Concepts for Governance Remodeling:
Stakeholder Ideas from the AVMA Summit on Governance
August 2012
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Current AVMA Governance Structure and Policy Process

- 1 Delegate and 1 Alternate Delegate from each state and allied association, uniformed services, and SAVMA
- Breaks into 7 reference committees

- 11 District Directors
- President
- President-Elect
- Immediate Past President
- Vice President
- Treasurer (non-voting)
- HAC Chair attends (non-voting)
- Student AVMA President (non-voting)

House of Delegates (HOD)
- Meets 2 times/year
- 136 members
- President-Elect presides

Executive Board
- Meets 7 times/year
- 15 voting members
- Executive Board Chair presides

Executive Vice President
- Asst Executive Vice President

Task Forces (3-4/year)
- Appointed by EB Chair

Committees and Trusts
- Elected by Executive Board

American Veterinary Medical Foundation
- Staff (143)
- 11 Divisions, plus Office of the Executive Vice President

House Advisory Committee (HAC)
- 7 members

Board of Governors (BOD)
- Executive Board Chair
- President
- President-Elect
## Current Governance Structure:

### Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Executive Board</th>
<th>Executive Board</th>
<th>Board of Governors</th>
<th>House of Delegates</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Number</strong></td>
<td>15 Voting Members;</td>
<td>Executive Board</td>
<td>3</td>
<td>136 (68 Delegates and 68 Alternate Delegates)</td>
</tr>
<tr>
<td><strong>Composition &amp; Selection/Election</strong></td>
<td>*11 District Directors elected by AVMA members in the district; *Chair and Vice Chair elected by the Board *President, President-Elect, Immediate Past President, Vice President elected by HOD *3 Non-voting (House Advisory Committee Chair; Treasurer; Student AVMA President</td>
<td>Officers (9): President, President-Elect; Immediate Past President; Vice President Treasurer, Executive Board Chair; Executive Board Vice Chair; Executive Vice President(CEO and Secretary); Asst. Executive Vice President</td>
<td>Executive Board Chair, President, President-Elect</td>
<td>*68 Organizations *Each US State, Washington DC and Puerto Rico *Constituent allied organizations (14) *Uniformed Services and SAVMA(2) *Requirements for Organizations to be in the HOD are explained in the AVMA By-laws</td>
</tr>
<tr>
<td><strong>Responsibility</strong></td>
<td>*Serves as the Board of Directors of the Association (has fiduciary responsibility) to manage the affairs of the AVMA including supervision, control, and direction of the AVMA *Determines policies within the limits of the Bylaws and actively promotes the purposes of the AVMA *Has discretion in the disbursement of AVMA funds and keeps accurate books and records of the association *Establishes and appoints members to standing committees, task forces, etc. as needed to support the purposes of the AVMA</td>
<td>*Develops policies and procedures for the operation of councils and committees. *ELECTS THE EXECUTIVE VICE PRESIDENT, Assistant Executive Vice President, and Treasurer. *Acts for and on behalf of the House of Delegates between sessions of the HOD. *Interprets broad policy established by HOD and formulates specific policy for implementation *Recommends policy for HOD approval and provides reports to HOD</td>
<td>Acts for the Board between meetings as needed</td>
<td>*Representative body of the Principal and Constituent Allied Veterinary Medical Organizations of the Association</td>
</tr>
<tr>
<td><strong>Meeting Schedule</strong></td>
<td>In Person 7X/year; conference calls as needed</td>
<td>As needed</td>
<td>2x/year; President-Elect presides</td>
<td></td>
</tr>
<tr>
<td><strong>Other:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Current Governance Structure:

### Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>House of Delegates</th>
<th>House of Delegates</th>
<th>House Advisory Committee</th>
<th>Trusts</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>136 (68 Delegates and 68 Alternate Delegates)</td>
<td></td>
<td>7</td>
<td>*Group Health and Life Insurance Trust (GHLIT) *Professional Liability Insurance Trust (PLIT)</td>
</tr>
<tr>
<td>Composition &amp; Selection/Election</td>
<td>*68 Organizations *Each US State, Washington DC and Puerto Rico *Constituent allied organizations (14) *Uniformed Services and SAVMA(2) *Requirements for Organizations to be in the HOD are explained in the AVMA By-laws</td>
<td>Committees *House Advisory Committee (HAC) *Reference Committees: 1. Administration 2. Public Matters 3. Education and Research 4. Finance 5. Legislative and Governmental Affairs 6. Member Services 7. Scientific Activities</td>
<td>*Elected by HOD</td>
<td>*Trustees appointed by the Executive Board *4-year terms; may serve 3 terms</td>
</tr>
<tr>
<td>Responsibility</td>
<td>*Representative body of the Principal and Constituent Allied Veterinary Medical Organizations of the Association *Each veterinary organization represented in the House shall have two votes on matters submitted to a vote in the House of Delegates, however the vote is weighted. *HOD is the principal body for establishing policy and providing direction for matters relating to veterinary medicine</td>
<td>*Authority to amend: *AVMA's Articles of Incorporation (i.e., IL state charter) *Bylaws *Provide input to the Association on membership needs and strategic planning *Authority to elect volunteers: *Members of Councils that advise the Board *Members of House Advisory Committee *President-Elect and Vice President *Vote on resolutions: Resolution is used by the HOD to establish policy or determine other actions. *Receive reports from entities including the Executive Board, councils, committees, task forces, and House reference committees</td>
<td>*Each HAC member chairs a reference committee *Acts in a leadership capacity to the HOD on all matters referred to the HOD reference committees *Reviews and approves credentials of candidates for President-Elect, Vice President, councils, HAC, and when necessary, the President *Makes recommendations to HOD and EB on the long-range welfare of the profession *Acts as the Bylaws committee to the HOD</td>
<td>Oversee GHLIT and PLIT</td>
</tr>
<tr>
<td>Meeting Schedule</td>
<td>2x/year; President-Elect presides</td>
<td></td>
<td>4x/year</td>
<td></td>
</tr>
</tbody>
</table>
## Current Governance Structure:
### Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Councils</th>
<th>Committees</th>
<th>Task Forces</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>6 AVMA Councils</td>
<td>Approximately 26 AVMA Committees</td>
<td>3-4/year-Focus on specific issues</td>
</tr>
<tr>
<td>Composition &amp; Selection/Election</td>
<td>*Members elected by HOD 3-year term; may serve 2nd term</td>
<td>*Members elected by Executive Board 3-year term; may serve 2nd term with exceptions</td>
<td>*Members appointed by the Executive Board Chair or designated Appointing Body</td>
</tr>
<tr>
<td>Responsibility</td>
<td>*Advisory to Executive Board</td>
<td>*Advisory to Executive Board</td>
<td>*Advisory to Executive Board</td>
</tr>
<tr>
<td>Meeting Schedule</td>
<td>Meet 2x/year; conference calls as needed</td>
<td>Meet 2x/year; conference calls as needed</td>
<td>Meet per charge</td>
</tr>
<tr>
<td>Other:</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*HOD: House of Delegates*
• **Primary objective** – Allow for direct election of officers and House of Delegates.

• **Major characteristics**

  • 11-member Board of Directors (BOD) has fiduciary responsibility, final policy review and oversight, and other functions similar to current Executive Board (EB). BOD has final policy review on deciding how to operate the association in support of the overall policies and goals for the profession set by the House of Delegates (HOD). Seven directors are at-large from HOD and officers are elected by general membership.

  • HOD sets policy related to profession and retains other current functions. HOD composition does not change, but delegates are elected by membership directly. The BOD can't veto or ignore HOD resolutions that give strategic direction to BOD.

  • Councils are appointed by HOD and are responsible for proposing policies that affect the profession as a whole.

  • Committees are appointed by BOD and are responsible for proposing policies and giving advice on the operation of AVMA itself.

  • Task Forces can be appointed by either entity for specific, ad hoc purposes related to their areas of responsibility.
Conceptual Model 1: Organizational Chart

