

ASHA'S GOVERNANCE STRUCTURE AND PROCESS:

A PROPOSED NEW MODEL

A Report Prepared by the

Ad Hoc Committee on Governance Structure and Process

John E. Bernthal	Former Executive Board
Stan Dublinske	Ex Officio
Mary S. Gray	Former Legislative Council
Sue T. Hale	Former Executive Board
Dennis C. Hampton	Former Legislative Council
Mary U. Hooper	Current Legislative Council
Raymond D. Kent	Chair, and Current Executive Board (Term on EB ended in December 2006)
Patricia J. Olmstead	Former Legislative Council
Arlene A. Pietranton	Executive Director
L. Gay Ratcliff	Former Executive Board
Paul Meyer	Consultant

**ASHA GOVERNANCE STRUCTURE AND PROCESS:
A PROPOSED NEW MODEL**

TABLE OF CONTENTS

Preamble	3
Background.....	3
Committee Activities	4
Governance Vision.....	4
Change Drivers	5
Governance Survey Data	5
Desired Governance Outcomes.....	6
Basis for Recommendations	6
Proposed Governance Model.....	7
• Board Of Directors.....	7
• Advisory Councils	10
Costs.....	13
Evaluation Plan for the New Governance Model	10
Transition to a New Governance Model.....	14
Why Change From a Bicameral to a Unicameral Governance Model.....	15
Summary	16

ASHA GOVERNANCE STRUCTURE AND PROCESS: A PROPOSED NEW MODEL

PREAMBLE

Experts on association governance recommend that associations review their governance periodically to determine if it meets the needs of members and if it is efficient and effective. As membership in an association grows or as the association faces different challenges, a system of governance that served well at one time may no longer be satisfactory. The obligation, then, is to conduct a review of governance and to recommend changes in governance structure and process if they are warranted. The Ad Hoc Committee on Governance Structure and Process was assigned this obligation and recommends that ASHA use a governance model that includes a 16-member Board of Directors and an Audiology Advisory Council composed of 53 members and a Speech-Language Pathology Advisory Council composed of 53 members. The Committee's goal was to create a governance structure and process that is responsive to ASHA member wants, needs, and trends; serves members and the professions efficiently and effectively; meets current and future governance challenges; and is satisfying to those members who are involved in ASHA governance activities.

BACKGROUND

In 1995, ASHA initiated a review of its corporate and governance structure. In 1997, the Legislative Council (LC) approved a plan for "Reorientation of ASHA's Governance Process and Structure." The plan was designed to implement a process of "shared governance" between the Executive Board (EB) and the LC, provide autonomy to the Audiology/Hearing Science and Speech-Language Pathology/Speech or Language Science professions in approving policy documents that related to their respective professions, and provide the LC with an opportunity to discuss and identify the critical issues related to the professions and the Association. The current governance structure and process has been in effect for 7 years. Responsible stewardship of an association requires that the governance structure be reviewed periodically to determine if it is meeting the needs of members and is being carried out in a cost-effective manner.

Based on formal evaluations of the ASHA governance structure and process, comments provided by members of the LC on the effectiveness and efficiency of the current governance structure and process, and trends and changes in philosophies regarding governance and governing in associations, in 2005 Past President Higdon and Speaker of the Council Estomin submitted, and the EB approved, a resolution to establish an Ad Hoc Committee on Governance Structure and Process charged to "conduct a review and evaluation of the ASHA governance structure and process to determine if it does, and will, meet the Association's governance/governing needs and the needs of members and the professions including a review of governance practices in similar national organizations." The Committee composition included one current and three former members of the LC, one current and three former members of the EB, and the Executive Director (see list of members on the cover page).

