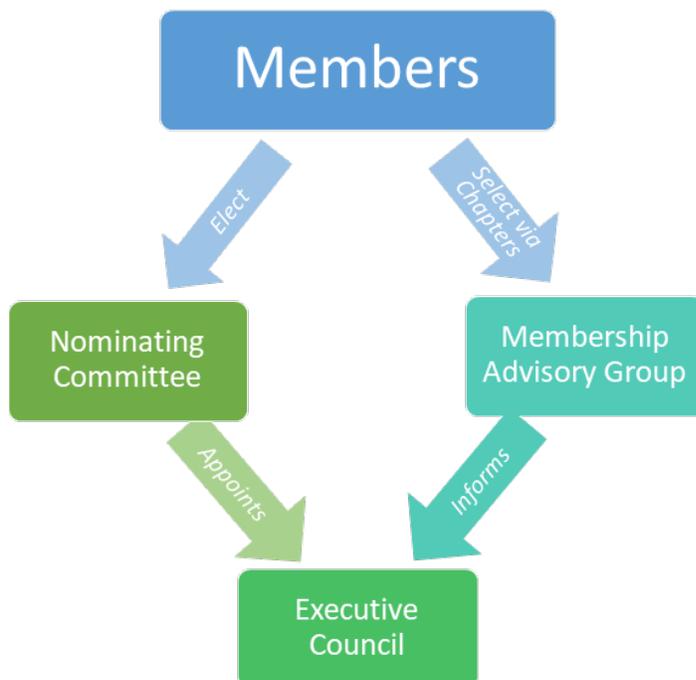
- ❖ *Incorporates best practices in decision-making to assure our Society proactively addresses a rapidly changing world in a timely manner.*
Business research and reality have consistently demonstrated that smaller groups of highly engaged individuals (15 or fewer) are best when it comes to the effective decision-making. Currently the ASFMRA Board of Directors meets once a year and is comprised of over 50 members who may or may not be deeply informed of the issues impacting the Society and the professionals that we serve. With this proposal, the



Executive Council is the Society's primary organizational decision-making body. **The Executive Council, a much smaller governing body (14), meets regularly in person and via phone and is far more fully informed (due to their required tenure) with regard to the critical issues and decisions that need to be made to keep the Society competitive and on the forefront of serving our members.**

- ❖ *Provides more opportunities for more members to participate meaningfully at numerous levels within the Society.*

Volunteers are key to organizational success and delivering member value and services. This proposal would help ASFMRA develop a deeper, more diverse pool of volunteers and in the process increase volunteer satisfaction and success. **The new Nominating Committee and associated process for recruitment and selection of volunteers for leadership positions helps each individual step into the role for which he or she is best suited ensuring a greater likelihood of success for the individual and better outcomes for the Society.**



- ❖ *Chapters select representatives to the **Membership Advisory Group** based on the number of voting members in the chapter – one representative per hundred (or portion thereof).*

- ❖ *Members in each district elect representatives to serve on the **Nominating Committee**.*

- ❖ *The Nominating Committee appoints the **Executive Council**.*

Governance Key Elements

Key Elements of the ASFMRA 2018 Governance Change

For nearly a decade, the ASFMRA Executive Council has discussed, read books on and appointed taskforces to look at governance changes that would improve our efficiency and make ASFMRA an even stronger, more vibrant organization. Last year a diverse working group of ASFMRA members was formed to look at current challenges of the organization, review the current governing structure and work on recommendations to help ASFMRA thrive now and in the future. The challenges noted included:

- The desire to improve member service and value
- The desire to have more member input
- The accelerating pace of change
- The ever increasing competition for education and membership from for-profit and non-profit groups
- The need to move faster as an organization
- The desire to get the very best people in volunteer roles best-suited to their skills, knowledge and abilities

The task force recommended three strategic changes to address these challenges.

Reorganize the Board of Directors as a Membership Advisory Group responsible for exploring issues of interest to the membership and chapters. The Membership Advisory Group will share their reflections and recommendations with the Executive Council to assist in the Council's decision-making.

The seats on the Membership Advisory Group will be filled in the same manner as the current Board of Directors are filled today.

