



GOVERNANCE TRANSFORMATION OVERVIEW



EXECUTIVE SUMMARY

EBAA's 2016-2018 Strategic Plan called for the formation of a Governance Review Committee (GRC) to evaluate the Board of Directors and House of Delegates structures and to use current association best practices to re-design these bodies to be better positioned to take EBAA into the future.

The Governance Review Committee was formed in March 2016 and worked with facilitator Robert Nelson via monthly teleconferences for the better part of a year, culminating in a final report which was provided to the Board. The Board met in February 2017 to review the GRC's recommendations and to approve a plan to make the association's governance structure more strategic, more representative, and more engaging for members.

The plan focuses on the following outcomes, each of which is detailed in a white paper on the following pages:

- Increased Strategic Focus
- Streamlined Board Structure
- Improved Board Processes
- Fully Engaged House of Delegates
- More Equitable Member Representation

Please take the time to review the white papers and to familiarize yourself with these outcomes. EBAA Board members will be calling all eye bank CEOs to discuss them and to answer questions and an electronic Town Hall will be held in April to provide further opportunities for discussion.

In the meantime, please do not hesitate to contact Kevin Corcoran or Donna Drury with any questions.

INCREASED STRATEGIC FOCUS

DESIRED OUTCOMES

The Board will dedicate the majority of its time to considering issues of strategic importance to the profession. Board meetings will be notable for their open, honest and thorough discussion of the topics that will have the greatest impact on eye banks and corneal surgeons.

ACTIONS TO BE TAKEN

- Identify strategic issues of importance to the entire profession, and place them on its meeting agendas.
- Restructure its agendas to emphasize these topics while considering administrative issues separately from the Board meeting or as briefly as appropriate through the use of a consent agenda.
- Dedicate time during Board meetings for open discussion of strategic issues without the expectation of reaching decisions. Relieving the pressure to decide encourages participants to explore alternatives more thoroughly.
- Require committees, taskforces and individual Board members tasked with finding solutions to present several alternatives for discussion rather than one recommendation for approval.
- Conduct its meetings privately, so Board members can speak openly and the conversation flows without interruption.

IMPLEMENTATION

- The Chair and CEO, with recommendations from all Board members, will develop an agenda that addresses EBAA's current and impending concerns and opportunities. The agenda, with supporting background information, will be distributed to all Board members in advance of the meeting so they can consider the issues and prepare their thoughts.
- The Chair and CEO will distribute reports from committees and staff, operational updates and related administrative items to Board members in advance of the call, for approval on a consent agenda.
- The Chair, or a designee, will open discussion for a set period of time by summarizing the materials provided and asking questions designed to initiate conversation and consideration of alternatives. At the conclusion of the established time for discussion, the Board will determine if it is prepared to reach a decision or if it requires more information or deliberation.
- The Board's deliberations will be shared by the Speaker of the House to detail the substance of the background materials, the issues considered during discussion and the Board's conclusions. This will help illustrate the process as well as the outcome.

PRACTICAL IMPLICATIONS

- Board meetings will be more productive, as more time will be dedicated to discussing issues of importance.
- The Board will deliver more value to EBAA members as it spends more of its time addressing substantive issues.
- Board members will have the opportunity to share their viewpoints and draw on diverse perspectives while conducting Board business.
- EBAA members will be better informed about the issues facing the profession and the Board's responses.

STREAMLINED BOARD STRUCTURE

DESIRED OUTCOMES

The Board will be comprised of eleven voting members, with an emphasis on personal and professional diversity. Its smaller size will foster more active discussions and increase accountability. Nominations will be sought according to agreed-upon skills and attributes, determined by the issues expected to face the profession in the coming years. We will strive for contested races for every open position.

ACTIONS TO BE TAKEN

- Move to a competency-based system, which identifies specific skills and attributes that are needed on the board based on the association's strategic direction and on issues and challenges expected to confront the profession, and actively recruits candidates with those competencies.
- Solicit nominations based on a list of attributes against which board candidates will be measured.
- Draft a board diversity statement to ensure that the board is reflective of the overall community.
- Identify and recruit the best people possible that match the then-current and future board talent needs.
- The Chair may invite other individuals external to eye banking to participate in the Board's discussions if they possess needed experience or viewpoints not available among sitting Board members.

IMPLEMENTATION

- The Board will be comprised of the following positions: Chair, Chair-Elect, Secretary-Treasurer, Speaker of the House, MAB Chair and six At-Large positions; all except MAB Chair will be elected by the members. The Immediate Past Chair and the President-CEO will serve as non-voting, ex officio members.
- The Board will scan its environment annually to determine the skills and attributes needed to best serve the profession. These skills and attributes will be included in the call for nominations.
- The Board will draft a statement that emphasizes the value of diversity in four areas (experience, roles, approaches and demographics) among Board members. This statement will be reviewed and updated regularly, and achievement of these goals will be included in the Board's self-assessment.
- The Board will use the board member attributes list, board diversity statement, EBAA strategic plan and board assessment process to conduct an annual gap analysis to create profiles of desired candidates.

