REPORT

AVMA Task Force on Governance and Member Participation

June 7, 2013

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# TABLE OF CONTENTS

**Executive Summary** .......................................................... 1

**Task Force Background** .................................................. 4  
  Formation ................................................................... 4  
  Charge ..................................................................... 5  
  Membership ................................................................. 6  
  Acknowledgments .......................................................... 6

**Introduction** ...................................................................... 8  
  Background ................................................................... 8  
  Governance Review Process ............................................ 9

**Findings** ........................................................................... 15  
  Case for Change .......................................................... 15  
  Foundational Statements ................................................ 29  
  Recommended Governance System .................................. 32  
    Board of Directors ....................................................... 33  
    Advisory Councils ....................................................... 36  
    Volunteer Resources Committee .................................. 48  
    Veterinary Issues Forum ............................................. 53  
    Individual Members Have the Vote ............................... 53  
    Elections .................................................................. 56  
    Transition and Implementation .................................... 57

**Appendices** ...................................................................... 59  
  HOD Resolution 10, Summer 2011 ................................. 60  
  Member Needs Assessment Segmentation ....................... 62  
  Board of Directors Candidate Matrix ............................ 66  
  Veterinary School Outreach .......................................... 67  
  Policy Process and Case Studies ..................................... 68  
  Volunteer Resources Committee Candidate Matrix ......... 75

**Website Resources**  
(http://www.avma.org/governancetaskforce/)  
20/20 Vision Commission Report  
Summit on Governance Conceptual Models  
Feedback on Eight Conceptual Models Developed at the Governance Summit  
2013 Governance Dialog Script and Slides  
Governance Dialog Keypad Feedback  
Feedback to Proposed Conceptual Model  
Governance Dialog Post

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EXECUTIVE SUMMARY

The AVMA Task Force on Governance and Membership Participation was charged with reviewing and evaluating the AVMA governance system and determining if the current system was an optimal one to meet the future needs of the membership, the association and the profession. This charge evolved from Resolution 10, which was approved by the AVMA House of Delegates at its 2011 Regular Annual Session, and both the Task Force and its charge were established by the AVMA Executive Board in August 2011. The AVMA 20/20 Vision Commission report, along with other key management information resources, was used as a guiding document for the governance qualities and attributes needed for an AVMA governance system of the future.

With those qualities and attributes in mind, along with valuable contributions from sources both internal and external to the AVMA, the Task Force has developed a governance system that will deliver on the criteria that the 20/20 Vision Commission recommended.

The Task Force incorporated numerous inputs into its deliberations, including extensive environmental scanning, the results of the AVMA Summit on Governance in July 2012 that generated eight potential governance models with input from 60 leading representatives of the profession, feedback from the House of Delegates and other key members at the 2013 AVMA Veterinary Leadership Conference, and continuous feedback from the AVMA website, social media, webinars, online surveys and one-on-one encounters.

Every aspect of the new governance model is founded upon this information in addition to well-researched association best practices and trends that are responding to the rapidly evolving changes in the world's demographics, economies, and technologies. These trends demonstrate that it is not a matter of whether or not to change, but how much and how quickly.

Our model delivers upon the following:

• Being more responsive to membership needs by becoming more structurally effective and efficient, and harnessing new communication technologies

“It is not the strongest of the species that survive, nor the most intelligent, but the one most responsive to change.”

– Charles Darwin
• Providing better value on investment by becoming more focused, results oriented and accountable

• Serving members and the profession more efficiently and effectively by eliminating redundancy, and focusing our efforts on programs, benefits and services that are meaningful and of value

• Being nimble enough to meet future governance challenges by appropriately scaling the governance system and creating efficient communication channels to be able to thoughtfully weigh simultaneous critical issues and respond in a timely fashion

• Providing volunteer opportunities that are rewarding by ensuring that volunteer time is used as efficiently as possible through a system that encourages participation at many levels and opportunities that are matched on a skills and knowledge basis

The proposed governance model will incorporate:

• A Board of Directors (BOD) that will act as the one body with fiduciary duty, management responsibility and policy authority. It will consist of 19 members – four officers, 13 directors and the executive vice president (EVP) and the assistant EVP serving ex officio. Of the 13 directors, 11 will represent current geographic districts.

• Advisory Councils (AC) will be constituted in six core areas: Economics and Practice, Animal Welfare and Ethics, Education, Governmental and External Relations, Scientific Activities, and Membership and Governance. Each council will be responsible for identifying issues of concern to the AVMA and the veterinary profession, and for studying issues as requested by the Board of Directors in order to provide recommendations for consideration by the Board of Directors. Each council will be supported by task forces and work groups, as necessary, to deliver on specific objectives. Additionally, communication mechanisms will be in place to gather input from interested members via a variety of means.

“Change is the law of life. And those who look only to the past or present are certain to miss the future.”

– John F. Kennedy
• A Volunteer Resources Committee (VRC) will seek and select leaders to fill the various volunteer leadership positions based on important skills and knowledge criteria. In essence, the VRC will act as the human resources department for AVMA’s volunteer membership and be responsible for identifying and recruiting the best candidates for the various volunteer leadership positions.

• A Veterinary Issues Forum (VIF) will bring various state and allied veterinary associations, along with additional interested stakeholders, together, face-to-face, annually to solicit their views and engage in environmental scanning and strategic issue identification that will further enhance and strengthen the future of the veterinary profession.

The beauty of the newly proposed model is that it is a blend of what may appear very familiar combined with new structures and processes that will help achieve what is best for the future of AVMA’s membership and the profession as a whole.

AVMA has a rich 150-year heritage and history – upon which we base our proposal for the future. We cannot succeed in the future if we do not remember the lessons of the past. Yet we must remember that it is the future we must focus upon. Nearly half of AVMA’s members who have graduated within the last 15 years want to become engaged in their association now, not years from now, and want to do it in a way that is meaningful and valuable.

It is time to think past ourselves and consider what is best for the future of the association. It is our hope that our proposed governance model helps ensure that AVMA’s next 150 years will be as rich and rewarding for our membership and the profession as the last 150 years have been.

“Change before you have to.”

– Jack Welch, former CEO of General Electric
TASK FORCE BACKGROUND

1. Formation
The history of the AVMA Task Force on Governance and Member Participation began when the House of Delegates approved Resolution 10 at its 2011 Regular Annual Session – supported by recommendations for approval from the Executive Board, House Advisory Committee, and Reference Committee 1 (appendix E1). The resolution called for the Executive Board to appoint “a task force charged to conduct a review and evaluation of the AVMA governance structure (including member participation) and [governance] process to determine if it will meet future needs of the membership, profession and Association.” That seemingly straightforward statement manages to do two significant things:

- First, it wisely correlates governance structure and process with the ability to meet future needs of individual members, of the collective profession, and of the AVMA.
- Second, it manages to understate the breadth, depth, and magnitude of effort required to evaluate all facets of governance structure, process, culture and member participation. While the Task Force was asked to take on a very big job, its members welcomed the opportunity to address this critically important issue.

In a more contextual sense, the AVMA 20/20 Vision Commission report (at http://www.avma.org/governancetaskforce/) articulated the case for governance evaluation when it proposed that the AVMA “reinvent the organizational structure and governance process.” More specifically, the Commission envisioned that by the year 2020, the AVMA would have:

- Leveraged and adopted remarkable advances in technology that improve communications, connectivity, and engagement;
- Governed, operated, and made decisions and policies in a transparent, inclusive, and more democratized manner;
- Created a special culture that is collaborative, customer-focused, forward-leaning, innovative, nimble, and inclusive;
- Ensured it has the capacity to be knowledge-based, proactive, and responsive on critical issues; and

“AVMA will need to adjust and change to meet new needs and changing demands and expectations of its membership and the public.”

— 20/20 Report
• Reflected the changing demographic, ethnic and generational differences of society and actively engaged more women in leadership roles.

2. **Charge**
The Executive Board established the AVMA Task Force on Governance and Member Participation in August 2011. The Task Force was charged with the following:

I. Review and evaluate the AVMA governance structure including the Executive Board, House of Delegates, and all other entities including councils, committees, task forces, commissions and trusts.
   • The governance review should account for an entity’s purpose and effectiveness; member election or appointment method; and the quality, outcome and satisfaction of membership involvement.
   • The governance evaluation should identify if the current governance structure will meet future needs of the membership, the profession and the association. The Task Force will develop a future vision of the AVMA governance that considers the qualities and attributes of governance as generally outlined by the AVMA 20/20 Vision Commission in its final report.
   • The Task Force is highly encouraged to utilize resources such as membership input, external experts and consultants, and other information in order to leverage and complement its knowledge and evaluation of AVMA governance.

II. Develop a written report and recommendations to the Executive Board.
3. Membership
Nominations were solicited widely from AVMA members and stakeholders, resulting in a significant pool of applicants who expressed interest in serving on the Task Force. The Executive Board identified an appointing body to review the applications and consider the skills, expertise and experience of each applicant. Eleven individuals were appointed to the Task Force:

- Ralph Johnson, Chair
- Richard Alampi
- Sarah Babcock, DVM, JD
- Stewart Beckett, DVM
- Grace Bransford, DVM
- Bridget Heilsberg, DVM
- Adam Langer, DVM, MPH
- Kathy Reilly, DVM
- Stacy Pritt, DVM
- Rebecca Stinson-Dixon, DVM
- Lori Teller, DVM

4. Acknowledgments
Members of the Task Force are immensely grateful to Mark Lutschaunig, VMD MBA and Adrian Hochstadt, CAE JD, who served as staff consultants. Their responsiveness, institutional knowledge, professional insight, and good humor were essential to the effective and informed functioning of the Task Force. The Task Force deeply appreciates their commitment to helping us fulfill our charge and recognizes the great value these two professionals create at AVMA.

The Task Force is highly appreciative of the wisdom and subject matter expertise provided by Glenn Tecker. As chairman and co-CEO of Tecker International, Mr. Tecker was engaged by the AVMA to inform the Task Force’s work. Because his practice focuses on redesigning the governance, operations and cultures of organizations to better fit today’s demanding high-speed, rapidly shifting environments, Mr. Tecker was exceptionally well positioned to assist the Task Force in evaluating governance models at AVMA as well as at a number of similar individual membership organizations serving healthcare professionals. His method of raising thought-provoking questions and providing examples of best practices in association governance was invaluable to Task Force deliberations.

The Task Force also appreciates the thoughtful commentary received from so many members, stakeholders, and staff — especially because the Task Force recognizes the information it has published throughout the project was voluminous, sometimes abstract and often challenging to evaluate on a comparative
basis. Nonetheless, commentators invested considerable time to articulate and share their thinking, which has enabled the Task Force to integrate their collective wisdom into the governance system being proposed.

Finally, the Task Force appreciates the support it has been afforded. Many kind words of encouragement were received along the way, and they were instrumental in helping the Task Force maintain its momentum and its commitment to serving the profession and the AVMA.

“AVMA needs to be a ‘change ready’ association” . . .

— 20/20 Report
INTRODUCTION

1. Background
The association management literature identifies several trends that we all recognize. Today’s marketplace realities did not exist 25 years ago. Our members and volunteers simply don’t have the time they did in the past. Value expectations have changed as well. Association members expect more instant results and response, while increasingly questioning the return on their dues investment. New technologies and generational differences are accelerating the pace of these changing expectations.

The AVMA has one of the highest membership rates for any national professional association, but there are warning signs on the horizon. Overall retention rates for professional associations have dropped in recent years. Many associations are facing significant challenges in keeping their organizations relevant to the membership. Respected associations, such as the American Medical Association and American Bar Association, are struggling with declining membership and increasing divisions in their ranks. Interestingly, these associations have similar governance structures to AVMA, which were also established decades ago. Minor adjustments and “tinkering around the edges” have not succeeded in stemming the loss of membership suffered by these peers to AVMA. The Task Force took notice of these similarities and suggests a path that is intended to avoid the downward membership spirals experienced by these groups.

The Task Force does not believe that the AVMA will remain immune to larger societal and association trends. Our recommendations are based on the belief that taking appropriate action now to reform governance and increase member participation is necessary to steer the AVMA from loss of influence and membership down the road.

