



Governance Transformation: Frequently Asked Questions

Increased Strategic Focus

How will these changes make the Board more strategic?

- The Board's culture and its processes will shift from reactive to proactive; the Board will be more intentional in the issues it addresses and will engage in more active and deliberative discussions. Agendas will be shorter but more robust. With fewer members, all can actively participate in discussions

Why do Board meetings have to be closed?

- The Board will address more substantive and contentious issues; given that all eye banks compete with each other, these conversations can be challenging under the best of circumstances. Conducting these discussions before an audience, one that often interjects its own viewpoints, is even more difficult. Building a culture of trust and openness, and meeting privately where disagreements can be addressed and resolved amicably, is the most effective way for the Board to function as a team.

How will the Speaker of the House communicate with the membership?

- The Speaker will distribute the minutes of each meeting along with his/her notes on the flow of the conversation that led to these decisions. These will include positions for and against any proposal brought to a vote. These notes will be distributed in writing to all eye bank CEOs; the Speaker will also answer questions posed by member eye banks. Additionally, significant Board decisions will be announced in *Insight* or other appropriate venues

The Speaker will also distribute information about upcoming Board agenda items and ask eye bank CEOs to submit their feedback, which he/she will share with the Board during its deliberations.

Improved Board Processes

How will the Governance Committee differ from the Executive Committee?

- The Governance Committee will have a much narrower role than the Executive Committee does. While the Executive Committee is empowered to make decisions on the Board's behalf, the Governance Committee's primary job will be to monitor how well the Board is functioning. It will evaluate every Board meeting to ensure that the Board maintained its strategic orientation and that all Board members participated in the discussions. The Governance Committee will also recommend competencies that the Board might need to cultivate, based on the issues facing the profession.

With just 11 voting members and more frequent meetings, the Board felt that the Executive Committee was unnecessary, so they eliminated it.

Streamlined Board Structure

How will EBAA ensure that members of all sizes are represented?

- The Governance Committee will try to maintain a balance of diversity on the Board, looking at issues such as eye bank size, eye bank services, and individuals' positions at their eye banks, their age, gender, etc. It will identify individual who can contribute to a diverse Board and will encourage them to consider serving in office. However, candidates will not be removed from the ballot if they don't make the Board more diverse. And ultimately the members will elect the candidates they feel will best serve the profession.

Engaged House of Delegates

How will the House of Delegates operate?

- The House will have one meeting, but it will have two different functions. The first part of the meeting will be deliberative, in which all members of the House discuss the issues on the agenda, but no votes are cast. This will give time for all viewpoints to be shared and considered. This is also the time when recommendations to the Board of Directors can be proposed, discussed and approved. The House will strive to approve these recommendations by consensus; if there needs to be a vote, each bank will have one vote.

After the deliberative portion, the House will then vote for Board candidates and Bylaws amendments. Votes will be allocated based on the formula discussed, except for voting for the Speaker, which will be one bank/one vote, and will include unaccredited members – the Speaker represents all members, and should be elected by them all.

Equitable Member Representation

Why is the voting formula so complicated?

- EBAA has traditionally allocated votes based on eye bank size; it used to be based on corneas distributed, now it's based on net ocular revenue. With competition and consolidation, the gap between the largest and smallest banks has gotten much larger than ever before. Many smaller were concerned that their voice was being lost, and we risked a concentration of votes among a small number of eye banks.

This formula blends the idea of one vote per banks with our traditional vote allocation. This creates safeguards to reduce the disparity between large and small banks.

What constitutes a bank for vote allocation purposes?

- A number of EBAA members control more than one location that is individually accredited; currently, these are often allocated their own votes. Under the new system, all eye banks that are managed or strategically directed by a single organization will be rolled up into their parent eye bank.

Why do unaccredited banks get to vote on some issues, but not on others?

- Unaccredited eye banks will be permitted to speak and vote in the deliberative portion of the House of Delegates, and to vote for the Speaker of the House. They will not vote for other Board officers or to amend the bylaws.

Unaccredited members pay dues on the same basis as accredited banks, and the Board felt that their voices should be heard. However, accreditation is one of the principal functions and safeguards that EBAA offers, and accreditation should convey some benefit. Giving unaccredited member limited voting rights seemed like a reasonable compromise.

Implementation

How will this year's elections differ from last year's?

- All elections will be held as usual, and candidates will run for the Small, Medium and Large Reps by Size positions. However, all officers' terms will expire at next year's Annual Meeting, and except for the Chair and Immediate Past Chair, all Board positions will be open for election. After election results are announced, the At-Large Board members will draw straws to determine who will serve for one year and who will serve for two, to ensure that we have staggered terms in the future.