PRACTICAL IMPLICATIONS

- The Board's discussions will be more robust. With fewer members, all will be more engaged in its deliberations.
- The Board's discussions will be more informed. By seeking members with specific skills or experience, the Board will have access to the information it needs to reach the best possible decisions.
- More members will be encouraged to consider Board service. Publicly identifying the attributes needed among Board members will increase transparency, establish expectations for service, and enable more EBAA members to envision themselves serving on the Board.
- Board elections will offer more choices. The commitment to offering contested races will give EBAA members more choices among their candidates, which will help shape the association's vision and direction.

IMPROVED BOARD PROCESSES

DESIRED OUTCOMES

Board positions will have clearly defined responsibilities and expectations, and the Board will draft a Governance Mission Statement to guide its work and will form a Board Governance Committee to monitor its functioning. All Board members will participate in on-going orientation and training sessions.

ACTIONS TO BE TAKEN

- Establish a Governance Committee charged with monitoring Board operations to ensure that it maintains a strategic focus in its deliberations and communicates effectively among Board members, with the membership at large, and with the CEO.
- Create clear position descriptions for all Board roles; these will be shared with all members, including prospective candidates for office, and will be used to evaluate the Board's performance.
- Meet more frequently, in private sessions. The substance and outcomes of Board meetings will be communicated to EBAA members by the Speaker of the House.
- Hold annual, in-person training and orientation meetings to include all Board members.

IMPLEMENTATION

- The Governance Committee will be comprised of the following positions: Chair, Chair-Elect, Speaker of the House and two additional members, appointed by the Chair and voted upon by the Board. The President-CEO will serve as a non-voting member.
- The Governance Committee will evaluate the Board's operation and performance following and between all EBAA meetings. These evaluations will be shared with a facilitator to develop training and orientation sessions to be held every August.

PRACTICAL IMPLICATIONS

- The Board will maintain its strategic orientation. The Governance Committee's regular, on-going review and evaluation of the Board's processes will help ensure that the desired outcomes are achieved.
- Board members will better understand and fulfill their roles and responsibilities. The use of defined position descriptions, on-going training and Governance Committee oversight will help keep Board members focused on their roles and responsibilities.
- Board deliberations will be more open and forthright. The presence of a gallery in Board meetings can unintentionally cause Board members to be more guarded or circumspect in their comments and contributions. Feeling comfortable expressing one's true thoughts are essential to active and honest exchanges of ideas.
- Members will better understand the Board's processes. Because the Speaker of the House will report on Board meetings, members will obtain more context and understanding of the Board's decisions and the context surrounding them. Member can follow up with the Speaker to better understand areas of concern or confusion.

FULLY ENGAGED HOUSE OF DELEGATES

DESIRED OUTCOMES

The House of Delegates (HOD) will assume a more advisory role for the Board of Directors; a segment of its meeting will be dedicated to open discussion of strategic issues chosen by HOD representatives. A new position, Speaker of the House, will be added to the Board of Directors to serve as a liaison between the Board and the members.

ACTIONS TO BE TAKEN

- The Speaker of the House position will be created; this position will be elected from within the HOD and will serve as a full member of the Board. The Speaker will chair all HOD meetings and serve as the liaison between the Board and the House.
- The HOD will be empowered to discuss issue of functional and strategic importance to the association and the profession. Its recommendations must be addressed by the Board; the Board may choose how to respond, but it must report back to the HOD, through the Speaker.
- The House of Delegates will strive to make decisions and take positions by consensus. If a consensus cannot be reached, decisions will be made by majority vote, with representatives from every member eye bank afforded one vote.
- The HOD will continue to elect Board members and to discuss and vote on bylaws amendments. In these instances, proportional voting will be used.

IMPLEMENTATION

- The House of Delegates will meet during the Annual Meeting; sufficient time in the agenda will be allocated for HOD discussions.
- The HOD's agenda will be established by the Speaker, following consultation with members of the House, with the Chair, and with the President-CEO. Any issue on the Board's agenda may be discussed by the HOD, which may also initiate topics independent of the Board's agenda.
- The Speaker of the House will prepare reports to HOD representatives following each Board meeting to share the substance and outcomes of all Board discussions. These will accompany the official minutes of each meeting.
- The Speaker will actively seek HOD member perspectives on issues being considered by the Board of Directors, and will share them during Board meetings.