In medical terms, we think of the changes we are recommending as “offering a more effective drug with less adverse side effects.” In other words, we are proud of the AVMA and what it stands for. The current governance structure can and does eventually produce policy and products that the profession can stand behind. However, in many ways the AVMA can do a much better job and accomplish far more for its members. This report outlines some steps to improve AVMA’s governance and ensure its continued relevance in the future.
2. Governance Review Process

The Task Force effort was divided into six phases:

• **Phase One:** The initial Task Force meeting was held in April 2012, prior to which Task Force members prepared intensively to build understanding about governance structure, process and culture. During the meeting, the Task Force undertook an environmental scan to examine current conditions, trends, and future assumptions in key areas – from demographic and economic to technology and social values – to develop a deeper understanding of factors that are driving changes in member expectations.

The Task Force heard presentations from executives at four Chicago-area associations with attributes similar to AVMA (in governance structure, breadth of representation and membership numbers). They shared the points of pain and moments of celebration they experienced in remodeling governance at their associations, and provided many useful insights. The Task Force also heard from four veterinary medical associations about their experiences in envisioning and implementing change in their governance models.

The Task Force reviewed AVMA’s current governance structure and policy making process, and heard from the AVMA Communications Division staff about communication technologies that AVMA is utilizing more frequently – from blogs and Twitter feeds to a personalized, customizable web platform – to foster member engagement. Communications staff also shared key findings from the 2011 Member Needs Assessment, which engendered Task Force discussion about implications of the trends in member satisfaction.

The Task Force spent considerable time planning communication strategies for the key project phases, and made a commitment to communication about the work of the Task Force that is two-way and transparent. Finally, the Task Force developed plans for the Governance Summit.

• **Phase Two:** The AVMA Summit on Governance was held in July 2012 near the AVMA headquarters in Schaumburg. Approximately 60 participants, selected to represent a diverse array of stakeholders, attended the Summit and donated more than a thousand person-hours of their
weekend time for two vital purposes. The first purpose was to develop the design specifications for governance structure and process. Summit participants were divided into eight different workgroups. Each workgroup was asked to identify what any governance model for AVMA “must be, be like or do” – and, conversely, what any model for AVMA “must not be, be like or do.” There was significant congruence in the answers from the eight different workgroups at the Summit. With more than 130 different attributes on the “must be” side, the most frequently mentioned clustered into these top five attributes:

- **Transparent** – with open access to information, involvement opportunities and elected leaders; and with direct member participation or input into decision making

- **Nimble** – as in flexible, streamlined, receptive and responsive; with well-defined roles and responsibilities; and efficient in using resources and making decisions

- **Engaging** – encourages volunteer participation and renewal; provides volunteer experiences that are fun, interesting, meaningful, rewarding and personalized; is unifying

- **Accountable** – is results oriented and performance driven; is timely

- **Knowledge-based** – makes decisions that are informed with the best information and based on the complementary skill sets of decision-makers who are selected to form a cohesive leadership group.

The second purpose of the Summit was for each workgroup to formulate a model that met their design specifications. Each of the eight work groups successfully created a model that addressed the following four requirements:

1. Creating an organizational chart that shows the proposed governance entities and their relationships
2. Completing a matrix that identified the proposed governance entities and enumerated the following for each entity:
   - Roles and Responsibilities
   - Size and Composition
   - Meeting Frequency and Focus
   - Terms and Limitations of Office
• Qualifications and Experience
• Accountability and Resources
• Nomination and Election
• Membership Enfranchisement and Involvement

1. Defining flow charts for the key processes of strategic planning, policy making, resource allocation, and research or information gathering
2. Identifying advantages and disadvantages of the proposed model

The eight models that were created could be placed along a spectrum. At one end of the spectrum are models where structure looks very much like today’s governance structure – but where processes or roles and responsibilities are defined differently. At the other end of the spectrum are models that look quite different from today’s governance structure, and where governance processes flow differently as well (Summit on Governance Conceptual Models, http://www.avma.org/governancetaskforce/).

• **Phase Three:** This was an information sharing and gathering stage that started with an update to the AVMA House of Delegates in August 2012 and finished at the end of September 2012. The Task Force solicited feedback from AVMA leadership, members and stakeholders on the eight conceptual models developed at the Summit on Governance. In particular, the Task Force wanted to engage members and stakeholders in a discussion about the advantages and disadvantages of the eight models. The Task Force utilized the AVMA website, social media, webinars, an online survey and personal engagement to solicit feedback and gather the data they needed to evaluate the eight conceptual models (Feedback on Eight Conceptual Models Developed at the Governance Summit, http://www.avma.org/governancetaskforce/).

• **Phase Four:** The Task Force held its fall meeting in October 2012 in Schaumburg, where they distilled the input gained during the comment period on the eight conceptual models in preparation for a presentation to the House of Delegates and other Veterinary Leadership Conference attendees in January 2013. The Task Force initially expected to distill the eight conceptual models that had emerged down to three for consideration during the Governance Dialog. However, after evaluating the comments, the Task Force decided to present one model to the House of Delegates.
This change in approach occurred for several reasons. First, the Task Force determined that the majority of the models could be distilled down into two major concepts of governance: a divided model, where policy authority continued to be shared between a board of directors (which retains the fiduciary responsibility), and a house of delegates, or a unified model, where policy authority and fiduciary responsibility were combined in a single board of directors. Second, when the Task Force evaluated stakeholder responses to the online survey about governance models, respondents identified the four models with a unified approach as having the most significant improvement over the current governance system. As the Task Force examined those models, it found commonalities in governance structure and process between the four that caused the Task Force to conclude that they were sufficiently similar that it made more sense to distill the four models into a single, “hybridized” model (of the unified approach described above) that took the best ideas from each of the models. The Task Force did not ignore the three models that envisioned a divided approach to governance, but chose not to present those models for two reasons. First, those models included only minor differences from the status quo, so there was little point in presenting a model that was essentially no different from the current model. Perhaps more importantly, the Task Force quickly reached consensus that the unified model was superior in terms of the five key attributes identified during the Governance Summit. As this consensus developed, the Task Force came to unanimous agreement about core concepts that were articulated as “Foundational Statements.” The hybridized model that emerged was responsive to stakeholder input and consistent with the Task Force’s Foundational Statements as well as best practices in association governance that have been developed through many years of research and trial and error.

Of note, this change in approach occurred without the Task Force’s consultant, Mr. Tecker, being present at the meeting. This new course by the Task Force actually caused Mr. Tecker and the Task Force’s staff consultant to have to quickly change plans for the Governance Dialog that was already scheduled for the 2013 Veterinary Leadership Conference in January.
• **Phase Five:** The Task Force requested time during the 2013 Veterinary Leadership Conference for a “Governance Dialog” (Governance Dialog Script, http://www.avma.org/governancetaskforce/). When the Task Force requested this time and named the session, it was with the full intention of presenting three models and obtaining feedback – both agreement and disagreement – from the attendees about the models. However, when it became evident to the Task Force that it would be moving forward with a single, hybridized model, the approach to this session changed. The Task Force still needed feedback on the single model, but, with the decision to open the session to all attendees at the Veterinary Leadership Conference (over 375 people attended), it was impractical to obtain feedback through “open mike” give-and-take. Rather, the Task Force decided to present (and advocate) the hybridized model and Foundational Statements, and then use many parallel focus groups to obtain a wide cross-section of perspectives (AVMA officers and directors, delegates, officers and executives of constituent and allied organizations, future leaders and others) to provide both qualitative and quantitative feedback. The Task Force’s goal was to make its case for its Foundational Statements and the tentative model, and use the session to gain feedback for those Foundational Statements and the concepts underlying the hybridized model.

While the Task Force recognizes that the January session did not meet everyone’s expectations, the Task Force, nonetheless, received valuable qualitative and quantitative feedback on the Foundational Statements and the hybridized model (Governance Dialog Keypad Feedback, http://www.avma.org/governancetaskforce/). After the conference, the Task Force sought to ensure that all perspectives were considered by soliciting additional feedback from AVMA members via multiple channels, including the website, NOAH and AVMA@work. The Task Force reviewed all of the feedback during their March 2013 meeting (Feedback to Proposed Conceptual Model Governance Dialog Post Session, http://www.avma.org/governancetaskforce/).

“In order to transform the profession, AVMA must first transform itself and change in profound ways.”

— 20/20 Report
• **Phase Six:** Leading up to their March 2013 meeting, the Task Force held regular conference calls to review the feedback received during the Veterinary Leadership Conference and subsequent electronic outreach. The Task Force formed multiple workgroups to further refine the components of the proposed model. During the March 2013 meeting, the Task Force reviewed all of the workgroup reports, and finalized their proposed governance structure and recommendations, which are presented in this report. The Task Force also discussed a transition plan to the proposed model, and finalized plans for submission of its report to Executive Board for its June 2013 meeting.
1. Case for Change

Association Trends and Best Practices
The Task Force findings and recommendations in this report are based on several sources, including our own knowledge and experience with AVMA and the veterinary profession, the experience of other associations, and a review of best practices in association governance. We believe that the AVMA's governance system can deliver better results in several areas:

• Be more responsive to membership needs
• Provide better value on investment
• Serve members and profession more efficiently and effectively
• Be nimble enough to meet future governance challenges
• Provide volunteer opportunities that are rewarding

Our thinking has been influenced in part by observing current practices and trends occurring throughout the association world, including veterinary medical associations. In October 2011, the Association Forum of Chicagoland published a professional practice statement on association strategic governance. It describes characteristics of strategic governance as follows:

*The following are desirable characteristics for strategic governance: Focused, results oriented, skills based, knowledge based, empowered, accountable, structurally effective, operationally efficient, and a volunteer-staff partnership.*

We cite a few additional details from this statement that are especially relevant to improving AVMA governance:

• Skills Based: Governance participants at all levels need to have or acquire specific skills to fulfill their governance responsibilities. A standard set of skills and/or experience will be required regardless of the governance position held. Other governance positions will require skills unique to the position. Governance identifies the skills needed to produce results in each governance position and makes those skills part of election/appointment criteria. Members should be directed to or provided with opportunities for leadership training to prepare them for the governance positions they want to hold.
• Knowledge Based: Organizational success takes precedence over individual interests, personal agendas and parochial preference. Greater reliance is placed on quantitative and qualitative research involving various stakeholder groups and less upon opinion and anecdotal experience of those at the table at the time. Additional participant roles, beyond official governance bodies, facilitate knowledge-based decision making. Methods for obtaining knowledge from additional participants may include temporarily convened groups with special expertise, such as:
  • Open forums, town halls and ask/tell the leader panel discussions
  • Electronic referenda, opinion polls and surveys
  • Surveys of practices and experiences of similarly-focused associations
  • Idea generating think-tank groups
  • Reactor panels
  • Focus groups
  • Quick-results, informal work groups
  • New product or service roll-out testers

• Structurally Effective: The governing structure is kept to the minimum number of governing bodies necessary to produce strategic plan results. Additional member participation can come from roles beyond official governance positions.
  • A governing unit exists only when it has some specific assignment to complete or quantifiable outcome to achieve.
  • Standing committees perform functions that require ongoing (every-year or all-year-long) member expertise. When unable to complete assigned work or their underlying need no longer exists, they are reconfigured or sunsetted in favor of another approach. Associations will need to refer to their bylaws and procedures to determine proper standing committee modification procedures.
  • Temporary or one-time project teams, task forces, special committees and other ad hoc work groups are deployed for intermittent or short-term member effort. They are sunset as soon as their assigned work is complete.
The Task Force’s Foundational Statements and recommendations, which are detailed later in this report, attempt to follow these principles in order to align AVMA governance closer to current and emerging best practices in association management.

Several well-respected authors, such as Harrison Coerver, Mary Byers, Sarah Sladek, Jean Frankel and Paul Meyer, advise associations to focus on building strong, nimble, skill set-based boards of directors, as well as to respond to their memberships’ evolving needs.

