

QUESTIONS AND ANSWERS ABOUT THE GOVERNANCE RESTRUCTURING MODEL

1. Q: Why change ASCE's governance?

A: ASCE's Strategic Plans are created through a process of focus groups and consensus building, involving the numerous constituencies of the Society. Each of the last three Plans included an objective to address the Society's governance. ASCE's governance has not evolved over time as the Society and its members have.

In response to the directive in the current Strategic Plan, the Board intensely studied the Governance issue and adopted Design Criteria to identify those things they felt a new governance structure should address. Those Design Criteria showed that the Board felt improvements should be made to the current structure to make it more responsive to member's needs and more reflective of who ASCE members are and what we do.

It has been thirty years since ASCE's governance has been modified. In that time, our profession and the Society itself have changed dramatically. The current governance proposal provides the mechanisms and tools needed to better serve our growing membership for the next thirty plus years. It is a model for the future.

2. Q: How much more will this new structure cost the Society?

A: We know that a smaller Board will cost less. The proposal needs to provide adequate funding to ensure that the Regional Boards will be able to operate successfully. To accomplish this, all cost savings realized from reducing the Board size will be used to support the regional operations. Details on the current costs and the anticipated costs of the new structure are presented in a separate document posted at www.asce.org/governance.

Cost, however, should only be one aspect in a decision on governance and the real issue of ensuring ASCE has the type of governance system in place to best serve the needs of the membership in the future is the primary concern. Currently, the cost of governance is less than half of one percent of the Society's annual operating budget.

3. Q: Why should Institutes have a seat at the Board table?

A: One of the primary goals of this model is to expand the Board's base of knowledge and experience so that it can more fully represent the perspective of ASCE's broad spectrum of members and activities.

Institutes are relatively new constituencies within the ASCE structure, but the technical activities of ASCE have always comprised a major segment of the Society. The perspective of those engaged primarily in technical activities has traditionally not been well represented. Many of the technical activities, products, and services of ASCE are now provided by the Institutes; more than 60% of the members belong to an Institute. In order for the Board to represent the organization as a whole and make decisions

appropriate for all members, the perspective of Institute Directors are needed on the Board.

ASCE was once a very inclusive organization; throughout our history we've made decisions which caused the architects to leave and form AIA, which caused the mechanical engineers to leave and form ASME, which prompted the formation of NSPE – all because we believed civil engineers are all the same and all had the same perspective. We now know that civil engineers are not all the same; they practice in many different areas and work on very diverse projects. We cannot repeat the same mistakes and continue to be a viable organization.

4. Q: How does a smaller Board provide a member better representation?

A: Representation in our current governance structure is strictly a numbers game: a certain geographic area receives so many votes based on the size of its constituency. Actually, since the Board's size was last changed in 1970, representation has been steadily decreasing as the Society has more than doubled its membership in that time. Further, dues paying Section and Branch members make up only approximately 50% of the Society's membership, leaving a significant percentage of the membership with no direct Board representation, and the Board without the insight of those members who are active in aspects of ASCE other than Sections and Branches.

For effective Society leadership, our current model of representation is no longer an appropriate governance model. In reducing the size of the Board, and at the same time adding representatives of other constituencies, the proposed structure provides the appropriate critical mass for effective decision-making and effective, representative governance. It becomes a representative Board, not a representation-based Board, allowing it to serve the entire membership better. The Board in the new model provides the different perspectives of many constituencies, while its smaller size allows the Board to be more responsive, to act more quickly, and therefore, to provide better leadership and representation to the members.

The Board, while comprising individuals who are selected by various constituencies, functions as a representative body. The role of every Board member is to "represent" the organization as a whole, not just represent the opinions of their constituency. Each Board member is to add their perspective based on information received from a variety of sources, thus making decisions in the best interest of the Society at large as well as the civil engineering profession.

In addition, the creation of Regional Boards of Governors establishes a mechanism for a stronger local leadership and for the planning and execution of activities to better serve the members. These Boards expand the number of people serving the Society at the local and national levels, increasing the opportunities and representation of our members in many national committees and functions.

5. Q: Why do we need At Large Directors on the Board? Why should we allow Board participation by those who haven't worked their way through the ranks at the grass roots level?

A: The new model adds two At Large Directors to the Board. While initially many felt these positions were created to allow civil engineering luminaries to serve on the Board without going through the ranks, this is not the case.

Service on the national Board is not only about dealing with Section and Branch issues but about setting policy that serves all members of the Society and the profession. There are active members who serve on technical and professional committees, who write articles for journals, and who serve as ABET evaluators. These methods of service would not necessarily provide them with a geographic constituency, but they are still active and involved members of the Society who have come up through a different structure and who have different grass roots. They will provide a new and different perspective on Society issues. Additionally, civil engineers are becoming more mobile and, during their career, it is likely a member will reside within the boundaries of many Sections and Branches and may not be as likely to receive a geographic nomination for Board service due to this professional mobility. We need the insight of some of these people. In the new model, it will still be required that these Directors be members of ASCE.