COMMITTEE ACTIVITIES

To complete its charge, the Committee completed the following activities:

1. December 19, 2005: Held a conference call to identify issues related to ASHA governance structure and process that needed to be considered by the Committee.
2. January 11, 2006: Held a conference call to review extant data and information related to governance in ASHA and other national associations and to plan future Committee activities.
3. March 13–15: Held a face-to-face meeting that included input/consultation with Paul Meyer, Governance Consultant, to identify trends and best practices in association governance, identify the driving and restraining forces for change, identify various member-based governance representation and association governing board models, and plan a presentation for the March LC meeting.
4. March 25: Made a presentation at the LC meeting on “Current Trends in Association Governance.”
5. March 30: Held a conference call to follow up on the LC meeting and review and consider LC comments related to the presentation and plan for a July face-to-face Committee meeting.
6. June 6: Fielded a Governance Structure and Process Survey that was sent to current and past volunteer leaders and made available for all ASHA members.
7. July 22–29: Held a face-to-face meeting that included input/consultation with Paul Meyer to review possible models for member-based governance representation and association governing boards.
8. November 18-19: Presented Interim Report at the LC meeting and provided an opportunity for Councilors to provide input.
9. December 4: Held a conference call to discuss comments/input provided during the LC meeting and plan next steps.
10. December: Established a Web Forum for the LC on which Councilors could discuss the proposed governance model.
11. January 5–7, 2007: Held a face-to-face meeting to review all of the comments/input provided by members of the LC related to the Committee’s Interim Report, prepared a response to these comments, and prepared a final report for peer review.

GOVERNANCE VISION

To determine the best member-based governance representation and association governing board model for ASHA as it moves forward, the Committee developed the following Governance Vision for the Association:

“To create a governance structure and process that is responsive to ASHA member wants, needs, and trends; serves members and the professions efficiently and effectively; meets current and future governance challenges; and, is satisfying to those members who are involved in ASHA governance activities.”

In completing its charge, the Committee made a decision to start with a clean slate and to determine the best governance structure and process that would meet ASHA’s needs now and in the future. The Committee did not start with the premise that the current governance model is broken and we need to determine how we can fix it. By starting with a clean slate, the Committee was able to consider a variety of new approaches and new models for ASHA governance.

CHANGE DRIVERS

The Committee identified those factors indicating a need to change ASHA's governance structure and process. The following change drivers were paramount:

- ASHA governance is not up-to-date with current trends and best practices in nonprofit/association governance. The current model in its basic form has been used since 1969.
- Many ASHA volunteer leaders and members have told the Committee that key aspects of ASHA governance are neither efficient nor effective.
- Member value and return on investment are key factors when making governance decisions.

GOVERNANCE SURVEY DATA

In June 2006, the Committee fielded an online survey sent to current and former ASHA volunteer leaders and was made available to ASHA members who subscribed to the ASHA Headlines email list. Members of the LC received an Executive Summary of the data, and the complete survey data report was made available for review by all Councilors.

The Committee reviewed the data and comments submitted by respondents on the governance survey. The following data informed the work of the Committee:

- 77% of ASHA volunteer leaders responded that the EB was somewhat or very efficient.
- 83% indicated that the EB was somewhat or very effective.
- 49% of ASHA volunteer leaders indicated that the LC was somewhat or very efficient.
- 65% indicated that the LC was somewhat or very effective.

The percentage ratings below indicate what LC members identified as being good to excellent performance on the items indicated for the LC and EB:

Ratings of Good or Excellent Performance	Rating of EB %	Rating of LC %
Being cost-effective	57	27
Being timely	53	28
Using volunteers' talents effectively	42	28
Using volunteers' time effectively	48	29
Collaborating and coordinating across other ASHA committees, boards, and councils	61	35
Earning members' trust	36	36
Maintaining continuity in responsibilities between meetings	57	36
Being forward thinking	68	40
Being accountable to members	48	45
Engaging in informed decision making	67	46
Overseeing the budget process	78	48
Considering input from members	36	50
Focusing on member needs	56	53
Seeking input from members	40	61
Being accessible to members	43	63

DESIRED GOVERNANCE OUTCOMES

The Committee reviewed the data provided by volunteer leaders and Legislative Councilors, the comments submitted by survey respondents, and the nonprofit governance trends and best practices. The Committee also considered the need to create a governance structure and process that is responsive to ASHA member wants, needs, and trends; serves members and the professions more efficiently and effectively, meets current and future governance challenges, and that is satisfying to those members who are involved in ASHA governance activities. Based on these data and considerations, the Committee identified the following governance outcomes to be accomplished by any change in ASHA's governance structure and process:

- Increase the ability of members of the professions to identify and discuss issues.
- Increase member input into governing actions that have an impact on them.
- Streamline decision making.
- Reduce bureaucratic barriers.
- Increase autonomy for the two professions in ASHA governance.
- Maximize benefits from time and financial investment in ASHA governance.
- Improve accountability, fiscal responsibility, and fiduciary care in preparation and approval of the ASHA budget.
- Create increased accountability by having a single governing board.