Associations increasingly are reforming their governance structures to stay relevant. The Task Force identified the American Speech-Language-Hearing Association, a professional, scientific and credentialing association for more than 150,000 members, as an example of a peer association to AVMA that has recently successfully adopted major changes designed to improve and streamline decision-making. Examples of veterinary associations taking similar steps recently include such respected and successful organizations as the American Association of Equine Practitioners, American Animal Hospital Association, New Jersey Veterinary Medical Association and the American Association of Feline Practitioners.

**AVMA 20/20 Vision Commission Report**

Issued in 2011, the AVMA’s 20/20 Vision Commission report found that the association does not have the structure in place to adequately lead the veterinary profession into the new century.

The Task Force agrees with the 20/20 Vision Commission that times are changing quickly and drastically for associations and the veterinary profession specifically, and AVMA needs to be able to adapt and change just as quickly. We also agree with the Commission’s caution that this is a pivotal time, and the AVMA can either lead or lose influence and relevancy.

The 20/20 Commission’s report stated:

*There is a distinct and likely possibility that the governance system will not be compatible or conducive to the next generation of members or potential members and the growing numbers of women entering the profession. What’s more, technological tools now make participation, voting, deciding, and meeting possible solely through technology and also represent a real cost savings.*
The report also found that appointing committees based on balancing special interests (“constituencies”) can lead to the protection of those interests at the expense of common good of AVMA. According to the report, over-emphasis on political considerations in governance tends to discourage participation and reduce the quality of participants and resultant decisions. The Commission raised concern that the governance process is leading to a disconnect between those who serve and those choosing not to get involved in the current organizational hierarchy. The 20/20 Vision Commission proposed that AVMA reinvent the organizational structure and governance process based on an external review of AVMA governance and member participation, including its structure, councils, committees, election of officers, governance entities, and processes for member engagement and participation. Their report recommended that, by year 2020, the AVMA should have a new governance structure that ensures:

• A high degree of democratization
• Promotion of trust (i.e., visibility and transparency)
• A high degree of member engagement and participation
• Flexibility and adaptability
• High-quality outcomes
• Accountability to membership
• Fewer barriers to serving in leadership roles, and
• De-politicizing the election process

2011 Member Needs Assessment
The Task Force also examined the results of the AVMA's 2011 Member Needs Assessment, which surveyed AVMA members and former members to assess the levels of awareness and satisfaction with AVMA overall and with current programs, products and services. Many AVMA services and products received high scores of member satisfaction. But the Task Force identified some warning signs in the data, suggesting that “resting on our laurels” and failing to improve governance and member participation risks alienation and disengagement from AVMA by veterinarians in the future, especially within certain segments of the profession.

Satisfaction with AVMA in general has slipped a bit over the past five years. Even more significant is member dissatisfaction with AVMA's current governance structure. An alarmingly low 23% of respondents agreed that the AVMA's governance structure of
Executive Board, House of Delegates, councils and committees allows members to have a voice in the association. This is one of the lowest satisfaction scores for all items listed in the survey. According to association governance experts, a successful organization strives for an approval rating of governance in the range of 75-80%.

Another red flag in the survey data is low satisfaction rates for statements relating to “culture,” including views that decisions take too long and the association holds outdated or old-fashioned views.

Linkage Research and Consulting, Inc., the research firm retained for this survey, performed a segmentation analysis and identified four segments of members with similar needs, roughly equal in percentage of membership. One segment in particular (the most engaged with “organized veterinary medicine” and governance of the profession) is more satisfied with AVMA than the other three segments, which tend to include veterinarians who joined AVMA for insurance products, as well as veterinarians who work in academic, government and industry settings. These three less satisfied segments also have a larger proportion of two demographic groups that are keys to the future of AVMA, namely young and female veterinarians (appendix E2).

Forty-three percent of AVMA members are less than 15 years out of veterinary medical school. They are members of a new era with high-speed technology communication and they want involvement in their association now, not years from now. As younger veterinarians continue in their careers, we risk losing them as AVMA members if they perceive the association as irrelevant or out-of-touch. The Task Force believes that AVMA can improve how it serves its members in the future with a more flexible, transparent and nimble governance system that can identify and respond to issues faster and better than today.

Is AVMA a Federation or Professional Association?
There are several general models that national associations tend to follow. These include a federation, a trade association and a professional association. Federations (e.g., the AFL-CIO) serve to bring together a number of independent organizations into a larger body that can more effectively advocate for the interests of the constituent organizations. The AVMA employs a federation model in determining representation in the House of Delegates (HOD) and assigning substantial policy authority to the HOD. A trade association serves to represent the interests of a particular industry, and membership in trade associations is generally held
by companies (not individuals) that work in that industry (e.g.,
American Pet Products Association). The AVMA has little in
common with a trade association.

The final model is a professional association, where individual
practitioners are the members and the association serves to
represent the interests of the entire profession at a national
level. The AVMA employs a professional association model in
determining its membership and dues structure.

All of these models are equally valid and useful, but at the same
time they are essentially mutually exclusive. Attempting to
combine multiple models creates fundamental inequities that
are irreconcilable. Unfortunately, AVMA is currently trying to
be both a federation and a professional association: independent
organizations hold the ultimate policy authority through the
HOD, but association dues are paid by individual veterinarians
who are not necessarily represented in the HOD. In essence, this
creates a “representation without taxation” situation.

Current AVMA governance is a confusing and increasingly
unworkable mix of the federation and professional association
models. Under the current bylaws, the HOD is appointed by non-
member veterinary constituent organizations that meet certain
criteria. The HOD has considerable powers under the bylaws,
including policymaking over “matters affecting the profession,”
a vague but arguably very broad area. Under the current bylaws,
the HOD also has authority to elect the AVMA president-elect
and vice-president, appoint council members, set dues and amend
bylaws.

The power of the actual dues-paying membership is limited to
voting for their district directors once every six years. That means
that the average AVMA member only gets to have his or her say
six to seven times over the course of her career, and that assumes
that each district election is contested. On the other hand, non-
dues paying independent organizations get to have their say every
six months, and many votes are contested.

The present governance structure enables the HOD constituent
organizations – nonmember entities that do not contribute to
AVMA financially – to make significant decisions about AVMA
policy, direction and leadership. Meanwhile, AVMA members
who are not members of any HOD constituent organization
whose dues are the primary fiscal foundation of the AVMA are in
effect disenfranchised in the HOD.
Policymaking and Other Critical Functions Should Be Integrated

The not-for-profit corporation law in Illinois, where AVMA is incorporated, places the responsibility for management of the organization in one entity, defined in the statute as the Board of Directors. Courts have found that the individuals who serve on this entity have a fiduciary duty to the organization, including duties of care, loyalty and obedience.

Illinois law does not contemplate sharing power between two entities, such as our current structure does. The not-for-profit act states that each association “shall have a board of directors, and except as provided in articles of incorporation, the affairs of the corporation shall be managed by or under the direction of the board of directors.” The Task Force believes that AVMA would be far better served by empowering the fiduciary entity with authority over the association’s essential responsibilities, consistent with the intent of the Illinois not-for-profit act.

Best practices in association governance strongly suggest a system where one entity is entrusted to approve policy relating to both professional and association matters. Furthermore, the Task Force believes that policymaking is better suited for an entity composed of approximately 15-20 members, rather than the much larger HOD of today.

We find that the AVMA policymaking process is too slow, cumbersome, political, and, at times, inefficient at soliciting input from knowledgeable sources. The HOD meets only twice a year, and its size alone prevents reaching consensus or making decisions on a timely basis. Key resolutions are subject to months of inaction and delay, harming the AVMA’s ability to respond to significant issues on a timely basis. It is a common occurrence for AVMA spokespersons on Capitol Hill to be hesitant to articulate AVMA policy when asked by lawmakers, even after the Executive Board acts on the issue, due to the uncertainty that the HOD may change the Board’s action at its next meeting.

The Executive Board meets at least six times per year, and has established a process for ongoing input by committees, councils and task forces. Although the Executive Board does not hesitate to disapprove or refer a recommendation back to the originating entity, it rarely seeks to amend these recommendations on its own without conferring with the originating entity. Because of the infrequency of its meetings, the HOD does not have the ability to engage in this give-and-take without delaying action on the
recommendation for months or years. A recent example of this dysfunctional process is the revision of the Model Dog and Cat Control Ordinance. What was initially a “routine” update of one of AVMA’s model laws resulted in a multiyear back-and-forth process that consumed substantial time on the part of the HOD, the originating entity and AVMA staff.

When the HOD attempts to avoid this problem by “fixing” the resolution on the floor of the meeting, it does so without the benefit of input from the subject-matter experts that crafted the original recommendation. The amendment process is time-consuming and has a high risk of introducing insufficiently considered language into AVMA policy.

An example of the perils of amending resolutions on the floor of the HOD is a recent amendment to the AVMA Model Veterinary Practice Act. In January, 2013, the HOD approved Resolution 2, a change to the definition of the veterinarian-client-patient relationship (VCPR) to include the phrase “[t]he veterinarian provides oversight of treatment, compliance and outcome.”

Earlier, the Executive Board recommended disapproval of this proposal, in large part due to input from a task force that examined revisions of the practice act for almost two years. That task force held several meetings, had considerable dialog on this matter and even employed a working group to examine the definition of the VCPR specifically. The task force concluded that the proposed “oversight” language would increase potential risk and liability for practicing veterinarians. However, the task force was sunset before the HOD took up the issue at the end of 2012, and many HOD members cast votes without an opportunity to hear from the individuals who considered this proposal carefully.

The oft-stated distinction between the role of the HOD and the Executive Board is that the HOD sets policy for the profession and the Executive Board sets policy for the association. However, the Executive Board gives final approval to some policies that relate to veterinary medicine, just not all. This adds to the confusion and potential inconsistency in AVMA policymaking. Some policies that are clearly “professional” in nature are decided by the Executive Board and not forwarded for action by the HOD. The Executive Board makes the decision to refer to the HOD on a case-by-case basis. Two recent major changes in AVMA policy illustrate this illogical inconsistency. The Executive Board amended the Veterinarian’s Oath, while the HOD amended the Model Veterinary Practice Act. The Task Force is aware that
the Executive Board’s action with regard to the Veterinarian’s Oath is controversial; however, being bigger and slower does not necessarily mean that the HOD will make better decisions.

Another illustration of the confusion inherent in the current policymaking process is the consideration of Resolution 7 in January, 2013 relating to electronic identification of companion animals. In November 2012, the Council on Veterinary Services sent a recommendation to the Executive Board to approve the revised policy on “The Objectives and Key Elements Needed for Effective Electronic Identification of Companion Dogs, Cats, Other Small Mammals, Birds, Fish, Reptiles, Amphibians, and Equids.” This was done in accordance with the AVMA’s five year policy review directive. The Executive Board amended the policy by adding that a veterinarian “should consider contacting the microchip database company” if a microchip is detected of which the client presenting the animal was not aware. The Executive Board referred the amended policy to the HOD with a recommendation of approval. While the resolution was withdrawn prior to the HOD meeting, this confusing approval process is indicative of the Task Force’s concern with policy making at the AVMA.

In referring to the HOD, the EB did not approve any of the changes in the revised COVS policy, so the proposed new policy is in limbo until further action is taken by the Executive Board. What happens if the HOD does not agree with the new policy that was recommended by the CoVS and referred with recommendation for approval by the Executive Board?

In addition, policies that affect AVMA advocacy in Washington, DC or state legislatures simply cannot wait for up to six months for consideration. They require a much more timely response to events that sometimes move quickly. This reality probably drives some of the Executive Board’s decisions not to forward certain recommendations to the HOD that otherwise would seem to be within the HOD’s jurisdiction under the current bylaws.

Besides having responsibility over policymaking, we believe that essential association decisions such as approving a budget, setting dues and amending bylaws should also be placed in the one, smaller fiduciary entity. The Task Force envisions the bylaws being a general framework describing AVMA’s structure, without containing operational details that are better addressed in policy documents. This system of unified authority would bring AVMA governance in line with best practices, efficient management and the intent of the Illinois Not-for-Profit Corporation Act.
A few other large national associations, such as the American Medical Association and American Bar Association, have similar structures that separate fiduciary and oversight responsibilities from policymaking. They also have considered integrating the two functions, but failed due to resistance from stakeholders who would have lost power and influence in the change. Today, less than 40% of attorneys in the United States are members of the American Bar Association. For the American Medical Association, the member percentage has dropped to less than 20% of physicians. The AVMA needs to heed the warning signs and avoid relying on familiar, comfortable structures that may have worked in the past but do not appeal to a growing number of veterinarians.