The perspective of a geographic constituency is just one of the perspectives needed on the Board. Providing a means for other constituencies to have representation brings a diversity of perspectives to the Board and enhances the Board's knowledge and experience base. Such diversity of perspectives might include the addition of a Younger Member or a member with a particular expertise needed by the Board at a specific time. The Board would use the At Large Director positions to provide perspective in areas not currently represented; these areas will likely change over time and these positions give the Board the ability to be flexible in gaining perspective where and when needed.

6. Q: What are the proposed Regional Boards, and what will they do?

A: Regional Boards will be created in each of the nine domestic Regions and in the International Region, with responsibilities for leadership within the Region. Each Regional Board will be comprised of five to nine Governors. These Boards are intended to provide greater value to ASCE's members through implementation at the local level of ASCE's mission (to provide essential value to our members, their careers, our partners, and the public through developing leadership, advancing technology, advocating lifelong learning, and promoting the profession).

Regional Board of Governors will have several roles:

- they will assume most of the duties Vice Presidents formerly had with respect to running a Zone (now a Region)
- they will assist in developing and implementing ASCE's Strategic Plan
- they will provide expanded opportunities for members to be meaningfully involved in ASCE activities and to learn about ASCE operations by participating on Board committees

- they will promote communications to and from the Board with respect to their Regional interests
- they will foster communication between all the units within the Region: Sections, Branches, technical groups, student groups, etc.

Some typical activities might include:

- taking leadership roles in state and local legislative issues
- responding to Regional issues in the areas of licensing/registration/public policy/regulation
- holding legislative forums
- conducting technical workshops and/or seminars that provide continuous growth and learning opportunities for members
- fostering discussion and debating issues of the profession to provide input to the Board
- serving as a conduit for national policies and programs
- bringing ideas to the national level for new policies and programs
- developing local speakers' bureau/communication contacts
- identifying and putting forward nominations for national awards, committee, landmarks, etc.

Our present structure does not provide a consistent mechanism or support local and regional leaders to fully participate in accomplishing these functions. The new structure will add this value.

7. Q: What roles will the proposed Regional Governors have? Who are they? How are they chosen?

A: The Regional Governors will:

- interact with the Sections/Branches
- provide support, assistance, and leadership to the local units
- receive correspondence to the Board
- serve on the Regional Boards of Governors
- be the pool of candidates for Society Directors and service on national committees
- be a spokesperson on regional issues
- be the official representative for the installation of officers, dedication of landmarks, presenting of Society honors and awards
- provide input to the Director on issues the national Board is grappling with

Regional Governors will be required to have had some previous Section service, served on a national committee, or held a leadership role in other professional, technical or community organizations. Most likely that service would have been as the Section President; however, it could also include strong leadership positions on technical committees, on the Younger Member Forum, or in a Branch. At Large Governors are also encouraged on Regional Boards; these individuals may have held leadership positions in related professional or technical organizations (such as AWWA or AASHTO) or in local service organizations (such as the Chamber of Commerce) or even be local elected officials. They will, of course, be ASCE members. The overriding criterion is that the Regional Governors provide strong leadership to the Region and be a diverse, experienced, and committed body of Governors. Governors

would be nominated by local units of ASCE and elected by the voting membership in the Region.

8. Q: How will the Regional Governors be elected? Will this be uniform across all Regions?

A: Regional Governors are those individuals who will serve on the newly created Regional Boards of Governors. There will be some direction in the ASCE Bylaws and Rules of Policy and Procedure on the process for the election of the Regional Governors – for example, some level of prior local service will be required – however, the specific details on the election process will be left to the individual Regions to determine so that they can create the process best suited to their unique geographic needs.

9. Q: How will we function without the zones/districts? What about the ZLCs, the District Councils, the Council of Vice Presidents?

A: Districts and Zones were initially created to facilitate governance by creating territories from which elected officials are selected. If we change the form of governance, it is logical to assume a change should also occur in the geographic structure. The proposed Regional structure offers opportunities for more activities and local decision-making, and for more people to be involved. The Regional Boards of Governors replace the current Vice Presidents; duties now performed by the Council of Vice Presidents will be reassigned.

There is much value provided in the current Zone Leadership Conferences (ZLCs) and some form of these should be continued under the proposed structure. There has been some discussion of having several regions combine to hold Leadership Conferences (i.e.: one conference for three Regions), or alternatively to hold leadership training in conjunction with the Annual Conference.