PRACTICAL IMPLICATIONS

- The Board will be better informed of EBAA members' views. The Speaker will actively seek and present members' opinions and perspectives during Board deliberations. Similarly, HOD resolutions will provide another avenue for member input.
- Members will be better informed of Board actions. The Speaker will report on both the outcomes and processes of Board deliberations, providing context to the Board's decisions.
- Unaccredited members will have a voice in EBAA governance. The HOD's deliberative session will include representatives from unaccredited members, who will be permitted to vote on HOD resolutions, but not bylaws amendments or Board elections. This will give a voice to all dues-paying members and will introduce new perspectives into the HOD.

MORE EQUITABLE MEMBER REPRESENTATION

DESIRED OUTCOMES

Vote allocation in the HOD will be modified to narrow the gap between the largest and smallest eye banks, and non-binding resolutions of the House will be determined on a one bank/one vote basis.

ACTIONS TO BE TAKEN

- Establish separate vote allocation models for approving resolutions to the Board and for amending the bylaws or electing members to the Board of Directors.

IMPLEMENTATION

- During the deliberative phase of the House of Delegates, every EBAA member in attendance, including unaccredited members, will cast one vote, with a simple majority needed to pass resolutions. These resolutions will be presented to the Board of Directors by the Speaker of the House, but are not binding on the Board.
- Voting authority for elections, bylaws amendments and other binding actions of the House of Delegates will be allocated on a proportional basis. Only accredited eye banks may vote during this portion of the HOD meeting.
 - The total number of votes allocated in the HOD will equal twice the number of voting members.
 - Groups of eye banks operating under consolidated ownership or control will be treated as a single eye bank.
 - Votes will not be allocated to Medical Directors.
 - Every accredited eye bank will be given one vote, plus one additional vote multiplied by their proportion of the total amount of membership dues paid by the accredited eye banks.

$$\left(\frac{\text{each eye bank's dues payment}}{\text{total amount of dues paid by voting banks}} \times \frac{\text{number of banks}}{\text{voting}} \right) + \frac{1 \text{ vote}}{\text{per bank}}$$

PRACTICAL IMPLICATIONS

- Voting authority will be more broadly distributed. The inclusion of unaccredited members in the HOD's non-binding decisions gives these members a voice for the first time. And the new vote allocation formula for bylaws and elections will reduce the disparity between the largest and the smallest eye banks.
- Relative participation is recognized. Vote allocation has traditionally considered an eye bank's participation in the profession as measured by corneas recovered or placed for transplant. Those factors are reflected in this formula.
- Consolidation within the profession is accounted for. Because the total number of votes cast in the HOD is equal to twice the number of voting eye banks, the formula more easily accommodates changes in the number of members or relative amounts of dues paid to EBAA.

IMPLEMENTATION TIMELINE

2017

- **June 2017 - Candidates for Board Service** All open positions will be contested as usual. Sitting Board members and candidates will be notified in advance that, if the proposed governance changes are adopted by the House of Delegates, their terms will expire in June 2018.
- **June 2017 - House of Delegates** The House will vote on the bylaws amendments needed to implement the governance proposals. Amendments will be organized into approximately five groups that share related themes; these will follow the structure of the white papers used to present the concepts to the members.
- **September 2017** EBAA will host a training and orientation session for all members of the 2017-2018 Board of Directors. The Board's Governing Mission and Board position descriptions will be reviewed and ratified, and the desired attributes of Board members will be discussed and approved.
- **Winter 2017** Desired Board attributes and Board position descriptions will be distributed to all EBAA members.

2018

- **March 2018** A call for nominations will be issued to all members. Concurrently, the Executive Committee will consult with the full Board to identify specific individuals who possess the desired attributes; these individuals will be invited to consider Board service.
- **May 2018** The Executive Committee will meet to review all nominated candidates. The committee will consider candidates' attributes and characteristics (eye bank size, role within eye bank, experience, etc.) to place similar candidates on the ballot together; this is intended to facilitate diversity among elected Board members.
- **June 2018 - House of Delegates** The House of Delegates, chaired by EBAA Chair Donna Drury, will convene for discussion of strategic issues. Any resolutions will be approved by consensus or by one vote per bank. The Chair and Chair-Elect will ascend to Immediate Past Chair and Chair respectively; all other Board members will be elected using the new vote allocation formula.
- **June 2018 - Board of Directors** All Board officers and the Speaker of the House will be elected to two year terms. Three of the six At Large positions will be randomly assigned one-year terms to permit staggered elections in future years.
- **August/September 2018** The Board will hold its annual orientation and training meeting; the agenda will be determined by the association's needs.

PRACTICAL IMPLICATIONS

- The terms of all 2017 - 2018 Board members will expire in 2018, regardless of the anticipated length of their term when they were elected.
- All EBAA members will understand the desired attributes of Board members well before nominations are sought. They may choose to run, or to nominate others, with those attributes in mind.
- Some positions that do not exist under EBAA's current structure (Speaker of the House, Governance Committee, etc.) will be filled by their current equivalents during the 2017 – 2018 Board year only.
- All elements of the governance transformation will be implemented by the close of the 2018 Annual Meeting.