Removing Conflicts of Interest
The Task Force concludes that the AVMA can only follow one general governance model, and that it should be structured as a professional association, not as a federation of other organizations. We believe that those who pay dues to belong to AVMA should have a say in the organization’s affairs and key decisions. Members should have a vote -- organizations should have a voice. We emphasize this point emphatically.

Our current structure allocates undue power to organizations and individuals that do not contribute dues to AVMA, nor have a legal duty to represent the best interests of the entire profession or AVMA. We believe that this governance structure places HOD members in a difficult legal and ethical position.

The American Society of Association Executives states “A conflict of interest may arise when a leader has some other interest that might suggest divided loyalty on the part of the leader between obligations to the Association on one hand, and to some other organization or cause on the other.”

According to leading association and nonprofit law attorney Jeffrey Tenenbaum, “a conflict may exist when an officer or director participates in the deliberation and resolution of an issue important to the nonprofit while the individual, at the same time, has other professional, business or volunteer responsibilities outside of the nonprofit that could predispose or bias the individual one way or another regarding the issue.”

While it is appropriate for delegates to have an understanding of the interests of the constituent organization that appointed them, those in a position of policy and financial authority at AVMA
must represent and vote for the best interests of the AVMA and entire membership. The AVMA’s governance system should solicit input from various veterinary organizations, but do so on an advisory basis and in a way that removes potential conflicts for those who serve in leadership.

**Inefficient Use of Resources**

The AVMA has 32 standing committees and councils, in addition to occasional task forces that are appointed to examine specific topics. These entities utilize a considerable volume of resources. In 2012, the AVMA spent a total of $4,890,799 to maintain councils, committees and task forces, or 16% of the budget. The association spent $633,382 to maintain the HOD, including meeting expenses, travel, the House Advisory Committee and staff expenses related to these entities. We assert that this is not a good use of limited resources that are primarily financed by member dues.

AVMA staff spends considerable time in providing support to committees and councils, much of it relating to administration and meeting planning. Several directors and assistant directors devote a large percentage of their time to these tasks. The Task Force believes that the AVMA would be better served if these employees spent more time and energy on providing members with direct services, programs and advocacy.

There are simply too many entities and too many meetings. The work product of the committees and councils comes at a hefty cost that is no longer justifiable. Aside from cost, these entities often find themselves working on the same projects, duplicating work performed by other entities with overlapping subject matter jurisdiction. Much of the entities’ agendas are comprised of reports from other entities working on the same topics. The time and energy of the 300-plus volunteers who serve on committees and councils can be utilized in a more efficient manner.

The Task Force believes that the AVMA is simply stretched too thin. At 71% of revenue, membership dues still provide the bulk of revenues. The association needs to improve its return on members’ dues investment. Financial and human resources dedicated to governance are not efficiently utilized, and the return on investment does not make good business sense. The AVMA must use its resources more judiciously and strategically.
**Impediments to Membership Participation**

Membership engagement is crucial if the AVMA is to stay relevant. The 20/20 Vision Commission report summarized several trends that contribute to the belief by many members that they do not have a direct voice in the selection of leaders or direction of the association. There are real and perceived barriers to membership participation in the governance process.

One of those barriers is the perception of an overly political process for serving in AVMA leadership. Proportional voting in the HOD concentrates power in the control of a few organizations. This leads to political horse trading and backroom deals that disenfranchise members and lead to decisions that may not take into account the best interests of the entire membership.

Many delegates are directed by their organization on how to vote on an issue in advance of the HOD meeting. This is contrary to the concept of open deliberation by the HOD. For example, a delegate may be directed to oppose an issue, but in the course of discussion in a reference committee or on the floor of the HOD, certain facts are presented that make it clear that the delegate’s organization did not have complete information in making its decision.

Members of the HOD are not elected or appointed using a consistent means or criteria by their constituent organizations, have different term lengths, and often do not have term limits. This makes it difficult for AVMA members to have any expectations of the HOD because the delegate is accountable to their appointing organization and not the membership of the AVMA. Not only does this pose a potential conflict of interest, as discussed earlier, it also contributes to a lack of transparency. Some delegates are very responsive to AVMA members in their organizations; other delegates exhibit far less interest in listening to feedback from their “constituents.” In either case, AVMA is powerless to require delegates to listen to the feedback they receive, and AVMA members are powerless to replace delegates that are doing a poor job.

Earlier in this report it was noted that an average AVMA member might only see six to seven Executive Board elections during her career. That assumes that those elections are contested because AVMA does not distribute ballots for uncontested elections. Holding contested elections for Executive Board members is precluded in several districts by long-standing agreements of rotating representation amongst the states in that district; in
some cases AVMA members in the district have never received an
election ballot because of pre-arranged and unopposed candidates.
While AVMA does theoretically subscribe to the philosophy of
“one member, one vote,” this right to vote is often taken away
through these “back-room deals” to avoid contested elections.

The political process of selecting volunteers has eliminated many
qualified candidates from participating and disenfranchised
potential leaders. Not all candidates for officer positions are given
the opportunity for exposure. Everyone isn’t invited to the same
meetings. There isn’t a consistent and transparent process for
cultivating and recruiting volunteers. Some potential leaders are
simply disgusted by the process and are lost to AVMA.

The expectations and responsibilities for some volunteer positions
are so expansive that it precludes many from participating. Some
positions require a level of dedication that the ordinary member
may not be able to commit to the organization. Additionally, the
AVMA culture has traditionally emphasized time served in contrast
to skill sets and abilities. The Task Force finds that this culture does
not truly maximize the opportunities to capture and capitalize on
volunteer leadership, and leads to decreasing member engagement
and satisfaction.

There are several paths to AVMA leadership positions. The AVMA
needs to refine these paths in order to recruit leaders based on
skills, perspectives, expertise and experience. There are specific skill
sets needed for specific positions. As the old adage goes, “we don’t
need nine catchers on a baseball team.” The AVMA leadership
team needs to have appropriate balance and expertise.

Reform of the leadership selection process is even more urgent
if we listen to what the next generation of veterinary leaders are
telling us. Many AVMA members in leadership positions are older,
as it takes many years in AVMA’s current model to have a “seat at
the table.” The younger members, however, are seeking ways to
have a voice now, and many are extremely motivated. They do not
expect to have to wait for years or decades for someone to retire so
they can have a chance to serve the profession. AVMA governance
must evolve to accommodate changing realities and expectations.

The 2012 Millennial Impact Report, published by Grossnickle
and Associates, provides some relevant observations about
“millennials,” defined as ages 20-35:
... as they transition from college to a career and eventually a family, the ways in which they might be involved will vary. It is important for nonprofits to create a continuum of volunteer engagement from micro-volunteer projects that take little time, one-time volunteer projects, opportunities to volunteer with friends or family, and leadership roles that utilize their professional skills. More so, Millennials want to make it clear that they should not be taken for granted, and can play an important leadership role in your organization, even if they can't commit a lot financially right now.

In her report, *New Generation, New Politics: Democracy Depends On It*, author Sarah Sladek reveals that 18 to 29-year olds represent the largest generation in U.S. history, and by 2015 will comprise one-third of the voting population. At that time, 18 to 40-year olds will make up the majority of the workforce. This key demographic will increasingly make up not only the nation’s workforce, but also the AVMA’s membership.

Ignoring this demographic by resisting change and insisting on “business as usual” carries a big risk for AVMA. This cohort may well decide that AVMA is not meeting their needs, at which time membership rates will begin to drop suddenly and dramatically.

The Task Force takes note of the large gap in views expressed in feedback to its proposals. Several current leaders have expressed support for the status quo and criticized various change proposals that the Task Force has offered for comment. In contrast, members outside of leadership, especially younger veterinarians and veterinary students, tended to express much higher levels of support for those concepts of change.

**Transparency Over Checks and Balances**

A number of individuals defend the current governance system as one that provides “checks and balances,” much like our federal government. However, the analogy to the federal model has very limited applicability to the AVMA, a not-for-profit corporation that is not a unit of government.

The checks and balances of the federal government were created to make it difficult for it to take action. It was a political compromise between the representatives of 13 colonies who had conflicting personal, economic, religious and political interests. The Task Force does not believe that it is in the best interest of AVMA
members to have a governance model primarily designed to stop
the association from acting. Unfortunately, the AVMA does
mirror the federal government in that respect: it does not move
quickly. Furthermore, one need only glance at the front page
of any major newspaper to see how dysfunctional the federal
government has become; this is not something to which the
AVMA should aspire.

The Task Force rejects the notion that without the HOD’s
“checks and balances” in policymaking the AVMA would
become monolithic. This perception stems from a lack of trust.
The reasons we have multiple branches of government, with
checks and balances and two houses of Congress that balance the
interests of large and small states, are based in centuries-old post-
Revolutionary War lack of trust among the newly independent
states. We believe that the AVMA needs to move away from a
complex system of checks and balances toward one that promotes
trust among entities. The gridlock and conflict that characterizes
our current federal government is not a model we wish to replicate
for our association.

The Task Force suggests that transparency is more valuable than
checks and balances. We see veterinarians being on the same
team, transcending types of practice or employment settings. The
AVMA exists to serve the entire veterinary profession. Decisions
should be made to benefit the profession and the association as a
whole, not any one special interest segment. A transparent AVMA
will be accountable to its membership as a whole, which is the
ultimate check and balance to the AVMA’s leadership. Leaders
that are not doing right by the membership will quickly find
themselves out of a job.

2. Foundational Statements
The Task Force offers several Foundational Statements, or
propositions of truths and beliefs. These statements, in turn, serve
as a springboard for development of tangible recommendations
for action by the AVMA to better serve its members and continue
as an influential and relevant organization. The statements are a
product of careful examination of:

- Trends from models proposed at the July 2012
  Governance Summit

- Input from AVMA members and stakeholders through
  feedback mechanisms used in the past 12 months
• Data from the 2011 AVMA Member Needs Assessment survey
• Findings of the AVMA 20/20 Vision Commission
• Experience of Task Force members with AVMA governance
• Knowledge of different needs expressed by different segments of membership, and
• Association management and governance literature and trends

In this context, the Task Force has come to consensus on the following Foundational Statements:

• The most efficient and effective system of governance structure, process and culture will deliver the maximum programs, services, and benefits for members.

• Eliminating redundancy allows resources to flow to meaningful and impactful work.

• The AVMA needs a policy development process that allows the organization to respond in a timely way in order to take maximal advantage of opportunities.

• The AVMA has a need to more directly solicit, receive and utilize input from members.

• The AVMA must structure itself as a professional membership association, not a federation of associations.

• There must be only one entity with fiduciary duty, including authority for bylaws, articles of incorporation and fiscal matters – and the entity with fiduciary authority should also have authority to approve policies affecting the profession.

• The AVMA must ensure access to views and perspectives of state and allied veterinary medical associations.

• The AVMA process for developing knowledge-based policy requires input from stakeholders.

• The AVMA needs to have effective channels of communication with all segments of organized veterinary medicine and other organizations with intersecting interests.
• Face-to-face meetings are important for exchanging ideas, developing leaders, and fostering personal and organizational relationships.

• The AVMA needs a clearly defined and effective process for leadership identification, recruitment and development.

• The AVMA is committed to diversity and inclusion in all aspects of the profession of veterinary medicine, and its leadership should reflect as much as possible members’ varied cultural backgrounds, ethnicities, genders, sexual orientations, ages, religions, physical and mental abilities, and racial representations.

• Students are integral to the future of the profession and should have a voice in the governance system.

