AIA Ohio Valley Region

A Region of the American Institute of Architects

AIA Ohio Valley Region Report – November 2013

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AIA Mission Statement:	"The AIA is the voice of the Architectural Profession and a resource for its members in service to society."
AIA Vision:	*Positive Change Through the Power of Design*

AIA Board of Directors' News

Following is a summary of topics from the AIA National Board of Directors September meeting. In addition, attached are additional documents to provide more detailed information on the discussion regarding the proposed AIA National Board Governance changes. From this work, proposed Bylaws changes will be developed to be passed by the Board for presentation to members at Grassroots 2014, and for member approval at Convention 2014. The following documents are attached:

- Member Service Resource Task Force Results Talking Points

- Board Governance Talking Points

- AIA Board Resolutions passed September 20-21, 2013.

- AIA Governance Overview

Please review and discuss this information. If possible, I would like to have questions, comments, and requests for clarification to me by no later than Sunday, November 10, as Mickey Jacob would like Bruce and me to have the comments compiled and sent to him by no later than Monday, November 11, 2013.

September AIA National Board of Directors' Meeting

1. Election of 2014-2016 Public Director

   a The Board elected Julie D. Taylor, Hon. AIA/LA, to serve as Public Director from the close of the 2013 annual meeting of the Board until the close of its 2016 annual meeting.

2. Financial Assistance to Components

   a The Board approved criteria developed by the Finance and Audit Committee for providing administrative assistance and/or financial assistance to components, as presented at this meeting.

3. Member Service Resource Task Force

    a   The Board endorsed the recommendations of the Member Resource Service Task Force (MSRTF) as presented at this meeting. With that in mind, the Board directed AIA management, in consultation with the MSRTF, to take appropriate measures toward planning for the following goals:

        i   Invest in technology to offer a personalized member experience to AIA members.

        ii   Wind down the current revenue-share resourcing model in successive twenty-percent reductions over a five-year period beginning in 2015. (Thus, the revenue share in 2015 would equal 80% of the 2014 total revenue share, the revenue share in 2016 would equal 60% of the 2014 total, and so forth.) Management is further authorized to investigate and recommend appropriate incentives for membership growth and retention.

        iii Empower the state organization (or another component) in each state to ensure that all chapters in that state deliver appropriate service and value to their members.

        iv   Establish component accountability for ensuring basic delivery of member value. This may include the establishment and/or adjustment of minimum standards, and a certification process to bring the AIA into alignment with association best practices. Certification should include a higher minimum number of members in each chapter to ensure chapter viability.

        v   Remove governance roadblocks to efficient organization and service delivery throughout the AIA (that is, to permit adoption of best practices and new approaches). This may include enabling state organizations to create sections where that is not already possible.

    b   AIA Management will bring its resulting findings and recommendations to the Board for further action. (*See Attached Talking Points on the MSRTF Results)*

4. Repositioning the Institute: The Board adopted the following vision statement regarding its Repositioning initiative:

    a   *Together, we agree that the time is now to change the way we think and behave in order to shape our future.*

    b   *To become a more valued, relevant organization, the AIA will focus our priorities to:*

        i   *Elevate public awareness*

        ii   *Advocate for the profession*

        iii *Create and expand the sharing of knowledge and expertise to ensure a prosperous future for our members*

    c   *Never before have we needed this level of bold, visionary leadership to inspire architects to work together and build a better world—through architecture.*

5. Institute Governance Discussion

    a   The Board approved the proposed structural change to reflect a bicameral strategy for the governance of the Institute. *(See attached talking points on the changes.)*

Member Service Resource Task Force Results Talking Points

September 19-21, 2013

<u>May 2011</u>

At its May 2011 meeting, the AIA Board of Directors passed a motion to form a Member Service Resource Task Force to:

- Collect information on member programs and services offered at all component levels including the cost of providing those programs and services;

- Evaluate historic, current and potential resource sharing programs between national and state/local components;

- Analyze the performance and sustainability of existing and/or proposed resource sharing programs;

- Define roles and responsibilities for resource sharing at the local, state and national levels in order to improve member service;

- Outline possible criteria, if any, for continuing and/or new resource sharing programs; and

- Recommend updated policy, methodology and infrastructure for future resource sharing models between national and state/local components.

The Task Force provided interim reports to the Board in September 2012 and again in June 2013. It provided a final report on this phase of its work in September 2013.

