House of Delegates Dialog Session

Task Force on Governance and Member Participation

January 4, 2013
Task Force on Governance and Member Participation

- Mr. Ralph Johnson, Chair
- Mr. Richard Alampi
- Dr. Sarah Babcock
- Dr. Stewart Beckett
- Dr. Grace Bransford
- Ms. Bridget Heilsberg
- Dr. Adam Langer
- Dr. Stacy Pritt
- Dr. Kathy Reilly
- Dr. Rebecca Stinson Dixon
- Dr. Lori Teller

- Consultant: Mr. Glenn Tecker
- Staff Consultants: Dr. Mark Lutschauinig, Mr. Adrian Hochstadt
12 Key Trends In Association Governance
A Conversation About Opportunities, Challenges And Potential.

Sources - TI Principal and Senior Consultants expertise, experience and operational issue consultations; Client associations’ governance remodeling experiences, SWOT assessments, organizational performance audits, environmental scans, and strategic planning initiatives: ASAE research and publications, CSAE research and publications, McKinley Consultants an HBR research and publications on corporate and business governance;
Associations Are A Microcosm Of The Larger Society

The major drivers of change in professional associations today occur at the confluence of shifting demography and rapidly evolving technology.
Shifting Demography and Rapidly Evolving Technology

Are the major drivers of change in the governance of professional associations today.
**Trend:** A change in progress and the direction of that change.

<table>
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<tr>
<td>Governance that is:</td>
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**Trend:** A change in progress and the direction of that change.

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**Trend:** A change in progress and the direction of that change.

<table>
<thead>
<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Ways to govern given membership demographics and technology at our invention</td>
<td>Ways to govern given membership demographics and technology today and in the future.</td>
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**Trend 1:** A change in progress and the direction of that change.

<table>
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<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Supervision &amp; Management</td>
<td>Oversight &amp; Leadership</td>
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**Trend 2: A change in progress and the direction of that change.**

<table>
<thead>
<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Protecting the interests of the constituency</td>
<td>Pursuing the interests of the membership</td>
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**Trend 3: A change in progress and the direction of that change.**

<table>
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<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Mismatch between the role, process and capacity</td>
<td>Alignment of governance structure, process and culture</td>
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**Trend 4:** A change in progress and the direction of that change.

<table>
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<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Costly large opinion driven groups</td>
<td>Cost effective small information driven groups</td>
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**Trend 5: A change in progress and the direction of that change.**

<table>
<thead>
<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Periodically gathering together at one place at one time for a short period of time</td>
<td>Communicating with each other from anywhere at anytime</td>
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Trend 6: A change in progress and the direction of that change.

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<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Geographic representation</td>
<td>Variables that ensure diverse perspectives</td>
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**Trend 7:** A change in progress and the direction of that change.

<table>
<thead>
<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Small sample of key stakeholders</td>
<td>Near instant direct access to each stakeholder</td>
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</table>
**Trend 8:** A change in progress and the direction of that change.

<table>
<thead>
<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Highly political nominating committees</td>
<td>Skill balanced nominating committees</td>
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</table>
**Trend 9:** A change in progress and the direction of that change.

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<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Bureaucracy</td>
<td>Adhocracy</td>
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Trend 10: *A change in progress and the direction of that change.*

<table>
<thead>
<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Trouble earning engagement and trust</td>
<td>Developing a culture of engagement and trust</td>
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**Trend 11:** A change in progress and the direction of that change.

<table>
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<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Underutilized staff expertise</td>
<td>Member and staff leader roles redefined</td>
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Trend 12: A change in progress and the direction of that change.

<table>
<thead>
<tr>
<th>FROM</th>
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<tbody>
<tr>
<td>Allocation of expert staff time to clerical and logistical support</td>
<td>Reduced levels of expert staff time to clerical and logistical support</td>
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</table>
Vote #1

Select the category that most closely represents your role:

1. AVMA member or other
2. AVMA staff
3. Council / Committee / Task Force
4. Emerging or future leader
5. Executive Board
6. House of Delegates
7. SAVMA member
8. VMA elected leader
9. VMA executive
Vote #2-Test Statement for Keypads

January weather in Chicago heightens my desire to attend the Veterinary Leadership Conference

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
How Did We Get Here?