• The AVMA staff has valuable insight into the profession and its needs, and their scientific and non-scientific expertise should be utilized to the fullest.
3. Recommended Governance System

The four key elements of the proposed governance system are the Board of Directors, Advisory Councils, Volunteer Resources Committee and the Veterinary Issues Forum. Each of these entities is described below in some detail. Note that the Task Force's recommendations do not address the AVMF, GHLIT or PLIT. Similarly, the Task Force recommendations do not propose changes in the AVMA “Regulatory” Activities shown on the organization chart below, except that those activities should be “firewalled” from influence by other AVMA entities (see page 39).
a. Board of Directors
The Task Force envisions the Board of Directors (BOD) as the one body with fiduciary responsibility, management responsibility and policy authority.

The Board is responsible for broadly seeking, obtaining and utilizing advice to make knowledge-based decisions. The Board’s information sources include the Advisory Councils, task forces, internal research, members, state associations, allied professional organizations, academia and staff.

Board of Directors

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<tr>
<th>Officers</th>
<th>Directors</th>
<th>Ex-officio (Nonvoting)</th>
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<tbody>
<tr>
<td>• President&lt;br&gt;• President-elect&lt;br&gt;• Past President&lt;br&gt;• Treasurer</td>
<td>• Geographic (11)&lt;br&gt;• At-Large (2)&lt;br&gt;• One At-Large Position will be Student Focus Director</td>
<td>• Executive Vice President&lt;br&gt;• Assistant Executive Vice President</td>
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Composition
The Board of Directors consists of 19 members: four officers (i.e. president, president-elect, past president, and treasurer), 13 directors, plus the executive vice president and assistant executive vice president (both *ex officio*, without vote). The Board will be chaired by the president, and the president-elect will be the vice-chair. The treasurer is a voting member of the Board.

Of the 13 directors, 11 will represent the current geographical districts. The remaining two positions are at-large directors, open to AVMA members. One of the at-large positions will be called the student focus director, assuming responsibilities for the current position of vice president. The Task Force is aware that this proposed structure differs significantly from that presented in January 2013; the restoration of geographic districts for most directors is a direct result of the feedback the Task Force has received on this issue.

The Task Force envisions that the SAVMA president continues to be an invited participant who is seated at the Board of Directors table. The Board of Directors would continue to invite guests to its meetings as appropriate.
Terms
Directors will have staggered terms of service for three years, with the ability to run for a second consecutive or nonconsecutive term. The president-elect will be elected each year, with an automatic advancement to president and then past president.

Nominations
The Volunteer Resources Committee (VRC) (see below for details) will make every effort to nominate at least two candidates for each open director position. Candidates will be identified based on their strengths, experiences, and skill sets (see appendix E3). The VRC will also consider the composition of the Board so that it reflects a diversity of geography, employment type, gender, generational experiences and strengths. The goal of the VRC in nominating candidates for open director positions will be to ensure that the Board of Directors as a whole represents a diversity that will allow the Board to possess knowledge in education, research, public relations/communications, welfare, economics, and technology, and to have visionary capabilities to keep the AVMA on course in the future.
Veterinary School Outreach
Subsequent to its original charge and formation, the Task Force was asked by the House of Delegates to consider the role of the vice president. In response to this request, the Task Force discussed the current system of veterinary school outreach and recommends that the vice president position on the Board be replaced by an at-large position (elected by the members) with the title of student focus director.

Under the current system, the vice president is responsible for visiting 34 veterinary schools over a two-year term. Schools visited are those that have a SCAVMA chapter (presently the 29 US schools, three Caribbean schools, Nebraska’s two-plus-two program, and Glasgow Veterinary College). Additionally, the vice president attends all SAVMA House of Delegates meetings, SAVMA Symposium, and joins SAVMA Executive Board conference calls.

Under the proposed system, the intensive, important and worthwhile commitment for an AVMA representative to visit each veterinary school would be a responsibility shared by the student focus director and other directors on the Board (see appendix E4...
for a depiction of how these visits would be divided). With the student focus director visiting 11 schools per year over a three-year term, all schools would be visited once by this director during the term. Other directors would visit one school per year; presuming six years of service, each director would visit approximately six schools over his or her term. The proposed system allows 21 school visits per year, as compared to the current schedule of 17 visits.

Visits to veterinary schools address several significant goals by providing an opportunity to:

- Emphasize the advantages to organized veterinary medicine
- Provide increased exposure to the opportunities presented by AVMA
- Increase AVMA exposure to veterinary students for a more seamless transition from SAVMA to AVMA membership, and to let students know that their concerns are important and heard
- Foster a culture of involvement within academia and academic institutions, and
- Connect with veterinarians in an academic setting to bring forward their concerns

The student focus director would attend the SAVMA House of Delegates meetings and SAVMA Symposium, and join SAVMA Executive Board conference calls. This system provides a visible and consistent point of contact through the student focus director, while distributing the travel responsibility and the opportunity to represent AVMA to future members of the profession.

b. Advisory Councils
Councils and committees are the workhorse of the AVMA. There are currently six standing councils that are enumerated in the AVMA Bylaws, and over 20 standing committees that are created, charged and sunset at the discretion of the Executive Board. While a cursory review of the list of councils and committees would seem to suggest a broad-based system for advising AVMA’s elected leadership, in reality this system can be excessively bureaucratic. While it seems that many perspectives are represented in the current system, the current structure can actually be very insular because the nature of the system makes participation only
attractive to a relatively small number of AVMA members who have the time and inclination to travel periodically for meetings and to spend considerable personal time working on issues that might be of only tangential interest to them, all in order to have the opportunity to influence AVMA policy on issues of particular importance to them.

Additionally, the current system, which might have been workable when there were fewer entities, has grown to a nearly unmanageable size. The six core councils and numerous committees frequently have overlapping charges, which results in the need for considerable cross-entity consultation before a recommendation can be made to the Executive Board on any issue. This need for extensive cross-consultation, and the strong preference of the Executive Board to receive a single consensus recommendation from the current advisory apparatus, often causes policy recommendations to bounce around between entities for months or even years before a final recommendation goes to the Executive Board. On several occasions this has resulted in AVMA missing an opportunity to stake out a leadership position on an emerging issue.

Those entities whose charges do not overlap with other councils or committees often find themselves with very narrow charges that arguably do not justify the resources to continue to support those entities. However, the desire to accommodate the various constituencies and special interests within the veterinary community results in councils or committees rarely being sunset. Thus, the bureaucracy continues to grow and rarely shrinks or becomes more efficient or effective.

Nonetheless, a system for gathering input from experts and interested stakeholders in order to provide sound, knowledge-based recommendations to the elected leadership will always remain necessary for any professional association with the breadth of the AVMA. To that end, we propose a new advisory structure that will both streamline and simplify the policy development process, while also allowing for discrete opportunities to participate for those AVMA members who do not have the time or inclination to commit to a multi-year term on an AVMA entity.

**Concentric Circle Approach**

Around any issue or idea, there are typically three groups of people who have an interest in the subject. The “Organizers,” who have an interest and desire to participate in the formal advisory
structure, form the core group. These Organizers have an interest in every topic in their preferred subject matter and often have a working knowledge of most of the topics, although they are typically only true experts in one or a few topics. The Organizers want to participate in a formal AVMA entity and will make it a priority in their lives to do so.

The second layer out from the core Organizers is the “Busy Experts.” These individuals have considerable subject matter knowledge and expertise in one or a few areas, but they do not have the time or the inclination to participate in a standing AVMA entity. However, they are concerned about ensuring that the AVMA adopts the best, knowledge-based policies in their areas of expertise. While the Busy Experts are unlikely to commit to a multiyear term on a standing entity, they are often willing to join ad hoc groups working on a specific issue, or even just provide expert input upon request from the organizers.

The outermost layer is the “Interested Bystanders.” These are individuals who have an interest in a particular subject matter, but they are neither prepared to make the commitment required of Organizers nor do they have the background required to function as Busy Experts. Nonetheless, the input of the Interested Bystanders is crucial to ensuring that AVMA policy is informed by the views and experience of the wider membership.

Applying the Concentric Circle to an Organizational Structure

The concentric circle concept can be used to construct an efficient and effective advisory structure that also maximizes the opportunities for involvement by AVMA members. The Organizers will be part of a core population of Advisory Councils, which will be responsible for providing recommendations to the AVMA Board of Directors and professional staff on issues within their assigned broad subject areas.

It would be impractical for each Advisory Council to include the foremost expert on every possible issue that might arise within that Advisory Council’s subject area. Rather, when a complex issue arises that requires detailed study, the Advisory Council would reach out to the second concentric circle of Busy Experts and form a task force or working group to study the issue and prepare recommendations for the Advisory Council. These task forces and working groups would be focused on a specific issue or question, would be time limited and would automatically disband upon completion of their assigned tasks. This approach will create more opportunities for the Busy Experts to become involved with
AVMA without having to commit to more than they are willing or able to do at that time. Individual Busy Experts could also be tapped as consultants to Advisory Councils to provide ad hoc advice as needed.

However, regardless of how many experts are assembled on Advisory Councils, task forces, working groups and as consultants, this does not obviate the need for input from concerned members -- the Interested Bystanders. Input from this outermost concentric circle would be solicited through requests for comment on the AVMA’s web site and in print media, online message boards, and direct communication by Interested Bystanders to AVMA staff and Advisory Council members.

A structure built around this concentric circle approach would combine the efficiency of a smaller number of broad-based Advisory Councils with the ability to tap subject-matter expertise on an as-needed basis, all tempered by the common sense input of “rank and file” members interested in the subject area.
Advisory Councils Structure

The Advisory Councils will be fewer in number (compared to the current number of AVMA entities) and will focus on critical areas of interest to AVMA. The purposes of the Advisory Councils are to:

- Identify issues of concern to the AVMA and the veterinary profession
- Bring those issues to the attention of the Board of Directors
- Study those issues as requested by the Board of Directors
- Provide recommendations to the Board of Directors on issues as requested by the Board

Ad hoc task forces or working groups may be appointed by the Advisory Councils or the Board of Directors to assist Advisory Councils in their deliberations. The sponsoring Advisory Council (or the Board of Directors) will select the members of the task forces or working groups with the assistance of the Volunteer Resources Committee. The task forces/working groups will exist for a finite period, and will sunset upon delivery of their recommendations to the sponsoring Advisory Council (or the Board of Directors). In the case of task forces/working groups sponsored by an Advisory Council, the sponsoring Advisory Council will then endorse, modify, or recommend disapproval of the task force/working group's recommendations before forwarding them to the Board of Directors.

Advisory Councils will not have seats reserved for specific constituencies or organizations. The Board of Directors will appoint 10–20 members to each Advisory Council from a slate of candidates prepared by the Volunteer Resources Committee. AVMA members may also be nominated for Advisory Councils through petition. Advisory Council members will have staggered 3-year terms to promote institutional knowledge and continuity, and may be elected for up to two consecutive or nonconsecutive terms on a single Advisory Council. The Volunteer Resources Committee will consider the skill sets represented by the remaining members of an Advisory Council, and seek to nominate candidates to fill vacancies who would fill in skill gaps identified by the Advisory Council, Volunteer Resources Committee and staff. The intent of the Advisory Councils is to ensure that all perspectives are considered through inclusion of a broad range of skill sets on each Advisory Council. While an Advisory Council might be focused on a particular subject area, it
will be composed of members with knowledge, skills and abilities representative of the entire veterinary profession. By ensuring such a broad-based composition of each Advisory Council, the need for a multitude of constituency-based standing committees to weigh in on issues will be eliminated. Groups and individuals representing specific constituencies within the profession would still have the opportunity to provide Busy Expert or Interested Bystander input for the benefit of the Advisory Council. The work of the Advisory Councils will be transparent and in full view of all interested constituencies, so there will be considerable opportunity to provide input and advice to inform the policy development process.

A significant benefit of the Advisory Councils is that they will be required to prepare annually an issue agenda for consideration by the Board of Directors. This inventory of strategic issues can help align Advisory Council activities with the AVMA Strategic Plan and the budgeting process.
Transition plan and proposed new Advisory Councils
As new Advisory Councils are constituted by the Board of Directors, they would initially overlap in time with the existing AVMA entities. The first orders of business for the new Advisory Councils will be to assess the work of the existing entities within each Advisory Council’s assigned subject area. Entities with active, discrete projects that the Advisory Council believes should continue will be converted into ad hoc task forces charged with finishing those projects and sunsetting once the work is completed. Entities with no ongoing activities that cannot be transferred to AVMA staff or to the new Advisory Council will be sunset immediately.