- Each Chapter will have one or more members they select based on the formula that for every 100 voting members of the Chapter or fraction thereof, a Chapter shall be entitled to one seat on the Membership Advisory Group.
- Executive Council members will also be a part of the Membership Advisory Group just as they currently are within the Board of Directors.

This body, the Membership Advisory Group, is not a governing or voting body, but one that works collectively to learn from each other and to work with the Executive Council and the national staff to develop solutions to challenges and advance new concepts and education and programs. Terms for these positions would be different from the current Board of Directors in that there would be a strong recommendation that members serve rotating, three-year terms. The role for the Membership Advisory Group would be about learning, sharing and exploring solutions to share with others and the Executive Council.



Refine, expand, and update the role and function of the Nominating Committee

which will be responsible for developing eligibility criteria for all the Society's volunteer positions, appointments and elections. The Nominating Committee will include nine* voting members as follows:

- one elected by all qualified members from each of the seven districts, maintaining a minimum required rotation among chapters, **as is currently done with District Vice President positions today.**
- two members appointed by the District representatives on the Nominating Committee in close consultation with the Executive Council
 - one from among the Society's past presidents
 - one from the Young Professionals Network (YPN)
- The EVP/CEO would be a non-voting member of this Committee

Nominating Committee members would serve three-year staggered terms with a maximum of two consecutive terms. Importantly, the work of the Nominating Committee in the development of job descriptions, eligibility criteria and selection processes will be shared openly with all Society governing bodies and the membership to ensure transparency and a channel for feedback and adjustments as needed.

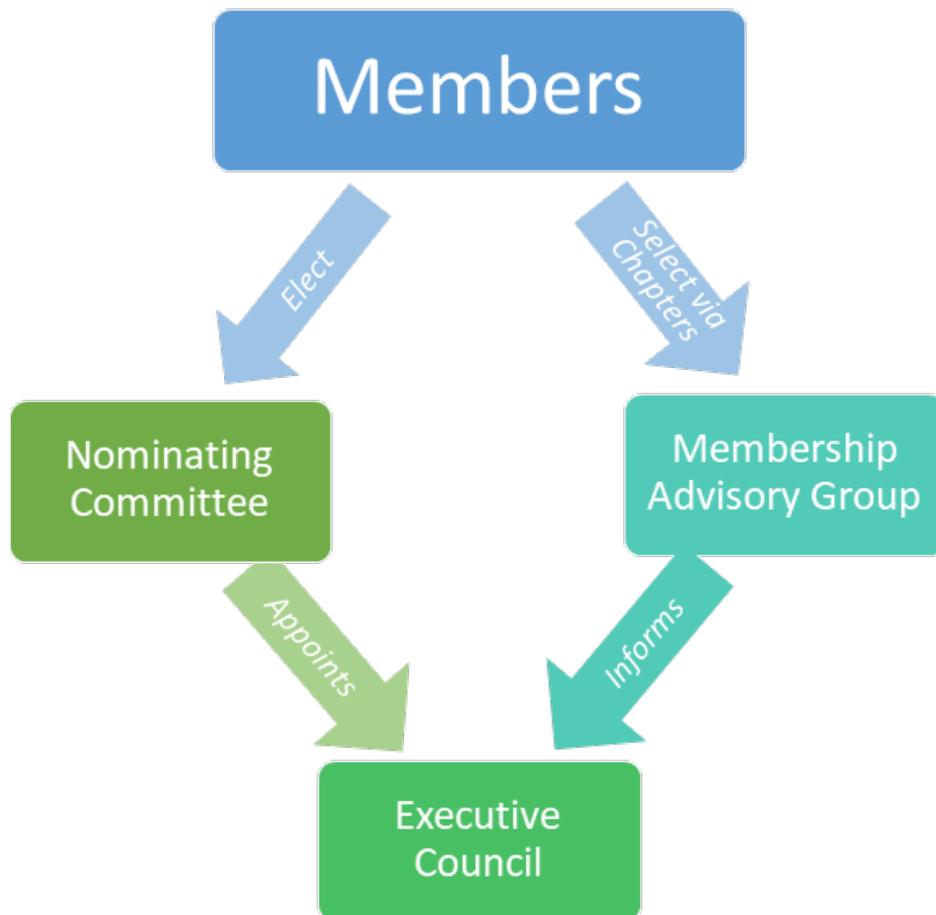
** All selection decisions of the Nominating Committee would require a majority vote (5 out of 9).*

