Governance Task Force Frequently Asked Questions
as of 21 March 2019

What is governance?
Governance is the structure and processes that organizations put in place to carry out their mission and achieve strategic priorities. This includes leadership development, the structure by which leaders interact (e.g. a Council or Board) and are selected, and how member volunteer workgroups are organized (or committees, task forces, etc.).

Why are we conducting a governance review?
- Our governance review was prompted by recommendations in the Leadership Development Task Force and the Strategic Plan 4 Task Force (SP4) Reports, which Council approved.
- Conducting a review provides the opportunity to ensure that we are organizing and selecting the leadership and member workforce in ways that support the unique needs of the society and facilitate strategic implementation of the society's mission.
- The review process does not assume that the current system is broken. It simply asks whether we are doing things as effectively as we can, and if not, how we can address current shortcomings.
- One of the core values of SP4 is the richness of our diverse membership, and the corollary principle of inclusivity. Thus, a goal of this review was to examine our current governance through this lens and also to devote the time needed for input from our diverse membership.

When was the Governance Task Force created? What was the timeline?
- The Governance Task Force (GTF) was formed in the Spring of 2018 to review the current Endocrine Society governance structure.
- The members of the GTF met with Council in June and November and had two in-person meetings in September and November.
- The GTF had monthly videoconferences to advance its work in between the face to face meetings.
- The GTF shared its final recommendations with Council in February 2019 and members of the GTF were available to answer Council’s questions during conference calls on March 1st and March 8th.
- On March 21st, 2019 Council approved the GTF report.
What’s wrong or broken with our current governance structure? It seems like everything is working.

- The premise of the charge was not based on the idea that the governance structure is broken. The recommendation to review the governance structure of the Endocrine Society was based on the priorities set forth by SP4.
- Our membership has become increasingly diverse over the last 15 years. SP4 emphasizes and values diversity and inclusion. Our current leadership is not fully reflective of our current membership. Thus, one of the goals of the GTF is to ensure that our leadership reflects the broad diversity of our membership.
- Though demographics of the society have changed and will change over time, it will remain critical to maintain representation of all constituent groups.
- Members have raised concerns about our current method of ensuring member representation in our leaders. Some members are dissatisfied with the current tripartite structure because it categorizes members using a single professional constituency: basic scientist, clinical investigator, or physician in practice.
- Currently, these tripartite designations are used to identify nominees for three of the eight Council seats, and the Vice President and President positions, which rotate among the three constituencies. Some members don’t feel like they are represented by any of the three existing categories and are therefore excluded from leadership positions. As an example, members who are primarily educators or administrators do not “fit” within the current tripartite categories.
- Additionally, other members pointed out that a single category does not represent all of their professional roles, which may include significant amounts of education, administration, clinical care and/or research--in a recent survey, about 75% of respondents expressed this concern. As a result, the GTF explored ways to add additional professional descriptors to the current tripartite designations.
- As another example of lack of representation, non-US members comprise 40% of the society, but it remains very difficult for a non-US member to be elected to a leadership position.

I haven’t heard about this before, how will society members know what’s going on?

- Dr. Susan Mandel introduced the Governance Task Force (GTF) activities in her October 2018 President’s message in *Endocrine News*.
- In September 2018, we used webinars to share core concepts considered at the GTF meetings with key leaders, including past officers, past Council members, current Council, current committee members/Chairs, SP4 retreat participants, and Governance Workshop participants.
- The GTF conducted substantial member outreach that is described below.
- A web page, [https://www.endocrine.org/membership/gtf](https://www.endocrine.org/membership/gtf) was created as a resource for all members. Information about this website was shared with members through *Endocrine eNews* and Endocrine News.
- This website has now been updated with the GTF report and recommendations that Council approved on March 21, 2019.
- We are now implementing an extensive outreach plan to members. This will
include outreach at ENDO 2019.

How was member input incorporated into the GTF’s work?

- Member input and feedback was critical to the GTF’s work and was obtained in multiple ways:
  - 2,941 members and Society stakeholders responded to a survey that included governance-related questions
  - Focus groups of 29 members were held at ENDO 2018 and CEU Miami 2018
  - Three webinars were held in September 2018: all members with a history of committee, task force, Council, and/or Nominating Committee involvement were invited. The 53 members who participated received a survey to provide additional comments.
  - After the September 2018 webinars, the governance webpage noted above was pushed via Endocrine e-news to all members. It included a recorded webinar, the feedback survey, governance readings and resources, and the GTF roster.
  - Webinars were held in October 2018 (for the Nominating Committee) and November 2018 (two for members, especially basic scientists).
  - In total, approximately 3,000 members responded to this outreach effort and provided insight.

Are the GTF recommendations “final”?

- Council approved the recommendations in the GTF report. Council also unanimously approved the bylaws amendments that will implement these recommendations. The amended bylaws will go to the members for ratification in the first week in April. If the members vote to ratify the amended bylaws, they will be implemented.

If we eliminate the designated seats based on the constituencies, basic scientists will be devalued and won’t have opportunities to serve in leadership roles. All of those will go to clinicians because they’re a larger percentage of the membership.

- We value all our members. SP4 reaffirms that scientific inquiry is foundational to our society, by advancing human knowledge and providing the underpinnings to improve clinical care.
- As noted previously, one of the goals of this review was to ensure that we have the right people in the right places at the right times, and that our leadership team is balanced demographically—whether that be professional role, geographic location, gender, race/ethnicity, or other valuable components of our diverse society.
- To change our governance approach in ways that alienates any member group is inconsistent with SP4’s spirit of unification, our core values, and commonsense.
We believe using the term “professional roles” to describe one or more roles and responsibilities of our members, and elimination of the term “constituency” (i.e. tripartite affiliation) in the professional profile will better represent our members’ current professional responsibilities. It will enable members’ self-identification to be more flexible by designating one or more roles from an expanded list of categories.