We propose that Advisory Councils be established around the following subject areas, and that the identified existing AVMA entities be subsumed into the purview of those Advisory Councils:

• **Economics and Practice**
  
  *Charge* – This Advisory Council is charged to advise AVMA staff and the Board of Directors on economic and other issues affecting the practice of veterinary medicine. These issues include, but are not limited to, the veterinary workforce, profitability of veterinary practices, the treatment of illness and injury in animals, the role of veterinary technicians and other staff, and the interaction of veterinarians and their clients.

Existing AVMA Entities Subsumed into this Advisory Council:

• Council on Veterinary Service
• Council on Biologic and Therapeutic Agents
• Aquatic Veterinary Medicine Committee (economic and practice issues)
• AVMA/NAVTA Executive Board Liaison Committee
• Clinical Practitioners Advisory Committee
• Committee on International Veterinary Affairs (economic and practice issues)
• Committee on Veterinary Technician Education and Activities (economic and practice issues)
• Veterinary Economics Strategy Committee
• **Animal Welfare and Ethics**

*Charge* – This Advisory Council is charged to advise AVMA staff and the Board of Directors on issues related to animal welfare and the ethical practice of veterinary medicine. These issues include, but are not limited to, the ethical treatment of animals, ethical standards for veterinarians and the human-animal bond.

Existing AVMA Entities Subsumed into the Advisory Council:

- Judicial Council
- Animal Welfare Committee
- Steering Committee for Human-Animal Interaction

• **Education (non-accreditation educational issues)**

*Charge* – This Advisory Council is charged to advise AVMA staff and the Board of Directors on educational and training issues related to the veterinary profession. These issues include, but are not limited to, the education of veterinary and veterinary technician students (but not making decisions on accreditation of schools) and continuing veterinary education.

Existing AVMA Entities Subsumed into the Advisory Council:

- Not the current Council on Education (see AVMA “Regulatory” Activities below)
- AVMA/AAVMC Joint Committee
- Convention Management and Program Committee
- Veterinary Leadership Conference Planning Committee

• **Governmental and External Relations**

*Charge* – This Advisory Council is charged to advise AVMA staff and the Board of Directors on issues related to the interactions of the AVMA and the veterinary profession with the government and other outside entities. These issues include, but are not limited to, laws and regulations that affect veterinarians, relationships with producer groups and animal fancier organizations, interaction with animal advocacy associations and collaboration with other veterinary associations.
Existing AVMA Entities Subsumed into the Advisory Council:

- Animal Agriculture Liaison Committee
- AVMA/ASVMAE Joint Committee
- AVMA Political Action Committee Policy Board
- Committee on International Veterinary Affairs (responsibilities related to external relations)
- Legislative Advisory Committee
- State Advocacy Committee

**Scientific Activities**

*Charge* – This Advisory Council is charged to advise AVMA staff and the Board of Directors on issues related to the scientific underpinnings of veterinary medicine. These issues include, but are not limited to, research related to animals and humans that involves or should involve veterinarians, public health, preventive medicine, emergency preparedness, food safety, and environmental health and protection.

Existing AVMA Entities Subsumed into the Advisory Council:

- Council on Public Health and Regulatory Veterinary Medicine
- Council on Research
- Aquatic Veterinary Medicine Committee (scientific activities related to aquatic animals)
- Committee on Disaster and Emergency Issues
- Committee on Environmental Issues
- Food Safety Advisory Committee

**Membership and Governance**

*Charge* – This Advisory Council is charged to advise AVMA staff and the Board of Directors on issues regarding the governance of the AVMA, engagement of members in governance activities, and the provision of services and benefits to the membership. These issues include, but are not limited to, ongoing governance reform and improvement,
suggested bylaws amendments, leadership development, promoting health and wellness among members of the veterinary profession and recommending new member services.

Existing AVMA Entities Subsumed into the Advisory Council:

- Early Career Development Committee
- Governance Performance Review Committee
- Member Services Committee

**AVMA Regulatory Activities**

AVMA currently has five standing entities wholly or partially involved in regulating aspects of the veterinary profession in ways that are binding upon all veterinarians regardless of whether they are AVMA members:

- Council on Education
- Education Candidate Qualifications Review Committee
- Committee on Veterinary Technician Education and Activities (accreditation activities)
- Educational Commission on Foreign Veterinary Graduates
- American Board of Veterinary Specialties

AVMA’s involvement in setting rules for accreditation and certification for veterinary and veterinary technical schools, foreign veterinary graduates and veterinary specialists has been the subject of controversy for some time. There is currently a task force on foreign veterinary school accreditation that will be submitting its report around the same time that this report is submitted. It is beyond the scope of our charge to make specific recommendations on the future of AVMA’s “regulatory” activities, but we do strongly recommend that all such activities be completely separated (“firewalled”) from influence by the Board of Directors except for the BOD’s ability to appoint new members to these “regulatory” groups as members rotate off of the groups.
Leveraging AVMA Staff Talents and Expertise

The current AVMA advisory entities have for many years done most of the work in developing new policies and recommendations for dealing with issues that the AVMA has faced. While the AVMA’s professional staff has been far more involved than merely making arrangements for council and committee meetings, staff has historically not been empowered to act in AVMA’s best interests in the absence of a specific policy addressing an issue. In many cases, staff could develop an AVMA position that is faithful to AVMA’s values by understanding the spirit of existing policies and precedents, even if the letter of those existing policies are not precisely on point.

Additionally, considerable council and committee time is currently spent drafting and editing policies and recommendations in a large group process (i.e., “wordsmithing”). This is a tedious process and is often not a good use of the entity’s time or of AVMA’s resources. Staff will be enabled to prepare proposed recommendations for the Board of Directors and then seek advice from the Advisory Councils as needed. Issues that cannot be quickly resolved within the Advisory Councils can and should be referred to task forces or working groups for more detailed study. Finally, there are some AVMA entities that seem to exist for the purpose of performing operational activities rather than advising staff and the Board of Directors. Examples include the Convention Management and Planning Committee and the Veterinary Leadership Conference Planning Committee. The activities undertaken by these committees ought to be vested in a cadre of experienced staff who can undertake these operational activities with guidance from the appropriate Advisory Council (Education in this example).
Advantages of the Proposed Structure
This proposed new structure for the AVMA’s advisory entities will accomplish two seemingly contradictory goals: to reduce the AVMA’s complex policy development system to a leaner and more efficient structure, and to increase opportunities for AVMA members to participate in the policy and recommendation development process (appendix E5). Through the concentric circles approach, AVMA members can choose which circle to place themselves into as their personal and professional lives permit. Many members might choose to move back and forth among the various circles depending on their needs and interests at that point in time.

By substantially reducing the number of standing entities and relying more on ad hoc task forces and working groups, as well as advice received from consultants and interested members, AVMA will save considerable resources that can be reinvested in priority activities, while still developing quality knowledge-based policies and recommendations. More broadly focused Advisory Councils, tuned in to the thoughts of interested experts and “rank and file” members, will be in a better position to identify emerging issues and recommend proactive steps rather than constantly remaining reactionary as events overtake us.

These proposals not only streamline and simplify the advisory process, but they also acknowledge the reality of our 21st century world where more members want to be engaged, but fewer members have the ability to dedicate as much time to standing entities as was once the case.

Advisory Councils in Action: Case Study-Compounding
As an example of how the governance system would work, consider the following scenario. The AVMA Governmental Relations Division staff learns that, due to a lethal fungal meningitis outbreak in humans, several Members of Congress are drafting legislation that could impact how veterinarians are able to compound in the future. The AVMA’s current policy on compounding does not clearly address some of the legislation’s most significant provisions.

Step #1: Staff submits its findings to the Advisory Council (AC) on Scientific Activities.
Step #2: The AC on Scientific Activities forms a task force or working group comprised of individuals with particular expertise and interest in the topic, including regulators, industry, private practitioners from several types of practice where compounding occurs along with AVMA staff. The task force/working group chair is a member of the AC.

Step #3: The AC on Scientific Activities solicits comments from AVMA members, other interested ACs and outside stakeholders.

Step #4: The task force/working group communicates electronically on a frequent basis, and meets by telephone or video conferencing as necessary. The task force/working group may request an in-person meeting if absolutely necessary to reach consensus. Such request will be considered by the AC and be funded from its meetings budget.

Step #5: The task force/working group submits to the AC on Scientific Activities its recommendations to affirm or revise AVMA policy related to compounding.

Step #6: The AC on Scientific Activities considers the task force/working group’s recommendations and other feedback received during the comment period, and makes its recommendation to the Board of Directors to affirm or revise AVMA policy related to compounding.

Step #7: The Board of Directors votes on the recommendation submitted by the AC on Scientific Activities. The policy is communicated to members and stakeholders.

c. Volunteer Resources Committee
The Volunteer Resources Committee (VRC), consistent with the AVMA’s commitment to inclusivity, will seek leaders from a broad variety of stakeholder organizations, including state VMAs and allied veterinary groups. The AVMA believes the future of professional associations depends on their ability to adapt to, embrace and manage both membership and societal demographic changes. The volunteer leadership and staff must proactively seek
out and involve those individuals who reflect the diversity of the organization’s membership. In this regard, the VRC will act as the human resources section of the AVMA’s strong volunteer membership, and will be responsible for identifying and actively recruiting volunteers for the various entities within the AVMA. The VRC will maintain a pool of qualified candidates for election or appointment to these entities, and it will attempt to balance appropriate demographic diversity within these entities.

The VRC will consist of 15 members, each of whom will serve staggered two-year terms, renewable once. The terms may be held consecutively or non-consecutively. Once an individual has served two terms on the VRC, he or she may not serve on this entity again for the life of the entity. The individuals serving on VRC have gained an understanding of the AVMA governance system through their service to AVMA, and possess considerable networks that will be useful in sourcing talent. The Task Force expects that VRC members can therefore “hit the ground running.”

Additionally, a two-year term manifests the intent of the Task Force to constantly renew the pool of those serving on the VRC so it benefits from new perspectives and new connections. To avoid any perceived or potential conflict of interest, a member of the VRC may not serve on another entity concurrently while serving on the VRC.

No position of the VRC will be slotted for any specific constituency. In its initial years, a large part of the VRC membership might come from past national leaders (e.g. Executive Board and House of Delegates, as well as members of existing AVMA entities) who have experience within the association working on topics spanning the entire veterinary profession. No member of the current Board of Directors may serve on the VRC. BOD members must have rotated off the Board for at least 2 years before being allowed to serve on the VRC. The AVMA president, as an *ex-officio* member of all AVMA entities, may attend meetings of the VRC but does not have a vote (appendix E6).

The BOD will appoint nine members of the VRC, and the general membership will elect six at-large members. For the initial composition of the VRC, the House of Delegates will appoint HOD members to fill the six at-large positions.

The VRC will determine qualifications for various entity positions in consultation with the current entity members and staff consultants. The membership of the Advisory Councils will include some
members with expertise needed in a particular area, and others who have a broad outlook on the profession with a special interest in a given area. The VRC will determine a slate for each open Board position and AC position. The VRC will make every effort to nominate at least two candidates for each position. Election logistics will be overseen by the AVMA to control costs and allow for equal exposure of all candidates. Once a slate of candidates is identified, it will be submitted to the BOD for approval.

Factors for nomination to an AVMA entity that are common to all aspects of the organization will include:

• A broad appreciation of veterinary medicine as a whole.
• A willingness to work constructively with other members of the group.
• Nominees may have special interests and abilities, but must recognize that they represent all of veterinary medicine, not just a personal interest. As part of a national organization, they will work to improve the entire profession, not represent just specific parts thereof.