- AVMA
- Staff
- Board of Directors (how)
  - Officers
- Committees
  - Councils
  - Task Forces
- Membership
  - Open Election
- HOD (what)
  - State Reps
  - Allied
## Conceptual Model 1: Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Board of Directors</th>
<th>House of Delegates</th>
<th>Committees</th>
<th>Councils</th>
<th>Task Forces</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>11</td>
<td>168</td>
<td>Same</td>
<td>Same</td>
<td>As needed</td>
</tr>
</tbody>
</table>
| Composition & Selection/ Election | *President  
*Past-President  
*Vice-President  
*President-elect  
*7 At-large from HOD, others elected by membership | *Same composition  
*Open state elections  
*Reference committees exist to review policies, term limits | Same       | Same     | Same: can be assembled by EB or HOD |
| Responsibility | Fiduciary responsibility; final policy review and oversight; resource allocation; direct research allocation and information; staff oversight; budget | Setting all policy related to veterinary medicine; approve dues increase; reference committees review policies and present to HOD for electronic vote; by-laws responsibility | Same       | Same     | As needed   |
| Meeting Schedule | 6 in-person meetings; conference calls as needed | 2 in-person meetings; electronic votes as needed; conference calls as needed | Same       | Same     | As needed   |

**Other:**

Note: Same as the current governance structure
Conceptual Model 2: Description

- **Primary objectives** – Streamline decision-making, expand member input and promote competency-based governance.

- **Major characteristics**
  - 15-member Board of Directors (BOD) is responsible for managing the business of AVMA, including policy approval. BOD composition is a mix of practice areas, geography and at-large members.
  - Advisory committees of 10-15 persons provide input to BOD with its members selected by selection committees. A strategic planning committee provides input to BOD.
  - The Council on Education, GHLIT, PLIT and American Veterinary Medical Foundation are trusts.
  - There is no House of Delegates.
  - Members and stakeholders provide virtual input on policy development, strategic planning and other key decisions.
Conceptual Model 2: Organizational Chart
## Conceptual Model 2: Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Board of Directors</th>
<th>Selection Committee</th>
<th>Advisory Committees</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>15</td>
<td>One per each advisory committee</td>
<td>10-15 individuals per committee</td>
</tr>
</tbody>
</table>

### Composition & Selection/Election

- *5 at large
- *4 geographical areas
- *6 sections: academia, students, equine, ag, animal, public practice, corporate & industry

- *Retiring committee members
- *1 year terms, 3 year consecutive maximum

Each current committee gets a virtual member discussion group to work out its member input and relevance.

### Responsibility

- *Allocate resources
- *Determine policy
- *Develop budget
- *Implement strategic plan
- *Annual report to members

Select qualified skillsets of applicants for the standing committees

Decisions and membership participation for the interests listed in the charges.

### Meeting Schedule

- 4x/year: Winter Business Meeting, spring/summer, AVMA Convention, fall/winter

Minimum 1 x per year, then as needed

Minimum 2x/year, then as needed

### Other:

- Can request paper ballots

3 year terms; 2 terms maximum

### Additional Commentary:

COE becomes a “trust” with GHLIT, PLIT and AVMF and are responsible to President and President-Elect:

General membership elected; w/in 6 year term
Conceptual Model 3 Description

- **Primary objectives** – Streamline decision-making and expand member input.

- **Major characteristics**
  
  - 11-member Executive Board (EB) is responsible for managing the business of AVMA, including policy approval. EB is composed of five officers, four at large members elected by membership, and non-voting Treasurer and Student Veterinary Medical Association (SAVMA) President.

  - Leadership Councils (LC) for 5-7 strategic areas of 11-13 persons provide input to EB and use virtual communities. LC members are selected by the Leadership Identification Committee, composed of seven members with AVMA leadership experience who are elected by general membership. There are liaisons to each LC from the Executive Board and AVMA staff. LCs have subcommittees, task forces and virtual communities as needed to provide input at those various levels.

  - General membership input is funneled into those super councils via internet communication and other forms of communication along with summits/events and other types of activities independently in the calendar as well as at convention as deemed necessary.

  - There is no House of Delegates.