Refocus the Executive Council as the ultimate governing body responsible for strategic decisions. The Executive Council will include **the current 14 positions** with candidates put forth by the membership and Chapters to the Nominating Committee. The candidates will go through a vetting process developed and implemented by the Nominating Committee, who will select Council members based on rigorous, objective and transparent eligibility criteria. The resulting Council will be comprised of 14 individuals as follows:

- One member from each of the seven Districts serving three-year staggered terms
- Two members from the Young Professionals Network
- One member from the Academic community
- 1st Vice President
- President-Elect
- President
- Immediate Past President

While geography will still play an important role in determining Council membership, the Nominating Committee will place a strong emphasis on the Council's needs for competency and representation balanced across professions, experience, diversity, etc. The Nominating Committee can assemble a varied mix of Council members who complement each other's skill sets, experience, and professions. This will likely increase the number of candidates for each position.

Governance Key Elements, Continued



Benefits of the New Structure:

- 1) More member input and more member representation on the Membership Advisory Group, the Nominating Committee and ultimately the Executive Council.
- 2) More timely decision making; Executive Council meets via phone at least monthly as opposed to the Board of Directors that only meets once a year. More importantly, its smaller size (14 Council members vs 50+ Board members) significantly enhances the efficiency with which the group can address and reach consensus around critical issues.
- 3) Additional opportunities for members to participate in the organization, ensuring organizational and individual success based upon job descriptions, knowledge and skills.

Assuming that the Board of Directors approves the changes to the bylaws at the Annual Conference in Chandler, Arizona.

Transition Process

1. Year One – November 1, 2018 through September 30, 2019
 - a. The Board will shift to its new more expansive role as the Membership Advisory Group.
 - b. The Executive Council will add to its role the remaining governing roles of the current Board of Directors.
 - c. A volunteer Nominations Task Force would be formed to
 - i. Conduct an inventory of volunteer roles, identifying key attributes required for success in each.
 - ii. Standardize the job descriptions for each position.
 - iii. Develop and initiate a candidate screening and selection process.

Note: For year one, the current Nominating Committee will continue to function as before, generating a slate for the next round of elections.

2. Year Two – October 1, 2019 through September 30, 2020
The Nominations Task Force, described above will merge with the existing Nominating Committee to develop and put forth a slate of candidates for each open position for election by the members of the respective district. Elections will also be held to fill the district seats on the Nominating Committee that will commence its service in year three.
3. Year Three – October 1, 2020 through September 30, 2021
The transitional Nominating Committee consisting of the seven district representatives, two individuals from the previous Nominations Task Force (to ensure some continuity) along with a Society Past President and YPN representative (appointed by the Nominating Committee in close consultation with the Executive Council) will evaluate and select the members of the Executive Council for the following year.
4. Year Four – October 1, 2021 through September 30, 2022
The two individuals from the previous task force slide off and the new Nominating Committee will be fully functional on its own.

Governance FAQ

ASFMRA 2018 Governance Change FAQ

1) Why are we looking to change our governance?

There is a great deal of ever increasing competition occurring in the non-profit and for-profit space. In order to improve member service and enhance membership value, ASFMRA needs to move faster as an organization to deliver the right member services, ensure that we are on the cutting-edge of knowledge, are proactively addressing legislative and regulatory concerns and have the best people serving in volunteer roles for which they are best qualified. We can't accomplish all of that without more member input, the ability to make more timely decisions and a process that puts forth the very best volunteers.

2) How did you come up with this recommendation?

ASFMRA, with Executive Council approval, put together a working group to exam the myriad challenges facing non-profit organizations that desire to improve the speed and focus of their decision making. The working group also looked at other leading non-profit organizations, reviewed an ASFMRA volunteer assessment, accessed literature on the subject, as well as brought in an experienced outside consultant to assist.

3) Who was on the working group and how were they chosen?