<u>September 2013</u>

The Task Force presented its recommendations to the Board of Directors at the Board meeting in Toronto. As a result:

- The Board passed a motion that authorized AIA management, in conjunction with the Member Service Resource Task Force, to begin the planning for a new service and resource model to address the following five issues:

  1. Technology – Plan what investment and resources will be required to offer a personalized member experience.

  2. Revenue Share – Develop a more effective revenue share program that will incentivize components to increase member service and brand. The Task Force and management will work with component executives to develop a plan to be presented to the Board for review and approval.

3. State empowerment – To allow each state, or one component within a state, to have the freedom to meet member expectations in their own state. Examine the various models of governance within AIA state and local component organization and make recommendations on how to improve member service and eliminate redundancy.

4. Component accountability –Develop a set of criteria for component performance.

5. Governance – Evaluate governance roadblocks to efficient organization and service delivery.

Management, in collaboration with the Task Force and others, will provide an update on progress at the December 2013 Board meeting.

Board Governance
Talking Points
September 19-21, 2013

Q: Why are governance changes necessary?
- Adapting our governance model to get the right bodies of leaders making the right decisions is necessary for AIA to show the bold leadership that our members have repeatedly called for.
- A streamlined governance framework allows the Board to more effectively address important issues affecting members and the profession.
- Changes to the governance structure that create more time and space for our leaders to address professional issues will heighten our relevance and value to our members.
- Governance that supports agility will enable us to respond to new opportunities more effectively.

Q: **What will a governance change look like?**
- We'll create two houses in the governance structure.
- A smaller Board of Directors will have a well-defined strategic, fiduciary responsibility and Board members chosen for specific roles and talents.
- A larger Council will take up the compelling issues of the day with the potential to impact the profession such as the environment and the role of design in improving public health. The composition of the Council will ensure geographic, demographic and subject-matter diversity.

Q: Why are governance changes necessary now?
- Previous attempts brought the same results in Board composition and structure. Now, there is strong momentum and appetite for meaningful change.
- There is an explicit call for change by members via the Convention resolutions. CACE—influential stakeholders voiced a desire for change.
- Some components are already changing/repositioning and look to national Board for similar action and leadership.
- Other influential stakeholders—allied organizations, clients, leaders in architecture and others, are also looking to AIA to lead and anticipate change.
- External influences are making change necessary and possible—demographics, economy, technology, etc.

Q: What are the advantages to making governance changes?
- The two houses will define appropriate delineation of roles and responsibilities.
- Achieve higher levels of satisfaction among volunteers.
- Becomes a model of change that can be replicated by components.
- Allows the organization to more effectively make decisions and take positions.
- Presents new opportunities for individual growth and leadership, particularly for those who do not follow the typical leadership pathway (e.g., working up through Component structure).

- Facilitates more meaningful discussion of the important issues of interest to the members and AIA.

Q: How will governance changes impact current members of the AIA Board?
- Current board members retain their position throughout their term.
- Elevates level of discussion to focus on issues affecting future of the profession.
- Current Board members will participate in significant change for the AIA that will leave a legacy of their service.

Q: How will governance changes benefit the member?
- Allow the Board to be more fully engaged with issues concerning practice, profession, and the larger society.
- The AIA will be better able to take advantage of opportunities that can positively impact the profession.
- Streamlined governance better aligns with expressed needs of professionals and the profession.
- Instills confidence in the relevance of the AIA by demonstrating a willingness to respond to member feedback.

Q: What type of issues and opportunities can the Council address?
- For Emerging professionals—education, path to licensure, hiring.
- Identify and stay ahead of marketplace trends—clients, contractual practices, money, economy—that affect the profession.
- Anticipate and prepare members for changes in Professional practice.
- Advocacy issues.
- Identify and recommend action on international development and/or expanded opportunities.

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AIA

ADVANCING THROUGH ARCHITECTURE

Together, we agree that the time is *now* to change the way we think and behave in order to shape our future. To become a more valued, relevant organization, the AIA will focus our priorities to:

- Elevate public awareness
- Advocate for the profession
- Create and expand the sharing of knowledge and expertise to ensure a prosperous future for our members

Never before have we needed this level of bold, visionary leadership to inspire architects to work together and build a better world for all people – *through architecture.*

BOARD RESOLUTION: APPROVED ON SEPTEMBER 20, 2013

Be it resolved that the Board approve the proposed structural change to reflect a bi-cameral strategy by which to eventually design the details of membership, term and responsibility.