Why did the GTF recommend to change the name of Council?

• Many members, especially those living outside of the United States, commented that the term “Board of Directors” is understood better than the term “Council” in their country. To improve communication of the importance of a member’s contributions, the GTF recommended that the name of our governing body be changed from “Council” to “Board of Directors.”

How can we ensure diversity on the Board of Directors if we eliminate designated tripartite seats?

• We believe that members of the Board of Directors should be strategically chosen and balanced to reflect the membership and to contribute to effective leadership. There should be representation of individuals with professional roles as basic scientists without clinical care responsibilities, basic and clinical scientists with clinical care responsibilities, clinical practitioners without research roles, and individual(s) with a significant educator role.
• The current requirement for designated seats based solely on a tripartite professional role (basic scientist, clinical scientist, physician-in-practice) is restrictive and does not align with the diverse roles many members hold professionally. Most members identify with two or more of the current constituencies. Also, the current structure appears to endorse a philosophy that members in a designated seat should represent and advocate only for that group only, rather than being representative of a group and considering the needs of all. The GTF explored many options for the composition of the Board of Directors. In addition to keeping the existing split between designated and at-large seats, we explored the possibility of designating all, some, or no seats.
• The GTF discussed the potential disadvantages of moving away from the current designated seats, including the impact that it may have on the basic science and physician-in-practicemembers.
• Our final recommendation places trust in the Nominating Committee’s ability to create a board that fully represents our membership.

Why is the Early Career Board Member a non-voting member?

• The Early Career seat on the Board of Directors (like the Chair of the Nominating Committee) is non-voting because it is an ex-officio member, meaning they are selected because of a specific role that they play or a professional characteristic that they hold. What is important here is not the vote, rather the voice, perspectives, and ideas that they bring to the Board of Directors’ discussions.
• Also, we allow only one term as a non-officer voting member of the Board. If we were to designate the Early Career member as a voting member, that person would not be eligible for a second term.
Elections are important to me and I feel their elimination will take away my voice.

- We recognize that, for some members, voting is an important expression of their opinion. However, for many of our members (and for members of Societies like ours), the most important membership benefits are around personal benefits (meetings, publications, etc.) and not governance.
- This may explain the historically low participation in our elections (between 10-15 percent). In a recent survey, another reason cited by some members for not voting is that the information provided about the nominees is insufficient to inform their choice, and many members don’t feel that they know the candidates well enough to make a choice.
- The GTF considered three possible ways to select officers and members of the Board:
  - An uncontested (i.e. appointed) slate of candidates equal to the number of outgoing members, with or without endorsement by the membership;
  - A fully contested election by the membership, to elect either one of two individuals for each seat, or one of two groups of candidates for the vacant seats; and
  - A hybrid method of a partially contested slate, in which some candidates would be elected, and others appointed.
- Ultimately, we decided that it is important to maintain an election for President because of the strong feelings of the minority of members who vote in elections, and the importance of the Presidency as the highest office in the Society.
- The GTF believes that elections of the Board would be less likely than an appointment mechanism to achieve a balanced and representative Board. Hybrid options were rejected because they potentially set up two classes of Board members, and were deemed inefficient and unwieldy, considering that the Nominating Committee would need to meet twice to achieve balance of the Board.
- An appointment mechanism also helps to attain diversity in Board members’ age and geographic location—two characteristics that are also extremely important. It is currently difficult for people who are earlier in their career and/or living outside of the United States to be “known” enough by the voters to win a contested election. We believe that an uncontested slate for the Board of Directors will eliminate this barrier in the future.

I heard we are eliminating committees—is that true?

- No.

- Member participation and contributions to implementing SP4 is essential.
- We did recognize, however, that there is an opportunity to look at how our members are organized to ensure that this work is aligned with the priorities of SP4.
- This summer, Council (or Board of Directors if the recommendations are approved), will spend time discussing organizational priorities and how to best approach organizing our member workforce to support SP4. We recognize the value and contributions of our current committees and workgroups.
What is the role of the proposed Basic Science Advisory Group? How will it be appointed?

- Basic science and basic scientists are essential to our Society and we recognize and respect the differences between a basic scientist who does vs. does not provide clinical care.
- The GTF recommends creation of a Basic Science Advisory Group to help develop a roadmap/strategy plan for initiatives that support basic scientists.
- In addition to this core charge, the members of the Basic Science Advisory Group also would be asked to support our leadership development pipeline by submitting names for Nominating Committee consideration through the “Call for Nominations” and making suggestions to the President-elect for potential new committee members.
- While not a formal governance entity, we believe this group will be an essential part of the transition process. If the GTF recommendations are approved, President-elect Dale Abel, MD, PhD, and President-elect designate Gary Hammer, MD, PhD, will appoint 8-10 members to serve on this advisory group.

What is the timeline for implementation?

- Council approved the GTF recommendations during its March 21st meeting in New Orleans. Following are some milestones as it relates to identification and selection of the Board of Directors and Nominating Committee:
  - First week of April - Bylaws sent to members for ratification with response deadline 45 days after the ballot is sent to members.
  - Mid-May
    - Implement enhancements to professional profiles
    - “Call for Nominations” for Nominating Committee sent to members to identify potential members to appoint for expanded committee.
    - “Call for Nominations” for Board of Directors candidates sent to members to identify individuals for Nominating Committee consideration for President-elect and Board of Directors.
  - Late September
    - Ballot to members to select President-elect