The Volunteer Resources Committee will identify a number of desired attributes that will be part of the selection process for new members of the Board of Directors:

• Demonstrated leadership commitment and involvement with AVMA entities.
• Recognized leader in the veterinary medical association community. Examples include, but are not limited to, serving as a leader for a state VMA, allied VMA or other entity representing organized veterinary medicine.
• Relevant expertise or experience in the disciplines of organizational management. Examples include, but are not limited to, branding, fundraising, maintaining and building relationships, budgeting, educating, using research and technology, and forming strategic alliances.
• Commitment to participate in six to eight face-to-face meetings per year, as well as electronic meetings or teleconferences as needed.
• Positive leadership attributes, emotional intelligence, ability to work collaboratively and engage in appropriate debate and discussion when needed.
• Visionary and strategic thinker. Demonstrated ability to envision new and innovative programs within their sphere of influence. Examples include, but are not limited to, programs incorporating strategic alignment, leadership development, future focus, healthy risk taking and an entrepreneurial spirit.

The VRC will utilize similar principles of inclusivity when identifying candidates for Advisory Councils or other entities. The VRC will request potential candidates to describe how they will contribute to the diversity of AVMA leadership. In this sense, we see “diversity” as a broad term that can apply to geography, practice type and many other personal circumstances.

SAVMA may appoint a non-voting liaison to each Advisory Council. Upon invitation, SAVMA may provide a student member to task forces and working groups.

The members of the Boards of the GHLIT, PLIT, and AVMF will continue to be selected according to those entities’ by-laws for legal purposes. The VRC may play a role in vetting nominees for those positions, if requested to do so by those entities.

The VRC will assume responsibility for identifying nominees for COE, and will do so in accordance to the guidelines of the Department of Education. If need be, it will accommodate DOE requirements by creating a workgroup to specifically select the AVMA members who will serve on the COE. One advantage to the VRC is that it can easily adapt to foster compliance with DOE requirements, as becomes necessary and appropriate.

The general membership and interested stakeholder groups will be notified when openings exist for nominations to the BOD, Advisory Councils, the VRC, and task forces. The membership and interested stakeholders will be called upon to submit the names of potential candidates who meet the skill sets identified in the announcements. Members may self-nominate or be nominated by a stakeholder organization for consideration by the VRC. Once a slate of candidates has been approved for elected positions, write-in candidates will also be allowed on any ballot, provided the individual has previously submitted a Candidate Interest Application to the VRC and meets the minimum eligibility requirements for that position.

Like other entities in the governance system, the VRC will benefit from interaction with staff consultants who are able to contribute
their experience and expertise relevant to the cultivating, identifying, training and supporting of the volunteers who serve on AVMA entities.

The creation of the Volunteer Resources Committee takes advantage of the AVMA’s recent utilization of appointing bodies for various entities, and improves and expands upon this concept. In the current AVMA governance system, the AVMA issues a call for nominees for openings within its various entities. The vast majority of these openings are within AVMA committees. After receiving nomination forms, the Executive Board will choose a member to fill the open position. For newly created entities, whether committees or task forces, the Executive Board currently creates an appointing body, consisting of a few AVMA EB members, AVMA staff and the Chair of the new entity (previously chosen by the EB), to select the remaining members of the committee or task force. The VRC would now become that appointing body, relieving the Board of Directors of a heavy responsibility, and allowing it to focus more on the other needs of our association. Currently the AVMA House of Delegates selects council positions, though it sometimes has difficulty identifying members to fill slots. The HOD also elects the president-elect and vice president. When these elections are contested, they can be fraught with political maneuvering and vote trading.

Further, the absence of designated slots for stakeholder groups in the VRC de-emphasizes the political considerations in choosing nominees, and allows for increased inclusivity and a balance of perspectives in the selection of leadership. The VRC will encourage diversity of thought and background in the selection of candidates, and will provide an effective tool for reflecting the increasing diversity of AVMA’s membership. It will also allow for the increased engagement of membership by providing the opportunity for the general membership to elect its representatives and leaders. Membership will further be engaged by the requirement for contested elections. Election protocols will be standardized, so all members will have access to information regarding each candidate, and members may meet candidates at the Annual Convention, Veterinary Issues Forum (see below), the Veterinary Leadership Conference or another AVMA function, as deemed appropriate in the election guidelines for a particular position. Ultimately the formation and utilization of the VRC applies proven practices in human resource management to the volunteer population, and provides for an effective match between an individual’s skills and knowledge and the needs of the AVMA and the veterinary profession.
d. Veterinary Issues Forum
A fundamental principle underlying our recommendations is that the AVMA’s current mixture of the structures of a professional association and a federation cannot continue to coexist. After considerable discussion and feedback from AVMA members, we have concluded that AVMA should fully embrace the professional association model (individual members) and remove the elements of a federation (group of groups) model that are currently part of AVMA’s governance structure. However, the input of stakeholder organizations is valuable and should continue to be welcomed and encouraged.

Individual Members Have the Vote
AVMA’s membership structure places the privilege of active, voting membership in the hands of individual, dues-paying veterinarians who meet the association’s membership criteria. Under the professional association model, all power to govern the association must emanate from that core “body politic.” Individual members elect the leaders of the association (i.e., the Board of Directors), and the Board subsequently selects the chief executive officer and appoints volunteer members to the various entities that serve to advise the Board in its governance of the association.

This necessarily requires that any authority to set policy or govern the actions or structure of the association must only be vested in the Board of Directors, or alternatively in the entire membership at large. A House of Delegates, as currently constituted, is a remnant of a federation model and cannot be sustained in a true professional association. As such, we recommend that the House of Delegates, as currently structured and empowered, be eliminated from the governance structure of the AVMA.

The Voice Must Be Preserved
Despite the conclusions that we have reached about the House of Delegates governance function as it currently exists, we recognize the crucial role that is played by having input from state and allied veterinary organizations and other stakeholders. To that end, we believe that while the vote must necessarily lie solely with the membership, state and allied organizations should retain a strong voice. The venue for that voice under AVMA’s new governance structure would be the Veterinary Issues Forum. The Forum will be held at least once yearly at a time to be determined by the Board of Directors.
Attendance at the Veterinary Issues Forum
The Forum would be attended by the Board of Directors, members of the Advisory Councils, the Volunteer Resources Committee, and representatives of any state and allied veterinary organizations that wish to participate. The only criteria for a state and allied organization to send a representative(s) would be that the organization's mission and activities be compatible with the mission and values of the AVMA. Ultimately, state and allied organizations would be responsible for funding the travel of their representatives; however, AVMA would provide the venue and meeting space each year. In order to permit organizations currently represented in the House of Delegates (and accustomed to having their delegates’ travel funded by AVMA) to budget for the additional expense, AVMA’s travel funding support will be gradually phased out over several years. Additionally, AVMA may provide “scholarships” to fund attendance of representatives from organizations that cannot otherwise afford to send representatives to the Forum. There will be no registration fees or costs for admission to the Forum other than the travel expenses incurred by the organizations’ representatives.

Purpose of the Veterinary Issues Forum
The purpose of the Forum is to provide state and allied organizations with direct, in-person access to AVMA leadership, solicit the views of the state and allied organizations, and engage in environmental scanning and identification of strategic issues affecting the veterinary profession as a whole. The Forum will be organized informally with many opportunities for networking, information sharing and collaboration, but will not operate as a formal assembly. There will be no organized voting (weighted or otherwise) and no power to pass resolutions or take any other binding actions. The thoughts and opinions expressed at the Forum will be recorded and maintained to assist AVMA in shaping policy and taking action.

The Forum will provide direct access to the opinions of the state and allied organizations as expressed by their own leaders, while also expanding the opportunity to participate for veterinary organizations that have not historically met the requirements for a seat in the House of Delegates. The Forum will also provide a “home” for ceremonial functions (such as recognizing foreign dignitaries and announcing awards), especially appropriate if the Forum is held in conjunction with the AVMA Convention. By sponsoring the Veterinary Issues Forum, AVMA will provide a signature annual event to bring together veterinarians from diverse interests and specialties in the profession toward a
common purpose and sense of community. Having the AVMA function as the convener for this Forum will promote trust, broad participation and commitment to success among the broad range of participants in the Forum.

Establishing the Veterinary Issues Forum as the successor to the House of Delegates eliminates potential conflicts that current delegates experience in representing both the interests of AVMA and those of the appointing organizations. In addition, the VIF allows for more efficient use of AVMA's human and financial resources. Indeed, the entire governance remodeling plan that we have outlined fulfills multiple recommendations of the 20/20 Vision Commission report:

• Re-brand AVMA as the legitimate convener of, and participant in, issue forums and joint strategy development with other organizations
• Reinvent the organizational structure and governance process, based on an external review of entire AVMA governance and member participation (including its structure, councils, committees, election of officers, governance entities, and processes for member engagement and participation) to ensure:
  • Alignment with the new vision
  • High degree of democratization
  • Promotion of trust (i.e., visibility and transparency)
  • High degree of member engagement and participation
  • Flexibility and adaptability
  • Minimize potential barriers to serving in leadership roles that do not add to the quality of leader sought
  • Appropriate relationship between member and staff roles
  • High quality outcomes
  • Accountability to membership
• De-politicize the process for electing president and other key leadership positions by reducing certain barriers, e.g., election by entire membership
• Ensure that AVMA has the capacity to conduct continuous scanning, trend analyses, and situation-awareness understanding, and can detect emergent and critical issues early
• Restructure its governance and organizational design to be proactive, and focus its time and resources on the most strategic and highly impacting issues that will help inform and determine its future actions

• Create a distinct function, capacity and plan within AVMA to improve the way in which the Association learns, adapts, collects and analyzes information, and improves its decision-making

4. Elections
The Task Force contemplates that the BOD, with input from staff and legal counsel, will develop election process guidelines to assist candidates for officer, BOD and VRC positions gain nationwide or regional exposure during their candidacy, depending on the relevant electorate for that position. These guidelines should afford all candidates equal access, opportunity and organizational support. More specifically, the Task Force suggests that such guidelines address the following:

• Specified opportunities to address members at AVMA-sponsored events (e.g. Annual Convention, Veterinary Leadership Conference, Veterinary Issues Forum)

• Guidance to candidates with the scope and format of presentations and promotional materials

• Consideration of providing candidates with complimentary registration to AVMA events for the purpose of campaigning

• Developing a standard template for campaign brochures

• Developing a uniform manner to highlight the candidates for elected positions in AVMA publications and web sites, including a set of survey questions asked of all candidates

• Encouraging candidates to emphasize their skills, experience and expertise, rather than political connections or personal endorsements

• Possible funding to candidates to support campaign brochure publication costs and travel costs to events to campaign

• Specified time limits for campaigns
• Frequency and method of contacting AVMA members for campaign purposes

• Administration of elections through electronic balloting and availability of write-in votes; and

• Findings of violations of election guidelines and available sanctions, including disqualification of a candidate

5. Transition and Implementation

As the AVMA moves forward with modernization of our governance, it is critically important that moving from the current system to a new system be staged in such a manner as to allow the work of the association to continue unimpeded, and that disruption to people and processes currently in place be kept to a minimum.

The first group to be formed and operating will need to be the Volunteer Resources Committee. This committee is a new entity that does not impact the current operating structure of the organization. This committee will be the group that acts as the human resource department for our volunteers: defining job descriptions, establishing qualifications for various volunteer opportunities tailored to the entity need, recruiting volunteers, and providing a source of entity descriptions and work for potential candidates.

The VRC will consist of 15 members with staggered two-year terms. If approval of the governance change is decided in January 2014 the VRC will be constituted by April 2014 in the following way:

• Initially, the six at-large positions will be filled by members of the House of Delegates, to be elected by the HOD. Three of the members will serve a three-year transitional term that is not eligible for renewal, the other three will have renewable two-year terms (which will be the regular term of office for this position). The Executive Board will appoint the other nine members. These nine positions will eventually be appointed by the new Board of Directors. Five individuals will serve a three-year non-renewable term that will disqualify them from future service on the VRC. Four individuals will be appointed to regular two-year renewable terms. After the initial positions have been appointed, all VRC candidates will be required to have left active AVMA governance service for a period of two years to be eligible for consideration.

“Every profession has its defining moments where talented individuals and leaders will influence the course of events for generations to come.”

