



Issue Briefing

Proposition B-22: Composition of the OHFAMA Board of Trustees

Background

- The OHFAMA Board of Trustees is composed of the following:
 - President
 - 1st Vice President
 - 2nd Vice President
 - Secretary/Treasurer
 - OHFAMA Young Physician Trustee
 - KSUCPM Student (Voting Ex-Officio)
 - Academy Representatives
 - The OHFAMA bylaws state: “Each Academy shall be entitled to one (1) Trustee and one (1) Alternate Trustee for each (99) ninety-nine members or fraction thereof (excluding Affiliate, Honorary, Federal Service and Student members).
 - Two Academies – Northeast and Central – have two Trustees; all other Academies have one Trustee
 - Trustee terms are three years and are generally staggered across Academies to promote board continuity
- The Board of Trustees endorsed Proposition B-22 at its August 11 meeting

Why is this change to the bylaws recommended by the Board of Trustees?

The most successful boards are thoughtfully composed as it relates to skill sets, leadership styles, and diversity of thought and background.

Changing the bylaws would enable OHFAMA to seek out leaders who can fill gaps on the current board and bring the expertise, passion, and external leadership it needs both now and in the future.

What are some concerns with the current composition of the Board of Trustees?

The OHFAMA Board of Trustees is primarily composed of Trustees appointed by the eight Academies in the state. This structure minimizes the ability of association leaders to ensure all constituencies, perspectives, skill sets, and leadership characteristics are represented on the Board of Trustees.

Additionally, Academies with two representatives have had challenges filling both Trustee positions in recent years.

Who would identify and recruit candidates to serve as at-large Trustees?

The responsibility of identifying and recruiting at-large Trustees would lie with the Leadership Development Committee, a proposed new standing committee aimed at developing Association leaders. Committee members would be appointed by the President and approved by the Board of Trustees.

Under the proposed changes to the bylaws, the Leadership Development Committee would propose a slate of candidates to the membership at least 30 days prior to the Annual Business Meeting.

Who would vote to approve at-large Trustees?

OHFAMA members who attend the Annual Business Meeting elect candidates to the following positions:

- President
- 1st Vice President
- 2nd Vice President
- Secretary/Treasurer
- At-Large Trustee(s)

Could members nominate candidates from the floor of the Annual Business Meeting?

Yes, nominations for all positions will be opened at the House of Delegates. All members in good standing can be nominated to serve as an at-large Trustee.

Is there a limit to how many at-large Trustees can come from one Academy?

No, it is possible for the Leadership Development Committee to nominate – and the membership to approve -- two at-large Trustees from the same Academy.

However, a key objective of the Leadership Development Committee would be to identify and recruit leaders who represent a diverse set of backgrounds, experiences, and skills sets. Geographic diversity is a factor committee members will consider when proposing at-large Trustees for members' consideration at the Annual Business Meeting.

Furthermore, the president has the power to appoint Leadership Development Committee members and can ensure diverse Academy representation on the committee.

Lastly, as noted above, members have the ability to nominate candidates from the floor if they feel the Leadership Development Committee's recommendations do not promote geographic diversity.

Would at-large Trustees have the same voting privileges as other Trustees?

Yes, at-large Trustees would have the same voting powers as Trustees elected by Academies.

When would at-large Trustees be elected?

The Board of Trustees would determine the election schedule for at-large Trustees. The Board could choose to stagger at-large Trustee terms or elect at-large Trustees concurrently.

What would be the length of the term of office for at-large Trustees?

The terms of office for at-large Trustees would be three years -- the same length as other Trustees.

What are the disadvantages of approving Proposition B-22?

The current bylaws provide proportional representation on the Board of Trustees for Academies based on membership size. This structure provides larger Academies with an incentive to maintain a membership over 100 members. Providing equal representation to Academies regardless of membership size would eliminate this incentive.