BASIS FOR RECOMMENDATIONS

In making its recommendations to achieve its Vision for ASHA governance and its governance outcomes, the Committee:

- Reviewed governance literature and benchmarks for best practices in association governance and information on the life cycles of associations.
- Reviewed data collected from the governance survey and from LC meeting evaluations.
- Reviewed the 1997 report on Reorientation of ASHA's Governance Process and Structure.
- Reviewed the 2005 report on Life Cycle Stages of an Association: Where Is the American Speech-Language-Hearing Association?
- Worked with Paul Meyer (governance consultant) to identify trends and best practices in association governance.
- Started with a clean slate.
- Identified 23 possible governance models.
- Identified 8 for final consideration and discussed the pros and cons for each.
- Agreed on 1 model that would meet the Committee's Governance Vision.
- Submitted the model for review and comment by the LC and the EB.
- Revised the model after considering the suggestions received by members of the LC. The revised model is the substance of this report.

PROPOSED GOVERNANCE MODEL

Board of Directors (BOD)

- Composition

Recommendation: Establish a BOD with 16 members.

1. President, who shall serve as Chair of the BOD
2. President Elect
3. Past President
4. Vice President for Academic Affairs in Audiology (NEW)*
5. Vice President for Academic Affairs in Speech-Language Pathology (NEW)*
6. Vice President for Audiology Practice (NEW TITLE)
7. Vice President for Speech-Language Pathology Practice (NEW TITLE)
8. Vice President for Finance (REVISED, NEW TITLE)
9. Vice President for Government Relations and Public Policy (NEW TITLE)
10. Vice President for Planning (NEW)
11. Vice President for Standards and Ethics in Audiology (NEW TITLE)
12. Vice President for Standards and Ethics in Speech-Language Pathology (NEW TITLE)
13. Vice President for Science and Research (NEW TITLE)
14. Chair of the Audiology Advisory Council (NEW; VOTING)
15. Chair of the Speech-Language Pathology Advisory Council (NEW; VOTING)
16. Executive Director of the Association (EX OFFICIO)

* Expands and replaces the current Vice President for Academic Affairs

Rationale:

- To enhance communication between the BOD and the Advisory Councils. The Chairs of the Advisory Councils will serve as full voting members of the BOD with all the rights, privileges, and financial support of other members of the BOD.
- There is a need to ensure that full attention is given to the academic issues for both audiology and speech-language pathology because of differences in the entry degree programs for audiology and speech-language pathology (e.g., doctoral vs. master's). Therefore, a Vice President for Academic Affairs in Audiology and a Vice President for Academic Affairs in Speech-Language Pathology have been added to the BOD and will replace the current Vice President for Academic Affairs. This will ensure that decisions related to the academic affairs of each profession are guided by Vice Presidents who represent each profession and who are aware of the differences in the respective academic/degree program.
- Historically the Vice President for Administration and Planning has focused efforts on dealing with the finances of the Association, including development of the ASHA budget and the activities of the Financial Planning Board. As the importance of strategic/future planning, environmental scanning, and program development have grown within the Association, the planning activities of the Vice President have increased and need greater attention. A Vice President for Planning has been added to the BOD whose responsibilities include conducting internal and external environmental scans to identify trends that will have an impact on the professions and the Association; analyzing member survey data, including member satisfaction data that can inform ASHA planning activities; conducting ASHA program reviews; and, facilitating development and monitoring of ASHA's Strategic Plan.

- To ensure that the titles of the Vice Presidents communicate their area of major responsibility to members, the names of the current Vice Presidents for Quality of Service, Professional Practices, Research and Technology, and Government Relations have been changed.