– 20/20 Report
The VRC will select a slate of candidates that fulfills the spectrum of professional and diversity needs for the seven Advisory Councils by April 2015 so they can be selected to start their positions at the 2015 AVMA Annual Meeting Assembly. Initially, the six Advisory Councils will be staffed with volunteers drawn exclusively from the ranks of existing councils, committees and HOD members. All terms will be eligible for renewal following their initial term. Terms will be six members each for a term of two, three, and four years to create a staggered rotation of members. Term renewals will be the standard three years thereafter.

April 2015 will also be when elections for president-elect and treasurer will be held under the new direct membership voting process. The student focus director position will be automatically filled with the unexpired term of the vice president in the current governance structure. A national election in 2016 will then establish the new student focus director. Members of the current Executive Board will be replaced as their terms expire to make way for the new election of district directors, including contested elections at the district level. This will be a five year phase-in to allow all to serve their full expected term. Any resignations filled after the new system is adopted will follow the new procedures. The at-large director seat will initially be appointed by the Board of Directors and filled by a member of the outgoing House Advisory Committee for a period of three years. The term will be able to be renewed in a contested national election, but will not be limited to any previous entity service.

Change starts when someone sees the next step.

– William Drayton
APPENDIX
RESOLUTION 10 — 2011
Regular Annual Session

Submitted by
AVMA Executive Board
AVMA House Advisory Committee

REVIEW OF AVMA GOVERNANCE AND MEMBER PARTICIPATION

RESOLVED, that the American Veterinary Medical Association (AVMA) House of Delegates recommend that the Executive Board appoint a task force charged to conduct a review and evaluation of the AVMA governance structure (including member participation) and process to determine if it will meet future needs of the membership, profession and Association. The HOD requests that the final report of the task force, once received by the Executive Board, be made available to the HOD within approximately one year of the formation of the task force.

Statement about the Resolution

The AVMA 20/20 Vision Commission was formed by the Executive Board to develop a future vision for AVMA and recommend strategies to achieve the vision. The Commission wrote in its 32-page final report, “The Commission strongly endorses an organizational transformation leading to a new vision and adoption of key strategies that will guide it to achieving the vision.” Among the components of a future vision were the following: functioning in a manner that promotes high trust, broad participation, and commitment among its diverse membership and other key stakeholders; unifying the diverse interests and specialties in the profession toward a common purpose and sense of community; operating and governing proactively, strategically, and incorporating technological advances.

The 20/20 Commission recommended 11 organizational dimensions and strategic approaches. Many of the organizational dimensions are impacted by having effective governance and involved membership. Five, in particular, relate to association governance. The Commission envisioned that by the year 2020, the AVMA should have:

- "Leveraged and adopted remarkable advances in technology that improve communications, education, connectivity, and engagement;"
- "Governed, operated, and made decisions and policies in a transparent, inclusive, and more democratized manner;"
- "Created a special culture that is collaborative, customer-focused, forward-leaning, innovative, nimble, and inclusive;"
- "Ensured it has the capacity to be knowledge-based, proactive, and responsive on critical issues;"
- "Reflected the changing demographic, ethnic and generational differences of society and actively engaged more women in leadership roles."

The Commission’s report stated that “AVMA will need to adjust and change to meet new needs and
changing demands and expectations of its membership and the public.” The Commission proposed that the AVMA “reinvent the organizational structure and governance process” and suggested an external review be included in the evaluation of AVMA’s governance. The governance evaluation should be broad based and include its “structure, councils, committees, election of officers, governance entities, and processes for member engagement and participation.”

The Executive Board supports this broad based approach and concurs with the Commission’s opinion that an evaluation should be done to ensure alignment with the new vision; a high degree of democratization; promotion of trust (eg. visibility and transparency); flexibility and adaptability; minimal potential barriers to serving in leadership; and other important and valuable outcomes.

This resolution to form a task force to conduct a review and evaluation of the AVMA governance structure (and member participation) would respond positively and proactively to the recommendation of the 20/20 Vision Commission and continue the AVMA’s initiative to create a new vision for the future and the necessary strategies to achieve the future vision.

The Executive Board will consider various forms of the task force and its composition, for example, of approximately 11 individuals, holding several meetings, with a facilitator, to conduct a review and evaluation. The task force will likely include a diversity of members and non-members with relevant expertise or experience to accomplish the charge of the task force. Also to be considered would be the feasibility of the task force engaging external experts on association governance.

Financial Impact: Total cost to be determined. As an example, the estimated cost of an 11 member task force holding 3 facilitated meetings would be approximately $45,000.
Appendix E2: Member Needs Assessment Segmentation

Segmentation goals

- Segmentation analysis was used to cluster practicing veterinarians (current members and lapsed) into groups representing similar needs.
  - Groups were designed so that individuals within a segment were similar with regard to their needs, but different from the rest of the population.
  - For an association which strives to meet the needs of the entire profession, understanding different segments’ needs ensures a clear understanding of the different types of members within the organization based on how they wish to be served.
  - Programs and services can then be designed and or bundled and marketed together in groups that appeal to individual segments.

Four segments were identified. The segments were fairly equal in size, though the Connect Me segment includes more lapsed members.

Segment Sizes

- 90% current members, 10% lapsed
  - Guide Me 23%
  - Immerse Me 27%

- 86% current members, 14% lapsed
  - Connect Me 24%
  - Insure Me 26%

- 93% current members, 7% lapsed

- 94% current members, 6% lapsed
Appendix E2: Member Needs Assessment Segmentation (cont.)

Four segments were identified. The segments were fairly equal in size, though the Connect Me segment includes more lapsed members.

**Segment Sizes**

- 90% current members, 10% lapsed
- Guide Me: 23%
- Immerse Me: 27%
- Connect Me: 24%
- Insure Me: 26%
- 93% current members, 7% lapsed
- 94% current members, 6% lapsed

**The Immerse Me Segment**

"Help me stay up to date so I can continue to get the most from my career and my membership."

- Very engaged with the veterinary profession. Comprised largely of suburban companion animal practitioners, they are pleased with their careers and enjoy being involved in their local communities.
- Active in the profession and more likely to belong to state, local, and specialty veterinary associations in addition to AVMA.
- See a wide variety of reasons to belong to the AVMA, including for the good of the profession as well as for their personal and professional growth. They are more aware of and more likely to have used many AVMA programs in the past year and overall their attitude is more positive toward AVMA than other groups.
- Because they are interested and engaged in the profession, they express a wide variety of needs that will help them continue to stay on top of information and make the most of their careers.
Appendix E2: Member Needs Assessment Segmentation (cont.)

The Immerse Me Segment
“Help me stay up to date so I can continue get the most from my career and my membership.”

- Very engaged with the veterinary profession. Comprised largely of suburban companion animal practitioners, they are pleased with their careers and enjoy being involved in their local communities.
- Active in the profession and more likely to belong to state, local, and specialty veterinary associations in addition to AVMA.
- See a wide variety of reasons to belong to the AVMA, including for the good of the profession as well as for their personal and professional growth. They are more aware of and more likely to have used many AVMA programs in the past year and overall their attitude is more positive toward AVMA than other groups.
- Because they are interested and engaged in the profession, they express a wide variety of needs that will help them continue to stay on top of information and make the most of their careers.

The Insure Me Segment
“Give me good insurance at a fair price and I’ll be satisfied.”

- Largely comprised of seasoned companion and mixed animal practice owners, many of whom live in rural communities. They are very satisfied with their careers and express relatively few needs.
- Their need for both professional and personal insurance is high and they use both GHLIT and PLIT. Otherwise, they generally rate AVMA programs lower overall and place less importance on them.
- One opportunity with this group is that more than 80% of members of this segment say they need news about the profession and information about regulatory change and innovation. Because the group is more likely to say they have difficulty keeping up with emerging information and they often feel “on duty,” providing easily digested professional updates may be particularly helpful.
Appendix E2: Member Needs Assessment Segmentation (cont.)

The Connect Me Segment
“Support me in educating and influencing others about our profession.”
- Comprised primarily of academic, government, and industry professionals.
- Has very different career needs.
- More likely to have lapsed in their membership, suggesting that AVMA may not be meeting their needs particularly well with its current programs.
- Unique in that they seek opportunities to collaborate and engage with others through teaching and speaking. They also seek to influence public and AVMA policy.

The Guide Me Segment
“I’m starting out or struggling in this profession. Help me navigate my career.”
- Comprised largely of younger female veterinarians, many of whom are associates. They express a lot of professional and personal development needs so they can advance in their careers. Many of the needs they express are highly personalized – advice on managing their careers, finances, cases, and time.
- Worried about job security and dissatisfied with their incomes, this younger generation sees fewer reasons to belong to the AVMA. They are less aware of and place less importance on many of AVMA’s current programs, although it is probably not surprising that they are heavier users of the Career Center.
## Appendix E3: Board of Directors Candidate Matrix

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## Appendix E4: Veterinary School Outreach

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Appendix E5: Overview: The Process of Policy

- Individual Members
- State VMAs & Allied Organizations
- Veterinary Issues Forum
- Staff
- Advisory Councils (Via various task forces/working groups)
- Board of Directors (Executive Committee)

Final Action

Task Forces/Working Groups

Solicits feedback and input from:
- Subject matter experts
- Staff
- Membership
- State & Allied Groups
- Industry
- Government
- Other Stakeholders
Appendix E5: Overview: The Process of Policy
Case Study: #1 Business as Usual

Idea Generated: Within Advisory Council or Referred to AC

Simple Issue, Addressed within AC Charge & Capability
Task Force/Working group within the AC
Product and Action Plan
Reports to AC with Final Product
Final Product brought to BoD for Action

Complex Issue NOT within AC Charge and/or Capability
AC decides best method for accomplishing goal is stand-alone Task Force
Sends request to BoD for Task Force /Working Group & Funding
BoD Approves: 2 BoD members, 3 AC members, and 1 Staff Liaison generate skill set for VRC
VRC calls for volunteers; evaluates nominees; creates slate of nominees
BoD approves slate; Task Force is formed and begins work on original issue

See Case Study #3
Appendix E5: Overview: The Process of Policy  
Case Study: #2 Rapid Response Required

1. Concern is raised (e.g., reaction to pending legislation)
2. Referred to Advisory Council
3. Discussion using technology (conference calls, virtual meetings, electronic communication)
4. Recommended Action sent to BoD
5. BoD discusses and comes to a decision
6. Final Action
Appendix E5: Overview: The Process of Policy
Case Study: #3  Actions of a Task Force/Working Group

Task Force/Working Group Formed to Address Specific Issue
- TF/WG sponsored by AC or BoD
- VRC generates slate of nominees appointed through BoD
- Includes BoD Liaison and Staff Liaison

Task Force/Working Group determines information required
- Research
- Cooperation with needed subject matter experts
- Partnership with outside entities as needed

Discussion and Deliberation
- In-person meetings
- Electronic communication
- Teleconference, virtual meetings

Final Recommendation and Report sent to sponsoring entity (BoD or AC)
- AC reviews and sends recommendation to BoD, or BoD takes direct action

BoD discussion and Final Action
Appendix E5: Overview: The Process of Policy
Case Study: #4 Five year Policy Renewal

Policy up for renewal is posted on website

Membership & other stakeholders give input

Advisory Council considers all input and current research, knowledge base on topic

Policy is either renewed, changes are made, or declared unnecessary

AC sends final recommendation to BoD

BoD considers input from AC

Final Action taken
Appendix E5: Overview: The Process of Policy
Case Study: #5 State/Allied Organization Input

State or Allied Group Identifies Current or Prospective Issue

- Brought forward at Veterinary Issues Forum
  - Discussion among other organizations with request for AVMA action
    - BOD and/or Staff refer to appropriate entity
      - See Case Study #1
    - Falls within AC charge
      - Referred for consideration and recommendation
        - See Case Study #1
    - Not currently within AC charge
      - Creation of Task Force/Working Group for Issue
        - See Case Study #3
  - Geographic representation on BoD
    - BoD discusses and considers issue
Appendix E5: Overview: The Process of Policy
Case Study: #6 Member Dissatisfaction
## Appendix E6: Volunteer Resources Committee Candidate Matrix

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