Dr. Rebecca Stinson Dixon

- AVMA 20/20 Vision Commission (2010-11)

- Task Force on Governance and Member Participation (2011-12)
  - Governance summit (July 2012)
  - Comments on eight proposed models (Aug-Sept 2012)
  - Case for Change and Foundational Statements (Oct 2012 – Jan 2013)
Task Force Findings and the Case for Change

Dr. Kathy Reilly  
Dr. Sarah Babcock  
Mr. Richard Alampi
Task Force Findings and the Case for Change

20/20 Vision Commission findings

- Appropriate representation of membership by gender; age; race; work field; and geography
- High levels of participation in decision making
- Transparency
- Flexibility and adaptability
- Emphasis on substance over politics
- Opportunities for participation at multiple levels of interest and capability
Task Force Findings and the Case for Change

- Cost of operating AVMA entities (2012 AVMA budget):
  - $4,890,799 (16% of budget)
  - Committees and councils: $2,422,360
  - House of Delegates: $633,382
Vote #3

• What was the overall average cost of a resolution in 2012?
  
1. $57,000  
2. $700  
3. $17,000  
4. $37,000
Vote #4

• What is the policy-making body of the AVMA?

1. Executive Board
2. House of Delegates
3. Both
4. Neither
Vote #5

• In the state of Illinois, according to the law governing non-profit organizations, how many bodies are allowed to govern the management of the organization?

1. Two
2. Three
3. One
4. No limit
Task Force Findings and the Case for Change

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.

Jeffrey Tenenbaum, leading association and nonprofit attorney and author
Task Force Findings and the Case for Change

A new governance system should:

- Be responsive to membership needs
- Provide value on investment
- Serve members and profession efficiently and effectively
- Be nimble enough to meet future governance challenges
- Provide volunteer opportunities that are rewarding and satisfying
Task Force Findings and Foundational Statements

Dr. Stewart Beckett
Dr. Stacy Pritt
Ms. Bridget Heilsberg
Segment A
“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, being 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.
Segment B
“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 profession updates may be particularly helpful.
Segment C
“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.
Segment D
“*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.

76% of 4th year students.
Task Force Findings and 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.
Task Force Findings and Foundational Statements

- The AVMA staff has tremendous insight into the profession and its needs, and their scientific and non-scientific expertise should be utilized to the fullest.
- Face-to-face meetings are important for exchanging ideas, developing leaders, and fostering personal and organizational relationships.
- The AVMA needs to have effective channels of communication with all segments of organized veterinary medicine and other organizations with intersecting interests.
The AVMA has a need to more directly solicit, receive and utilize input from members.

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

The AVMA needs a policy development process that allows the organization to respond in a timely way and take maximal advantage of opportunities.
Task Force Findings and Foundational Statements

- The AVMA must structure itself as a professional membership association, not a federation of associations.
- The AVMA needs a clearly defined and effective process for leadership identification, recruitment and development.
Task Force Findings and Foundational Statements

- 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 policy authority.
- Students should be incorporated into the AVMA membership structure, with voting rights.
Vote# 6  Voting on Foundational Statements

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

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Eliminating redundancy allows resources to flow to meaningful and impactful work.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #8 Voting on Foundational Statements

The AVMA staff has tremendous insight into the profession and its needs, and their scientific and non-scientific expertise should be utilized to the fullest.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #9  Voting on Foundational Statements

Face-to-face meetings are important for exchanging ideas, developing leaders, and fostering personal and organizational relationships.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
The AVMA needs to have effective channels of communication with all segments of organized veterinary medicine and other organizations with intersecting interests.

1. Strongly agree
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3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
The AVMA has a need to more directly solicit, receive and utilize input from members.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
The AVMA process for developing knowledge-based policy requires input from stakeholders.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #13 Voting on Foundational Statements

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

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
The AVMA must structure itself as a professional membership association, not a federation of associations.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
The AVMA needs a clearly defined and effective process for leadership identification, recruitment and development.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #16 Voting on Foundational Statements

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 policy authority.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #17  Voting on Foundational Statements

Students should be incorporated into the AVMA membership structure, with voting rights.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Results: Foundational Statements
Preliminary Recommendations

- Key Element A - Board of Directors
- Key Element B - Advisory Councils and Task Forces
- Key Element C - Leadership Nominating Committee
Preliminary Recommendations

Key Element A – Board of Directors

Dr. Adam Langer

- Fiduciary duty
- Membership
- Elections
- Position of Vice President
Key Element A

Composition of Board of Directors (17)

- President
- President-elect
- Immediate Past President
- Treasurer
- 11 Directors, elected at-large
- Chief Staff Officer and Assistant Executive Vice President, both non-voting
- (No Vice President)
Vote #18   Voting on Key Element A

17 members of the Board of Directors

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #19   Voting on Key Element A

Eliminate the position of Vice President

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #20  Voting on Key Element A

Direct member election of officers and directors

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #21  Voting on Key Element A

Eliminate geographic districts for directors

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #22  Voting on Key Element A

Equal time and opportunity for all candidates to get their message out to the membership

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #23    Voting on Key Element A

AVMA would conduct the election for all officers and directors using an electronic secret ballot process

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #24   Voting on Key Element A