With the addition of the new positions on the BOD, there are four designated positions related to audiology, four positions designated for speech-language pathology, and seven positions that could be filled by a member of either profession.

New and revised job descriptions and determination of specific duties and liaison activities for each member of the BOD will be developed by the current EB and the Committee on Nominations and Elections.

- Election of BOD Members

Recommendation: Board members designated for audiology and speech-language pathology will be elected by members of the respective professions.

Rationale: Audiology and speech-language pathology are autonomous professions. To ensure that members of the BOD designated for each profession are elected by the members of the profession, the Vice Presidents designated for audiology will be elected only by audiologists who are ASHA members, and Vice Presidents designated for speech-language pathology will be elected only by ASHA member speech-language pathologists. All other voting members of the BOD, except the Chairs of the Advisory Councils and the Executive Director, will be elected by the entire membership.

NOTE: Details for staggered elections of BOD members will be developed by the Committee on Nominations and Elections. It is expected that the new Vice Presidents would take office in January 2009.

- BOD's Role and Responsibilities

The BOD will:

- Make decisions in the best interest of ASHA members, the professions of audiology and speech-language pathology, and the Association based on timely advisory information on critical issues and the ASHA budget obtained from the Advisory Councils.
- Carry out its fiduciary and governing responsibilities with input from the Advisory Councils to include the following:
 - Approve the ASHA budget
 - Approve position statements, guidelines, and other policy document affecting the professions
 - Create and dissolve standing committees, councils, boards, ad hoc committees, and other entities necessary to conduct the Association's business
 - Create and dissolve special interest divisions

- Obtaining, Seeking, and Using Advice for Informed Decision Making

Obtaining and Seeking Data/Information

To ensure that the BOD is making knowledge-based decisions related to concerns of members and the ASHA budget, the BOD will seek and use data/information from its most important source, the Audiology Advisory Council and the Speech-Language Advisory Council. The BOD also will obtain information from other ASHA sources including all committees, councils, and boards (e.g., Research and Scientific Affairs Committee, Board of Division Coordinators, Government Relations and Public Policy Board, Multicultural Issues Board, Continuing Education Board, Council on Academic Accreditation, Council for Clinical Certification, Board of Ethics, and the Council for Clinical Specialty Recognition).

In addition to obtaining information from the Advisory Councils, the BOD may seek information from the Councils prior to making a decision on an issue. For example, if the BOD is dealing with a specific issue in audiology or speech-language pathology that did not come from one of the Councils, the BOD, via the appropriate Chair of the Council who serves as a full member of the BOD, will seek information from the members of the Council necessary to inform the BOD's decision making on the issue.

The BOD also will obtain information from members and representatives of members (state associations, related professional organizations) to inform BOD decision making, including but not limited to allied and related professional organizations such as the following:

- American Academy for Private Practice in Audiology and Speech-Language Pathology
- Council of Academic Programs in Communication Sciences and Disorders (CAPCSD)
- Council of Language, Speech, and Hearing Consultants in State Education Agencies (CLSHCSEA)
- Council of State Association Presidents (CSAP)
- Established communities of practice
- Multicultural caucuses
- National Black Association for Speech-Language and Hearing (NBASLH)
- National Student Speech Language Hearing Association (NSSLHA)
- Other allied and related professional organizations

To obtain information from members, ASHA will establish an electronic system that will be available on a continuous basis for all ASHA members to provide information on issues of concern and provide input on issues being dealt with by the BOD. The BOD, in collaboration with the Advisory Councils, will conduct a Membership Forum at the ASHA Convention where members may elect to present issues face-to-face to the BOD and representatives of the Advisory Councils.

While many sources of information will be used by the BOD to make knowledge-based decisions, the data/information and advice provided by the Advisory Councils will be particularly important. Because of the direct contact members of the Advisory Council will have with ASHA members in their state and their State Speech-Language-Hearing Association, the information related to member issues of concern will be important to use as the Advisory Councils deliberate the issues most critical to the Association. The Advisory Councils are an important forum for the discussion of issues and the formulation of advice to the BOD.