BOARD RESOLUTION: APPROVED ON SEPTEMBER 21, 2013

The Board agrees that the approved bi-cameral governance strategy will more effectively advance the Institute's mission by allocating and aligning roles and responsibilities to appropriate bodies of leaders. Specifically through

- A smaller (11-15 member) "Board of Directors" that serves a fiduciary role to ensure the health of the organization and ensure effective implementation of its strategy
- A diverse, representative and forward-thinking "Council" of leaders that considers, prioritizes and advances solutions to professional issues that impact architecture.
- Flexible structures, policies, and procedures that maximize opportunities for leaders from diverse backgrounds to serve in governance and positively impact the direction of the Institute, the profession, and our impact on society.

AIA Governance Overview: Board of Directors

Purpose:	The Board advances the Institute through the general management of its affairs, taking all necessary and proper steps to carry out its purposes.
Roles and Responsibilities	The Board has responsibility and authority to: • Control the property of the Institute • Authorize expenditures • Establish administrative policies as "Rules of the Board" • Appoint committees, work groups, and task forces • Engage in memoranda of understanding with collateral organizations • Sponsor proposed bylaws amendments / resolutions for consideration by delegates at the Convention • Address issues related to professional ethics • Establish and monitor performance standards for AIA components • Hire and fire the CEO/EVP
Size, composition, terms, and elections	13 Members • President (1 year term, elected by convention delegates under current practice) • President-elect (1 year term, elected by convention delegates under current practice) • Secretary (2 year term, elected by convention delegates under current practice) • Treasurer (2 year term, elected by convention delegates under current practice) • 8 At Large directors (2 year terms, nominated by Region and/or Council and elected by Council) • CEO/EVP (*ex officio*, non-voting) Notes: • A slate of candidates for At Large directors will be prepared on an annual basis by a Leadership Development Committee and elected by Council • Terms of At Large directors, Secretary, and Treasurer are staggered to ensure continuity on the Board • The Board will transition to the size and composition outlined above through natural attrition of the terms of existing Directors, or through the voluntary resignations of Directors who will be appointed immediately upon resignation to Council to fulfill their terms • At least 50% of the At Large directors elected in any year must be Architect members; others may be members of the public, Associate members, members of CACE, etc. • The president presides at Board meetings

Standing Committees	• Finance and Audit (Treasurer, others TBD) • Compensation (4 officers) • Leadership Development (8-10 members; *ex officio* positions include immediate past president (chair) and president-elect; 2-year staggered renewable terms for At Large appointments who are proposed by president and approved by the Board/Council) • Existing standing committees (knowledge, advocacy, community, communications) will continue as Board committees through the terms of the current vice presidents

AIA Governance Overview: Strategy Council

Purpose:	The Strategy Council advances the profession of architecture by informing the Board and other Institute bodies of important professional issues and opportunities.
Roles and Responsibilities	The Council has responsibility and authority to: • Surface issues and opportunities for AIA consideration by serving as the "eyes and ears" of the profession • Ensure that its composition reflects and represent the geographic and demographic diversity of the profession • Elect at-large directors to the Board of Directors • Commission a rigorous, regular process to survey the professional landscape, identify opportunities and threats, and inform the goals, objectives and strategies of the Institute (i.e., guide AIA's planning process) • Recommend public policy positions on behalf of the AIA for consideration and potential approval by the Board • Disseminate information and insight to their constituencies about AIA's priorities and activities
Size, composition, terms and elections	52-62 members Elected representatives: • 36 regional representatives (elected by current regions based on current method of proportional representation; 3-year terms, non-renewable) • 5-10 At Large representatives that reflect the diversity of the profession. At Large representatives will be proposed on an annual basis by the Leadership Development Committee which will seek candidates from key constituency groups (e.g., Knowledge Communities, AIAS, CACE, NAC, LFRT, SFRT, etc.), or members of the public; elected by Council; variable, staggered terms with most running 1 or 2 years *Ex officio* representatives: • 4 officers (president, president elect, secretary, treasurer) • Immediate past president • CEO/EVP

	Notes:
	- No membership restrictions are placed on At Large representatives - The Council may decide to appoint additional representatives and/or invite "corresponding members" to ensure that its size, composition, and competencies support the goals of flexibility, diversity, and representation - The Council may propose *ad hoc* workgroups and task forces as it sees fit to facilitate the advancement of its purpose pursuant to Board approval - The president-elect presides at Council meetings - A budget for need- and merit-based "scholarships" to serve on Council service will be established to minimize barriers to participation

Transition Options

The concept of the proposed structure is a smaller Board that will have direct fiduciary responsibility for the Institute and preside over the operational decisions of the Institute acting on strategic priorities as suggested by a larger Strategic Council.