The working group consisted of the following individuals, who represented a variety of disciplines, were geographically diverse, represented both small and large chapters and had the time and willingness to participate on the working group:

- David W GaNun, ARA (NJ)
- Mike Krause, AFM (NE)
- Tim Fevold, AFM (IA)
- Doug Hodge, ARA (MI)
- Fred Hepler, AFM, AAC (OK)
- Paul Bierschwale, ARA (TX)
- Tony Toso, ARA (CA)
- Rick Hiatt, AFM, ARA (IL)
- Winnie Stortzum, ARA (IL)
- Skye Root AFM, AAC (ID)

4) Why did we hire an outside organization to assist with this, what kind of experience did they have and why were they chosen?

ASFMRA hired Mariner Management and Marketing LLC to gain additional perspective on ASFMRA volunteer engagement, leadership development and guidance on the best and most productive ways to create value for all ASFMRA constituents. Mariner has worked with numerous associations and professional societies and helped them successfully navigate change while remaining true to their vision, mission and values. Mariner's principals, Peter Houstle and Peggy Hoffman, bring over 70 years combined experience in senior level association

management and consulting. The Executive Council felt it would be beneficial to engage an experienced association partner to provide an outside perspective and help ASFMRA create the best governance model to ensure ongoing success.

5) How will this new governance structure benefit ASFMRA?

The working group was given the charge to create a governance structure that would improve member service and enhance membership value by:

- 1) **Gaining more member input** for the work of Committees, the Executive Council and our Chapters.
- 2) **Making more timely decisions** so that ASFMRA can keep up with a faster-paced world. The Board of Directors currently meets once-a-year at the Annual Conference. The Executive Council meets at least three times/year in person and monthly via conference calls.
- 3) **Casting a wider net for leadership development** so that ASFMRA can match leaders with volunteer roles ensuring individual and organizational success.

6) How will members of the Membership Advisory Group be chosen?

Members of the Membership Advisory Group will be chosen, just as the Board of Directors is today with representation coming from the chapters based upon voting membership numbers. For every 100 voting members, a Chapter shall be entitled to one seat on the Membership Advisory Group. Currently members of the Board of Directors only serve for one-year – there is a strong recommendation that members serve rotating three-year terms to provide for continuity. The Executive Council will also be part of the Membership Advisory Group, just as they are part of the Board of Directors today.

7) How long is the term of the Membership Advisory Group? Is 3 years required?

It was highly recommended that Chapter Representatives on the Membership Advisory Group would serve a term of 3 years to provide for continuity. However, the working group and Executive Council both recognize that this could be a change in how Chapters view the appointment of their delegate to the Membership Advisory Group and both are willing to work with Chapters to ensure that we have the right individuals serving in this very important role.

8) When and how often will the Membership Advisory Group meet?

The Membership Advisory Group will meet each year at the Annual Conference, just as the Board of Directors does today. The difference will be that the Membership Advisory Group will meet for a full-day of interaction as opposed to the 90-minute Board Meeting that we have today.

9) What if a Membership Advisory Group member can't go to the Annual Conference? Can there be a substitute?

Yes, unlike the current Board of Directors structure, in which the Chapter needs to notify ASFMRA National in writing in advance of the meeting, if a Membership Advisory Group representative is unable to attend the meeting, the Chapter can easily send a substitute and advise of the substitution on the day that the Membership Advisory Group meets.

Governance FAQ, Continued

10) How will we decide what the Membership Advisory Group discusses during the one-day meeting at the Annual

ASFMRAs will share topics, issues and concerns that are voiced in the Annual Membership Survey as well as those raised in Chapter meetings and on the Ag Open Forum with members of the Membership Advisory Group, providing learning, sharing and problem solving that should benefit Chapters and the National organization.

11) What happens when the Executive Council goes against the recommendations/does not take the advice of the Membership Advisory Group?

Should there not be a consensus between the Membership Advisory Group and the Executive Council, it would be up to the Executive Council to communicate to the Membership Advisory Group and ensure that they understand the reason(s) for the lack of agreement/action. Given the historical consensus that has existed between the Board of Directors and the Executive Council as well as the depth of membership input on which Advisory Group recommendations would be based, substantive disagreements seem highly unlikely. And ultimately, members have the final say via their election of representatives to the Nominating Committee, the governing body which determines who sits on the Executive Council in the first place.