In addition to obtaining data/information related to issues of concern to the professions, the BOD also will review best practices, benchmarks, measures of success, trends, and environmental scanning data/information (e.g., social, technological, economical, environmental, and political) that may affect the Association as it engages in its planning activities (e.g., Balanced Scorecard and Strategic Plan).

- Using Data/Information

After receiving data/information on critical issues provided by the Advisory Councils and other entities, the BOD will determine what actions it should take related to the data/information provided. After taking action on any data/information provided by the Advisory Councils, the BOD, via the President of the Association will, following each BOD meeting, inform Council members of the data/information considered and any actions taken. When making a decision on issues not provided by the Advisory Councils, the BOD will indicate the advice sought and used to make the decision.

Advisory Councils

Recommendation: Establish an Audiology Advisory Council and a Speech-Language Pathology Advisory Council.

Rationale: One of the most important responsibilities that can be given any group in an association is to discuss and identify the critical and/or emergent issues of concern to members. This is information that will be used by the BOD to determine the programs and services that should be provided for members and supported by association resources.

ASHA is unique in that it is the only national association that represents two distinct but related professions. Therefore, two separate Advisory Councils will be established to provide information on issues of concern to the members and the professions to the BOD. It is important for the BOD to get advice from members of the audiology and speech-language pathology professions to inform their decision making.

- Composition and Election of Members

- Each Council will have 53 members, 1 each from the 50 states, the District of Columbia, NSSLHA, and members who reside outside the United States. Members of the Audiology Advisory Council will be ASHA members who are certified audiologists or hearing scientists. Members of the Speech-Language Pathology Advisory Council will be ASHA members who are certified in speech-language pathology or speech or language scientists. Members who hold dual certification may choose the Council on which they wish to serve. Because the professions are affected by issues that pertain to individual states, it is important that state representation be included in the composition of the Advisory Councils along with representation from the District of Columbia, NSSLHA, and members who reside in U.S. Territories or outside the United States. The bodies so composed are sufficiently large and diverse that they can satisfy their advisory roles.

NOTE: A specific position description will be developed for Advisory Council members.

- Members of the Advisory Councils will be elected by ASHA members in each state, the District of Columbia, and members who reside outside the United States, using the ASHA nominations and elections process. NSSLHA representatives to the Advisory Councils will be determined by NSSLHA election procedures. ASHA member audiologists will vote for the members of the

Audiology Advisory Council, and speech-language pathologists will vote for members of the Speech-Language Pathology Advisory Council. Members who hold dual certification may choose the Council for which they wish to vote for members.

- Advisory Council members will be elected for 3-year terms. Council members will be limited to two consecutive terms. A member may seek another term after sitting out one election cycle. Term limits for Advisory Council members are consistent with ASHA policies related to committees and boards. Having term limits will provide for greater involvement by members in ASHA governance and over time will help to foster or cultivate a larger number of individuals to assume ASHA leadership positions.

NOTE: Details for staggered elections of Advisory Council members will be developed by the Committee on Nominations and Elections.

- Leadership

- Each Advisory Council will have a Chair and a Vice Chair of the Council elected in separate elections by members of the Advisory Council. The Chair of the Advisory Council will serve as the Advisory Council member of the BOD.

NOTE: A specific position description will be developed for the Chair and Vice Chair of each Council.

- The Advisory Council Chair, with approval of the Advisory Council, may establish subcommittees to assist in the organization and information gathering activities of the Council and review of issues on which the BOD is seeking advice.

- Role and Responsibilities

Each Advisory Council will:

- Collect, identify, discuss, and rank issues of concern to members. Each Advisory Council will review and analyze information related to issues of concern obtained from members of its profession in a variety of ways (all-member surveys, data mining of extant data, ASHA focused surveys, direct contact with members, and contact with their state speech-language-hearing association).
- Advise the BOD on issues that need to be considered as the Association engages in strategic or forward planning.
- Provide advice to the BOD on issues the BOD brings to the Advisory Councils.
- Review ASHA's approved budget and forecasts and provide input and recommendations on budget items to consider in the development of the next year's budget, including the need for any dues increase. Having the Advisory Councils, Financial Planning Board, and the BOD working together to prepare the ASHA budget will enhance the steps the Association has already taken to ensure fiscal responsibility (i.e., establishing an audit committee as recommended in the Sarbanes-Oxley Act of 2002) and will ensure that the budget will be developed, approved, and carried out with a high level of accountability and transparency by the BOD and the Financial Planning Board.