  - A strategic planning committee, subcommittees, task forces and staff provide input.
Conceptual Model 3: Organizational Chart
## Conceptual Model 3: Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Officers</th>
<th>Executive Board</th>
<th>Leadership Councils</th>
<th>Leadership Identification Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>5</td>
<td>11</td>
<td>~5</td>
<td>7</td>
</tr>
<tr>
<td>Composition &amp; Selection/Election</td>
<td><em>CEO (Executive VP)(nonvoting)</em>&lt;br&gt;<em>COO (Asst. Executive VP)(nonvoting)</em>&lt;br&gt;*President&lt;br&gt;*Immediate Past President&lt;br&gt;Appointed or elected by the Executive Board</td>
<td><em>Officers (5)</em>&lt;br&gt;<em>Treasurer (nonvoting)</em>&lt;br&gt;<em>SAVMA President (nonvoting)</em>&lt;br&gt;*4 At large Members elected by the general membership</td>
<td>*11-13 members/LC&lt;br&gt;*Gov’t Advocacy&lt;br&gt;*Animal Welfare&lt;br&gt;*Economics&lt;br&gt;*Education&lt;br&gt;*Research&lt;br&gt;*Members selected by the LIC</td>
<td>*At large&lt;br&gt;*Elected by general membership&lt;br&gt;*Must meet selection criteria of number of years’ experience in AVMA leadership</td>
</tr>
<tr>
<td>Responsibility</td>
<td>Manage business of the Association</td>
<td>Manage business of the Association</td>
<td>*Policies&lt;br&gt;*Activities&lt;br&gt;*Summit/conference events&lt;br&gt;*Virtual communities of general membership</td>
<td>Select members of the Leadership Councils</td>
</tr>
<tr>
<td>Meeting Schedule</td>
<td>As needed</td>
<td>Quarterly</td>
<td>3/year</td>
<td>3/year</td>
</tr>
<tr>
<td>Other:</td>
<td>Oversee the effectiveness and outcomes vs. charge of Leadership Councils</td>
<td>*By-laws&lt;br&gt;*Articles of incorporation&lt;br&gt;*Association budget</td>
<td>*Responsible for own budget</td>
<td></td>
</tr>
</tbody>
</table>

**Additional Commentary:**
- Competency-based versus constituency-based;
- General member engagement
- Staff integration and empowerment
- Nimbleness
Conceptual Model 4: Description

- **Primary objective** – Clarify policy-making authority in the 15-member Executive Board (EB).

- **Major characteristics**
  - Officers are elected by general membership.
  - EB is responsible for policy. EB composition is similar to current but each member is assigned an area of expertise.
  - Standing committees and councils are replaced by ad hoc advisory committees of subject matter experts and interested members. The COE and convention planning committee would continue as standing committees.
  - The HOD would be composed of a delegate as chosen by the constituent organization and an alternate that is within 15 years of graduation.
  - HOD and HAC could be eliminated. In that case, HAC would be advisory committee to EB and state VMA President’s Council could be formed.
Conceptual Model 4: Organizational Chart
### Conceptual Model 4: Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Executive Board</th>
<th>Ad hoc Advisory</th>
<th>HAC</th>
<th>House of Delegates</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>11 Districts 4 Officers</td>
<td>As needed</td>
<td>7</td>
<td>1 delegate 1 alternate delegate = emerging leader 4 year term</td>
</tr>
<tr>
<td>Composition &amp; Selection/Election</td>
<td>District EB members elected by district members Officers elected by general membership</td>
<td>Chosen as appropriate subject matter experts and practice/professional; categories affected</td>
<td>Elected by HOD Represents practice types Could be elected by practice specialty</td>
<td>Elected by states</td>
</tr>
<tr>
<td>Responsibility</td>
<td>Policy Subject matter experts/center of expertise based on practice types</td>
<td>Evaluate Issues/make recommendations to the EB Could represent state/regional/practice issues</td>
<td>Organization of HOD; advisory to the Executive Board</td>
<td>Advisory to EB</td>
</tr>
<tr>
<td>Meeting Schedule</td>
<td>3 per year Virtually as needed</td>
<td>Virtual In-person as needed</td>
<td>3/year Virtually as needed</td>
<td>2/year (1=Winter session)</td>
</tr>
<tr>
<td>Other:</td>
<td></td>
<td></td>
<td></td>
<td>Elminated if HOD eliminated and HAC added to EB as advisory</td>
</tr>
</tbody>
</table>

### Additional Commentary:

EB includes non-voting HAC Chair, Treasurer and SAVMA President. EB members are each assigned as subject matter experts. Expertise based on practice type. Direct input from membership solicited.

By-law changes in question if HOD eliminated?? Possibly could form state VMA President’s Council.
Conceptual Model 5: Description

- **Primary objective** – Clarify policy-making authority in the 18-member Board of Directors (BOD).