A centrally administered, online campaign will ensure consistency in the process, fair and open access to the ballot for all potential candidates, and election results in which all can have confidence

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Results: Key Element A
Preliminary Recommendations

Key Element B – Advisory Councils and Task Forces

Dr. Grace Bransford

• Size
• Qualifications of members
• Strategic topics
• Annual forums
Vote #25  Voting on Key Element B

Advisory Councils will be formed around strategic goals / initiatives such as Advocacy, Animal Welfare, Economics, Education, Membership Participation, and Research

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #26  Voting on Key Element B

Councils will be made up of approximately 11-13 individuals with skills, backgrounds, and interest in those areas.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #27  Voting on Key Element B

Each Advisory Council will have a liaison from the Board of Directors and a liaison from AVMA staff

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #28 Voting on Key Element B

Councils will report back to the Board of Directors

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #29  Voting on Key Element B

Advisory Council members will be selected by the Leadership Nomination Committee

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #30    Voting on Key Element B

Advisory Councils will select members for groups helping them in achieving certain goals

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #31  Voting on Key Element B

Advisory Council work groups will comprise structures such as sub-committees and task forces, and include input from all interested AVMA members and perhaps outside stakeholders.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #32  Voting on Key Element B

Advisory Councils will meet in person together annually to coordinate their work and provide an opportunity to perform certain ceremonial duties that are presently addressed through HOD meetings

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #33 Voting on Key Element B

New system goals are to engage our membership and attract new members, continue to gather environmental scanning input on an ongoing basis, groom new future leaders and harness the knowledge and experience of existing ones, help forge alliances with other animal health and welfare groups, and, above all, drive forward AVMA’s strategic goals.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Results: Key Element B
Preliminary Recommendations

Key Element C – Leadership Nominating Committee

Dr. Lori Teller

- Credibility
- Legitimacy
- Leadership development
- Balanced skill sets
Preliminary Recommendations

Key Element C

Attributes of nominees:

- Think strategically and analytically
- Effectively communicate thoughts and reasons
- Earned respect
- Ability to work well with others
- Earned reputation for emotional maturity, personal integrity, and honesty
- Familiarity with body of knowledge and substantive content
Vote #34  Voting on Key Element C

AVMA will need to have the capacity and leadership to take on the critical role of facilitator and convener of diverse groups to facilitate dialog, resolve conflicts, and address a wide variety of issues

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #35    Voting on Key Element C

The people nominated for leadership positions must possess the required experience and expertise to meet the needs for the specific positions being filled. The second requirement is legitimacy. There must be a representative distribution of power among groups.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #36    Voting on Key Element C

The various AVMA entities are divided into “camps” or “factions” such as public health, animal welfare, research, producer groups, and others, rather than groups with diverse professional perspectives

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #37  Voting on Key Element C

Our new governance model will allow for a variety of professional perspectives to be mingled together in single entities, which will allow for more efficient and effective policy-making and a more nimble responsiveness.

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #38  Voting on Key Element C

Appointing committees based on balancing special interests may lead to the protection of those interests and not to the common good of the AVMA, or the profession as a whole

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #39  Voting on Key Element C

The governance process is leading to a significant disconnect between those who serve and those choosing not to get involved in the current organizational hierarchy

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #40  Voting on Key Element C

When filling roles within the AVMA, the LNC should actively consider how to incorporate or engage members who reflect the changing demographics of the profession

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #41  Voting on Key Element C

Composition of the LNC is still to be determined, but at this time, we believe that 11 members plus a non-voting chair is a good place to start

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #42 Voting on Key Element C

The LNC will propose a slate of nominees as positions become available, and it may also be involved in overall leadership development

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #43  Voting on Key Element C

The positions for all advisory bodies will be appointed and the positions for all decision-making bodies will be elected by the general membership

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #44 Voting on Key Element C

LNC will need to move away from the idea of a constituency-based board, and even from a competency-based board, and instead consider the idea of balanced skill sets

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #45  Voting on Key Element C

Each member of a group comes with his or her own skill sets, and these need to balance the other skills already present in the entity

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Vote #46 Voting on Key Element C

There are certain attributes that the LNC will take into consideration as it considers nominees for various leadership positions. These include:

- The ability to think strategically and analytically and to effectively communicate thoughts and the reasons for them
- Possession of earned respect of other key stakeholder group members
- The ability to work well with others as a member of a collaborative group with group decision-making authority
- An earned reputation for emotional maturity, personal integrity, and honesty
- A familiarity with the body of knowledge related to both the process for which the group is responsible as well as the substantive content of the subject area within which decisions and choices will have to be made

1. Strongly agree
2. Agree for the most part
3. Somewhat agree
4. Somewhat disagree
5. Disagree for the most part
6. Strongly disagree
Results: Key Element C