- Participate in the formal peer review of all ASHA policy documents related to its profession initiated by ASHA committees. Prior to the BOD approving a policy document, it will be submitted to the Advisory Councils for review and comment.
- Elect representation from the Advisory Councils to the following:
 - Honors Committee (9 members)—Each Council will elect 3 members from the profession it represents. Elected members do not have to be members of the Advisory Council. Currently there are no designated positions for audiology or speech-language pathology on the Honors Committee. This change will ensure that there are representatives from each profession.
 - Committee on Nominations and Elections (CNE) (7 members)—Each Advisory Council will elect 3 members from the profession it represents. Elected members do not have to be members of the Advisory Council. This is the same as the current election procedures.
 - Financial Planning Board (FPB) (10 members)—Each Advisory Council will elect 2 members with financial expertise from the profession it represents. Elected members do not have to be members of the Advisory Council. Currently, there are 3 members of the FPB elected by the LC without designation by profession. This change will ensure that there are at least 2 members for each profession.
 - Government Relations and Public Policy Board (GRPPB) (9 voting members)—Each Advisory Council will elect 2 members from the profession it represents. Elected members do not have to be members of the Advisory Council. Currently, the LC elects 3 members to the GRPPB without designation by profession. This change will ensure that there are at least 2 representatives from each profession.

NOTE: All other members of the indicated Committees that are not elected by the Advisory Councils will be appointed by the BOD's Committee on Committees.

- Meetings
 - Advisory Councils will hold one 2-3 day face-to-face meeting during the first 6 months of the year for which ASHA will pay all expenses. Meeting during this time will allow the Council to identify issues of concern to members and submit them in a timely manner for consideration by the BOD prior to the time the ASHA budget for the next year is complete. It also will allow the Councils to review ASHA's annual budget and provide input on budget items to consider for the next year's budget.
 - Advisory Councils could meet independently of each other and do not have to meet at the same time.
 - An additional half-day meeting of the Advisory Councils could be held during the ASHA Convention if there are critical issues that need to be discussed by the Council. ASHA will not provide financial travel or stipend support for Advisory Council members who attend this meeting.
 - In addition to face-to-face meetings, the Advisory Councils will engage in a variety of activities throughout the year to obtain input from members and discuss issues. There are a variety of established communication vehicles and technologies (e.g., The ASHA Leader, email blasts, Web-based Forums, and electronic meetings) that are available for use by the Councils to interact with ASHA members and to conduct Council business.
 - Trained facilitators will be available to assist the Chair of the Council in conducting its business by providing information on various procedures that could be used to facilitate large and small groups and/or facilitating parts of the meeting to ensure that the meeting is run efficiently and effectively.

COSTS

The following table indicates the budget for the 2007 LC and EB and the projected costs for the Advisory Councils and the BOD. The new governance model results in a projected cost savings of \$177,960. It must be noted that although there will be a projected cost savings with the new governance model, the intent of the governance restructure is to increase effectiveness and efficiency. Cost-savings were an added benefit.

ACTIVITY	2007 BUDGET	PROJECTED COSTS
LC Spring and Fall meeting	\$389,615	
Advisory Councils—one meeting each plus a Convention meeting lunch		\$211,680
EB—13 members	\$328,146	
BOD—16 members		\$413,911*
LC—operations, boards, committees, and work groups	\$169,940	
Continued Committees—Honors, FPB, CNE, GRPP		\$78,150
Advisory Council Operations		\$6,000
TOTAL:	\$887,701	\$709,741
COST SAVINGS:		\$177,960

*NOTE: The increased cost for the BOD is due to adding four new positions to the BOD including the Chairs of the Advisory Councils, who will be full voting members of the BOD and receive the same financial support as all other BOD members.

EVALUATION PLAN FOR THE NEW GOVERNANCE MODEL

Inherent in the proposal to establish a new ASHA governance model is evaluation of any changes in governance structure and process to determine whether the changes produced the intended results (i.e., did governance of the Association improve?).