- **Major characteristics**
  - Leadership Advisory Forum (LAF) is similar in composition to current House of Delegates (HOD) and would be responsible for strategic planning, bylaws changes, and electing the president-elect and vice president.
  - BOD gets input from several sources, including LAF, standing committees, task forces and staff.
  - Councils are eliminated. BOD appoints standing committees and task forces as needed.
Conceptual Model 5: Organizational Chart

- Board of Directors
- CSO
- Staff
- Leadership Advisory Forum "Reference Committees"
- Standing Committees
- Task Forces
- Membership
<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Board of Directors</th>
<th>Leadership Advisory Forum</th>
<th>Standing Committees</th>
<th>Task Forces</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>18</td>
<td>136</td>
<td>To be determined by need</td>
<td>As needed</td>
</tr>
</tbody>
</table>

**Composition & Selection/Election**

- 11 District Directors/4 Officers:
  - Voting Members
  - Nonvoting: Treasurer, LAF Chair, SAVMA President
- Selected by nominating committee based on competency and credentials
- Voted by district membership for District membership
- Voted by LAF for President-elect and Vice President
- State VMAs and allied organizations select members
- Current composition (HOD)
- Term established by the BoD
- Selected by the BoD with advisement by a nominating committee
- Appointed by the BoD or designated appointing body

**Responsibility**

- Establish policy; allocate resources; strategic planning/monitoring; appoint standing committees and task forces
- Provides input to the BoD on membership needs; strategic planning and professional issues; approves by-laws changes
- Reference committee like review of councils/committees
- As charged by the BoD
- As charged by the BoD

**Meeting Schedule**

- 7/year
- 2/year
- As charged
- As charged

**Other:**

- LAF will have an advisory board to set-up structure, LAF will have a single nonvoting member on the BoD
Conceptual Model 6: Description

- **Primary objective** – Clarify policy-making authority in the 10-member Board of Directors (BOD) and streamline decision-making.

- **Major characteristics**
  - The House of Delegates (HOD) is replaced by seven policy groups which align with AVMA divisions, with members elected by general membership from three geographical areas.
  - Policy groups provide input to BOD, which has three members elected geographically and seven members elected by each policy group.
  - BOD has fiduciary duties and policy approval. Three officers are elected by BOD.
  - Task forces replace most committees and councils, and are selected by policy groups based on competency and expertise. A few committees are retained, such as convention/CE. The Council on Education (COE) is treated as one of the trusts.
Conceptual Model 6: Organizational Chart
## Conceptual Model 6: Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Policy Groups</th>
<th>Board of Directors</th>
<th>Officers</th>
<th>Task Forces</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Number</strong></td>
<td>7 groups (aligned with AVMA divisions)</td>
<td>10</td>
<td>3</td>
<td>Variable, as needed</td>
</tr>
</tbody>
</table>
| **Composition & Selection/Election** | *9 members, 3-year staggered terms, can renew once*  
*3 each from East, Central, West*  
*Elected by membership in that geographic area* | *3 At large members: East, Central, West- selected by membership in geographic area*  
*7 members, one from each policy group, elected by policy group-*  
*must complete at least one 3 year PG term*  
*3 year terms (nonrenewable)* | *Elected by BoD*  
*President, President-Elect, Past President*  
*Past President serves as Board Chair*  
*Terms: 1 year, auto ascension*  
*Must complete 3 year term on BoD to be eligible* | Based on competency and expertise  
Selected by policy group on nomination |
| **Responsibility** | Environmental scanning; policy development; thru TF/communications, coordinate TF/communications reports and work product | Strategic planning; policy review and ratification; fiduciary and operational decisions; oversight of CEO | Strategic planning; policy review and ratification; fiduciary and operational decisions; oversight of CEO | As charged by the policy group |
| **Meeting Schedule** | Quarterly conference calls  
Web-based  
2 in-person meetings | 6 times/year | Monthly; in conjunction with BoD w/ conference calls as needed | As needed based on charge with firm deadline |
| **Other** | Form appropriate alliances and maintain liaison relationships with stakeholders | | |

### Additional Commentary:


Geographic regions: East, Central, West

Treasurer is the staff CFO

COE elected by 63 Policy Group members
Conceptual Model 7: Description

- **Primary objective** – Expand direct election of leadership and streamline meetings.

- **Major characteristics**
  
  - 16-member Board of Directors (BOD) has fiduciary responsibility.
  
  - Nine directors are elected by district. General membership elects three at-large directors and the four officers, with input from Nominating Committee.
  
  - House of Delegates (HOD) composition does not change but term limits are instituted. HOD sets policy related to the profession and has four virtual meeting per year.
  