In many cases, District Councils will be replaced by or transformed into Regional Boards. Where a Region encompasses multiple District Councils, it will be up to the Region to determine whether the District Councils add value and should remain as part of the ongoing structure. District Councils that have unique, essential functions may choose to remain in place.

Current committees that report to the Council of Vice Presidents, such as the Committee on Younger Members and the Committee for Section and Branch Leaders, will likely become Board-level committees and continue to perform their current functions.

10. Q: How do we ensure the new structure is not dominated by the large Sections/Regions?

A: This has been a continual and often expressed issue at ASCE; however, it is not an issue created by the proposed restructuring. This challenge occurs within existing Zones, and has been addressed by rotation schemes. The Regions will be smaller than today's Zones, and the Governors will enhance communication and encourage leaders within all units of the Society to be involved, whether they be from small or

large sections. Rotation plans could be established under the proposed structure if concerns about large Section/Region domination persist.

11. Q: How does this proposed structure enhance communications?

A: Communication within the Society is typically thought of as vertical with the member on one end and the Board or National on the other end; this is consistent with the current representation-based structure. Many members believe communication tends to move down and not up and that the Board is often disconnected from the members. The proposed revised structure is a change in philosophy. It will enhance communication horizontally: across sections, branches, technical groups, and student chapters within the proposed Region. This communication will support the programs and activities that directly serve the Regions' membership. The Regional Boards will work with the local volunteer structure to sort through and prioritize the communications they receive.

The proposed Regional Board will certainly discuss and deliberate matters of policy (and even budget) and pass along proposals, concerns, etc. to the Board via their Society Director, but the primary function will be to support local and regional professional and technical activities within the Region. Additionally, as some of the Governors serve on and interact with national committees, there will be more people involved in Society activities at all levels, communicating and facilitating member needs, influencing policy, and supporting local activities.

12. Q: How can we vote for something without all the details being worked out?

A: The Constitutional amendment that the Board has passed, and that the members will be asked to vote on this summer, only addresses reducing the size of the Board, adding Institute and At Large Directors, and enabling a new Regional structure. It provides the essential framework of the model.

The additional details of ASCE's Governance are typically contained in the Bylaws and Rules of Policy and Procedure of the Society and in Board operational policies. Many of these important details have been worked out and changes to these documents have been presented for comment and discussion. The feedback received has been incorporated into the current version of these documents. Other details are still being worked on and will be presented as available, but the major components are established and known.

As engineers, we want to know all the details well in advance. In this case, it is just not possible. The Society's governance is incredibly complex, and as much as we hate it, not all the ramifications of the actions being proposed can be known in advance. They are being worked out in an orderly fashion, as they arise.

It's a lot like a design/build project; you get about 70% of the way on design and start construction while you work out the rest of the details; that's where we are. Unlike a construction project, we have the luxury of being able to adjust as we go along and change things that don't work. That's one of the main goals of the new model: to be more flexible in how the Society operates and adapt quickly when needed.

13. Q: If we haven't yet worked out all the details, what's the rush?

A: Actually, the Board has identified governance as a significant issue in its last three Strategic Plans. The current model has been worked on by the Board and its committees for four years; numerous presentations have been made at Zone Leadership Conferences and at Institute, District Council, and Section and Branch meetings. Articles have appeared in *ASCE News*, Institute newsletters, the *Section Informant*, and the Section and Branch newsletters. A dedicated web site (www.asce.org/governance) has been active for over 18 months. Many District Councils and Sections have been providing input to the Board on this issue through resolutions for some time now. There is a critical mass of information, experience and momentum at the present time that makes this window of opportunity unique. Delaying this effort would be unproductive. Now is the time to move forward.

With the Constitutional amendment scheduled for a membership vote this summer, the proposal to restructure governance has become timely and therefore has garnered more attention. It is important to recognize that the members are now in control and will determine the fate of the governance restructuring model. The Board may only bring a Constitutional amendment to the members for approval; the Board cannot adopt Constitutional changes on its own.

14. Q: Is our current Governance broken? If not, why fix it?

A: Our current structure has served us well for many decades. Some would argue that it works reasonably well, and others would say it is broken. As ASCE has changed, and as we have changed the way we practice civil engineering, our governance has not changed and has not kept up with our changes. It is not well suited to take us into the future. The Board must look over the horizon for several decades, and they have reached the conclusion that a change is needed. This change comes as an improvement to our current model, not as a repair of a broken model. As engineers, we are always looking for ways to do things better; this model represents that thinking.

Improvements in this model include a smaller, more flexible and more representative Board, recognition of the diversity of our practices, our perspectives, and our lives, and an enhanced opportunity for service and communication closer to our local units. This proposed model will attract and train better leaders, and place less demand on their valuable time. It is a model for ASCE's future.