An evaluation process will be developed by the BOD, the Advisory Councils, and the ASHA Surveys and Information Team that will monitor the implementation of the new governance model and measure the effectiveness of the changes annually over a 3-year period. To ensure effective implementation and evaluation of the new governance model to which the LC has committed the Association, no changes will be made in the approved governance structure and process including the roles and responsibilities of the BOD or Advisory Councils after approval of the plan and during the first 3 years following full implementation of the new governance model in 2009.

The evaluation will be based on the eight governance outcomes to be accomplished by any change in ASHA's governance structure and process:

1. Increase the ability of members of the professions to identify and discuss issues.
2. Increase member input into governing actions that have an impact on them.
3. Streamline decision making.
4. Reduce bureaucratic barriers.
5. Increase autonomy for the two professions in ASHA governance.
6. Maximize benefits from time and financial investment in ASHA governance.

7. Improve accountability, fiscal responsibility, and fiduciary care in preparation and approval of the ASHA budget.
8. Create increased accountability.

In addition to collecting data and information related to each of the governance outcomes, special emphasis will be placed on the following:

- Obtaining member satisfaction data and information related to ASHA governance.
- Obtaining data and information on the satisfaction of members who participate in ASHA governance (e.g., Advisory Council, committee, board, and council members).
- Determining the number of new volunteer leaders who participate in ASHA governance.
- Identifying the number of contacts with members and other entities related to obtaining issue information.
- Identifying the number of instances the BOD and Advisory Councils share issue information and actions between each other and with members.
- Conducting a work analysis for the BOD/Advisory Council members and associated meetings.

TRANSITION TO A NEW GOVERNANCE MODEL

If approved during the March 2007 meeting of the LC, the following necessary actions will take place to implement the new governance model:

- Summer 2007—
 - Establish a Governance Transition Committee charged to work with the ASHA Association Governance Operations Team (AGOT) and other ASHA Committees as appropriate (e.g. CNE), to complete the necessary work to ensure a smooth transition to the new governance structure and process. The Governance Transition Committee also will work with the ASHA National Office research unit to develop a comprehensive governance evaluation plan. Consideration will be given to the comments related to transition and evaluation indicated in the peer review process.
 - The Governance Transition Committee will review the ASHA Articles of Incorporation and ASHA Bylaws. The Articles of Incorporation will be updated, and new ASHA Bylaws will be developed and submitted to the LC for consideration using the electronic meeting procedures. The new Bylaws will go into effect on January 1, 2008.
- November 2007—The LC will hold elections to determine the interim Chairs and Vice Chairs of the Advisory Councils.
- December 31, 2007—The current LC and associated LC working groups will cease to exist except the Honors Committee, FPB, GRPPB, and CNE.
- January 2008—
 - The interim Advisory Councils will begin to conduct their business. All members of the LC and the respective Assemblies on January 1, 2008, will serve as members of the respective interim Advisory Council in 2008 for a 1-year term.
 - The BOD will begin to conduct its business.
 - The interim Chairs of the Advisory Councils will serve as full voting members of the BOD until new Advisory Council Chairs are elected by the new members of the Advisory Councils in 2009.

- Nominations will be solicited by CNE from ASHA members to serve staggered terms on the Audiology Advisory Council and the Speech-Language Pathology Advisory Council beginning in 2009. NOTE: The CNE will determine the process that will be used to determine the election cycles to ensure that there are staggered terms for Advisory Council members.
- Nominations will be solicited from ASHA members for the new Vice President for Academic Affairs in Audiology and either a new VP for Finance or Planning – based on the preference of the individual who is elected as VP for Administration & Planning during the current election cycle.
- January–June 2008—Each interim Advisory Council will meet to identify critical issues of concern to members, review the current ASHA budget and forecasts for 2009-2010, and provide recommendations for allocation of resources for the 2009 ASHA budget.
- January–December 2008—
 - The Advisory Councils seek data/information on critical issues from ASHA members to share with the BOD.
 - The BOD seeks data/information from the interim Advisory Councils, members, other ASHA entities, and allied and related professional organizations to inform their decision making on issues of concern to ASHA members, the professions, and the Association.
- April 2008—The CNE develops the slate of nominees for the Advisory Council and BOD elections for 2009.
- September 2008—The new Advisory Council and BOD members for 2009 are elected.
- November 2008—The BOD, in collaboration with representatives from the interim Advisory Councils, holds a Membership Forum at the ASHA Convention so members can present issues directly to the BOD and the Advisory Councils.
- January 2009—
 - The Advisory Councils with the allotted number of members begins to conduct their business.
 - The BOD with its new members, including the Chairs of the Advisory Councils, begins to conduct its business.
 - The Chairs of the Advisory Councils begin serving their terms as full voting members on the BOD.