  - Reference committees meet virtually year-round. Committees and task forces are appointed by BOD and councils are not retained.
## Conceptual Model 7: Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Executive Board</th>
<th>HOD</th>
<th>Entities</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Number</strong></td>
<td>16</td>
<td>136</td>
<td>Committees and Task Forces</td>
</tr>
<tr>
<td><strong>Composition &amp; Selection/Election</strong></td>
<td>*9- District</td>
<td>Delegate and Alternate</td>
<td>Appointed by the Executive Board Two 3 year terms</td>
</tr>
<tr>
<td></td>
<td>*3- At large</td>
<td>4 year term each (total 8 years)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>*4-President, President-Elect, Vice President, Treasurer</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>*Two 3 year terms</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>*General election for at large and other 4-President, President-Elect, Vice President, Treasurer</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>input from nominating committee</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Responsibility</strong></td>
<td>Fiduciary</td>
<td>Policy on veterinary practice</td>
<td>Policies to HOD Need effective entity leadership</td>
</tr>
<tr>
<td></td>
<td>Strategic Plan</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Meeting Schedule</strong></td>
<td>No change</td>
<td>4 Virtual meetings for HOD for policy vote Virtual meetings for reference committees</td>
<td></td>
</tr>
<tr>
<td><strong>Other:</strong></td>
<td>Reference committees work all year, policies go to reference committees first.</td>
<td>Policies on veterinary practice go to reference committees; fiduciary and strategic plan to Executive Board</td>
<td></td>
</tr>
</tbody>
</table>
Conceptual Model 8: Description

- **Primary objective** – Clarify policy-making authority in the 9-member Board of Directors (BOD), streamline decision-making and balance representation with agility.

- **Major characteristics**
  - BOD has fiduciary duties and policy approval.
  - Directors are nominated by Nominating Committee, endorsed by councils and elected by general membership.
  - Nine councils advise BOD, do research and communicate with membership. Councils represent nine constituencies or segments of veterinary medicine.
  - Staff is empowered to perform administrative functions, freeing volunteers to focus on strategic objectives. There is ongoing engagement of members.
  - There is no House of Delegates. Standing committees and task forces are appointed as necessary by the BOD.
  - This concept provides for representatives “of” rather than “for” the profession (i.e. eliminate the idea that leaders represent a geographical area or area of expertise)
  - This concept involves the general membership and looks to membership at large as constituent group. Advisory councils represent a source for subject matter expertise to inform leadership but not used as a balance of power.
Conceptual Model 8: Organizational Chart
Conceptual Model 8: Matrix of Governance Entity Characteristics

<table>
<thead>
<tr>
<th>Name of Body</th>
<th>Board of Directors</th>
<th>Councils</th>
<th>Councils (cont)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>9 Members plus 2 nonvoting ex-officio members (Treasurer, Executive Vice President)</td>
<td>9</td>
<td></td>
</tr>
<tr>
<td>Composition &amp; Selection/Election</td>
<td>*3 year terms (staggered 1st year) *Two terms maximum *Nominating committee-5 members-past BoD members *Need endorsement by council *Elected by members *Chair elected by BoD</td>
<td>*State VMA- 1 representative per state *Species-recognized species groups *Specialists-recognized specialty groups *Allied Groups-related groups-ex. NPPC, NAVTA, Foreign VMAs, SAWA</td>
<td>*Gov’t-gov’t agencies, entities *Academia- veterinary schools and college research *Students-SAVMA *Industry-self selected *Public Partnership-self selected</td>
</tr>
<tr>
<td>Responsibility</td>
<td>*Fiduciary *Operational oversight *Strategic direction *Hire CEO *Appoint Treasurer *Appoint nominating committee *Approve/Establish policy *Approve annual budget *Reporting to membership</td>
<td>*Advise BoD *Produce recommendations *Do research *Communicate with membership</td>
<td></td>
</tr>
<tr>
<td>Meeting Schedule</td>
<td>Regular quarterly and as needed</td>
<td>As needed</td>
<td></td>
</tr>
<tr>
<td>Other:</td>
<td>CSO: Ex Officio member of all councils Staff to develop SOPs for Councils</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Additional Commentary:**

Balance representation with agility. Assumptions: 1) Empowered staff; 2) Additional staff resources 3) Robust technological capability; 4) Ongoing engagement of members