The President, First Vice President/President-elect, Secretary, and Treasurer will be the Officers of the Institute on the new Board model and will continue to be nominated, credentialed, and elected by the delegates annually at the AIA Convention per the rules and procedures in place now.

Currently, there are four Vice Presidents (VPs) elected by the delegates at the AIA Convention who are serving in staggered terms on the Board. These VPs will all serve out their terms on the Board. Because this change is being proposed in the start of an election cycle, we will continue as planned for the 2014 AIA Convention in Chicago. The VPs elected in Chicago will take over the VP offices vacated by the VPs retiring at the end of 2014.

In 2016, when these terms conclude, the two seats occupied by retiring VPs will convert into At Large seats. Additionally, the two seats occupied by VPs retiring at the end of 2015 will convert into At Large seats. The CACE and NAC seats on the Executive Committee will continue to be filled as currently elected by those groups through 2015. In 2016, these two seats will convert into At Large seats on the Board.

The Council and the regions can nominate anyone to be a candidate for an At Large seat on the Board. This will provide an opportunity to expand leadership roles to people who would not normally find a means to sit on the AIA Board of Directors. Ultimately, the Council has the authority to decide if the At Large candidates should include representation from regions, Knowledge Communities, NAC and CACE, or the public. By keeping these At Large seats at the discretion of the Council, we can work to achieve our goals to become more diverse, include more emerging professionals, and provide opportunity for knowledge/expertise-based individuals to serve. A minimum of four (4) At Large seats must be held by AIA members.

There are two options for transitioning to the new Board structure.

Under Option 1, these actions would take place as the initial action of the first Board meeting of the 2015 Board of Directors in December of 2014.

- The four top officers (president, first vice president/president-elect, secretary and treasurer) would take or retain the offices to which the membership has elected them. The same would be true for the four vice presidents. All would complete the terms they were elected to serve.
- The senior CACE and Associate directors, having been elected to two-year terms, would also take their places on the Board.
- The 2014 Board would elect from its membership two At Large directors. The election would take place as an agenda item of the last meeting of the 2014 Board of Directors in December 2014.
- The CEO/EVP would retain his role as an *ex officio*, non-voting member of the Board.
- All other members of the 2014 Board (other than those whose terms will conclude in December 2014 under the current Bylaws) would then resign from the Board.

Thus, a newly constituted Board of 13 members would take shape.

On the Council, the directors who had just resigned would be immediately appointed by the 2015 President to be seated on the Council for terms equivalent to the remaining time they would have served on the Board. In addition, five (5) new At Large seats would need to be filled (two-year terms); these will be elected by the 2014 AIA Board of Directors. The election would take place as an agenda item of the last

meeting of the 2014 Board of Directors in December 2014. With the addition of the CEO/EVP as an *ex officio* member, the full Council complement of 55 members would immediately be seated.

Under Option 2, current Board members other than the Officers, would complete their terms on the Board as elected by their constituencies (the Regional Directors, CACE Representatives, NAC Representatives, AIAS Representatives and Public Members). As they roll off the Board, they would be replaced by a smaller number of At Large members to ultimately, in 2017, reach the smaller Board complement of 13 members. The Officers of the Institute (President, First Vice President/President-elect, Secretary, and Treasurer) will continue to be nominated, credentialed, and elected by the delegates annually at the AIA Convention per the rules and procedures in place now.

On the Council, as Board members cycle off of their terms on the Board, new At Large representatives would be elected by the Council, and new Regional Representatives will be elected by their respective regions to occupy the seats on the Council as they become available. The Council would be smaller in its first year (34 members in 2015), but in 2016, its number would increase to 47-52members, and reach standard operating size of 52-62 members in 2017.

Should the Bylaws amendment regarding this proposed governance model be approved by the delegates at the 2014 AIA National Convention, the Board transition would begin to occur in Washington, D.C., in December 2014, as the 2015 AIA Board of Directors begins its business.