WHY CHANGE FROM A BICAMERAL TO A UNICAMERAL GOVERNANCE MODEL?

As indicated in the ASHA governance survey, volunteer leaders and members indicated that the bicameral/shared governance model used by ASHA has not achieved high levels of efficiency and effectiveness. The bicameral governance model is currently not a commonly used model for nonprofit organizations. In a bicameral governance model, the members of both governing bodies are essentially elected by the same constituencies. In the ASHA bicameral governance model, the EB is the only body elected by all members of the Association. Because the unicameral governance structure and process is simple, straightforward, and open, a single governing body could be more responsive to the preferences of the 125,000 ASHA members.

What counts in responding to diverse interests of the membership is not the number of governing bodies, but having a nominations and elections system to ensure that qualified individuals are nominated and elected to the governing body and using governing practices to ensure that all interests are heard and all viewpoints carefully considered. Because its decision-making process is relatively simple and efficient, a unicameral governing body has the time to provide a fuller and fairer hearing to all interests and points of view in a timely manner. Extended consideration of an issue by members of a single governing body is more likely to deepen understanding of the issue and lead to more effective decisions. A single governing

body is more likely to give voice to disparate points of view and protect the rights and interests of various minority positions. Also, in an era of heightened scrutiny, a unified governing body model will promote not only greater effectiveness and efficiency, but also greater accountability.

By having a single governing body elected by the membership (with the exception of the two Advisory Council chairs, who are elected by their respective Councils), it will be clear to the members who is responsible for making decisions that have an impact on their professional practices and the Association. It will be the responsibility of the governing body to provide numerous opportunities for members, constituencies, and other entities to provide information to the governing body on issues of concern so they can make informed, knowledge-based decisions based on member input.

SUMMARY

The Ad Hoc Committee on Governance Structure and Process was charged to conduct a review and evaluation of the ASHA governance structure and process to determine if it does, and will, meet the Association's governance/governing needs and the needs of members and the professions. In completing its charge, the Committee made a decision to start with a clean slate and to determine the best governance structure and process that will meet ASHA's needs now and in the future. The Committee did not start with the premise that the current governance model is broken and we need to determine how we can fix it. By starting with a clean slate, the Committee was able to consider a variety of new approaches and new models for ASHA governance.

Following a review of current trends in association governance, data and information included in the ASHA Governance Structure and Process Survey and LC meeting evaluations, and discussions with a consultant on governance, the Ad Hoc Committee on Governance Structure and Process identified 23 possible models for ASHA governance, discussed in depth the pros and cons of 8 of these models, and decided that 1 model would meet the Committee's Governance Vision for the Association.

The Committee recommends that ASHA move from a bicameral to unicameral form of governance that:

- Gives the responsibility for policy making and budget approval to the BOD.
- Has two Advisory Councils that represent the professions.
- Enables the BOD to work with Advisory Councils and other entities to identify issues of concern to the professions.
- Provides for the BOD, Advisory Councils, and the FPB to work together to develop the ASHA budget.
- Is in line with current trends in association governance.
- Will enhance member value as ASHA moves forward.
- Will yield a greater return on investment for the monies spent on ASHA governance.

By recommending this governance model, the Committee believes that it has proposed a governance structure and process that is responsive to ASHA member wants, needs, and trends; will serve members and the professions more efficiently and effectively; meets current and future governance challenges; and, will be personally satisfying to those members who give their time to participate in ASHA governance activities.