12) Who selects the appointed members of the nominating committee?

There will be a transition process, as outlined in the *Key Elements of the 2018 Governance Change*, and ultimately the seven district representatives (who have been elected by the members in each district) will select the appointed members of the nominating committee in close consultation with the Executive Council.

13) How do I get someone from my Chapter on the new Nominating Committee?

The representatives on the Nominating Committee will be elected by the members of their district. All qualified members of the district will have the opportunity to vote on this member, while maintaining a minimum required rotation, just as we do with the District Vice President positions today. Each District representative will be a voting member on the nominating committee for a term of three (3) years. Terms of District representative will be staggered to provide for continuity. The Nominating Committee will also have two additional voting members, one Society past president and one individual from the Young Professional Network (YPN). These individuals will be appointed by the District representatives on the Nominating Committee in close consultation with the Executive Council. The EVP/CEO will be non-voting member of this committee as well.

Note: "District representatives" are elected by the members to serve on the Nominating Committee. The Nominating Committee, in turn, appoints "District Vice Presidents" to the Executive Council.

14) How will the Nominating Committee decide what type of individuals are appointed to serve on the Executive Council?



The Nominating Committee will develop skills, knowledge and abilities criteria for members to serve on the Executive Council, but will also take into consideration geography and competency. The Nominating Committee will also need to make sure that the Executive Council is balanced in terms of professions, experience, diversity, etc.

15) How do we make sure that the large Chapters aren't over-represented?

District representatives on the Nominating Committee will have a minimum required rotation (just like Executive Council does today) and there will be a transition process (outlined in the *Key Elements of the ASFMRA 2018 Governance Change*) that will be followed. Ultimately, the Nominating Committee will be selecting the very best candidates to represent all of the members of ASFMRA.

16) I noticed in the *Key Elements of the ASFMRA 2018 Governance Change*, that the transition process includes a volunteer Nominations Task Force, how do individuals get on the volunteer Nominations Taskforce?

Similarly to what you do today when you want to volunteer for a National Committee. You complete and submit an application. The application for the Nominations Task Force will be reviewed by the Executive Council and members will be chosen based on their willingness to serve, their past experience and their experience as it relates to the key deliverables of the Task Force which include identifying key attributes required for volunteer success, standardization of job descriptions and initiating a process for candidate screening and selection.

17) How do I get someone from my Chapter on the Executive Council?

Similarly to what you do today – except that they will be vetted by the Nominating Committee, so Chapters will need to put forth the best candidate based upon the job description for Executive Council, showcasing their skills, knowledge and abilities. And in addition to those nominated by Chapters, anyone from the Society can nominate or be nominated, or apply for a position on the Council as long as they are a member in good standing.

18) Who is going to vote on the budget, changes to our bylaws and/or dues if we no longer have a Board of Directors?

The Executive Council, which the Nominating Committee will appoint, will have the ability to make decisions in regards to membership issues, amendment of the bylaws, code of ethics and standards of professional practice, dues and financial administration.

19) How will we, as members, be able to hold the Executive Council accountable for decision making?

You will have a voice on the Nominating Committee which should be choosing the best volunteers to serve ASFMRA based upon a number of factors. The current Nominating Committee as structured today is really a subset of the Executive Council. The new Nominating Committee will be directly elected by the members and will employ an open, objective, evidence-based process by which to select candidates for leadership positions. You as members will know the specific criteria and steps by which candidates are assessed and nominated. The

Governance FAQ, Continued

entire process will be transparent and there will be plenty of opportunities to provide feedback and to know that feedback has been sincerely heard and acknowledged.

20) With this change, are there any decisions that members will still be voting on?

Members will still need to vote on amendments to the Articles of Incorporation such as changing the name of the Society, dissolution of the Society and any proposed merger with another organization.

21) When will the proposed changes to the articles of incorporation and bylaws be available for review?

ASFMRA is required to provide proposed changes to the articles of incorporation and bylaws for review 30-days in advance of the Annual Meeting. The working group and the Executive Council want to be as transparent as possible and feel that 60-days notice would be more appropriate, so it is anticipated that the proposed changes to the articles of incorporation and bylaws will be posted and sent out to members for review by no later than August 30, 2018.

