



# GOVERNANCE

## NOMINATION COMMITTEE SUB-GROUP

### Summary of FY16 Work & Recommendations

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## INTRODUCTION & BACKGROUND

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The original recommendations associated with the Nomination Process from McKinley are shown below. Further discussion on each point is found in subsequent sections of this document.

**McKinley Recommendation:** Revise the responsibilities of the Nominating Committee to include:

- Actively soliciting applications for potential Board candidates based on the expressed needs of the Board of Directors
- Utilizing the Leadership Competency Model to conduct competency-based assessments and adequately vet potential candidates for Board officer positions
- Advancing a single slate of candidates for Board officer positions to be voted on as a single item by SWE members.

*Rationale:* The Nominating Committee has an essential role in ensuring an effective evolution to competency-based governance. As such, it must effectively collaborate and coordinate with the Board to ensure that it casts a “broad net” to solicit a diverse candidate pool and thoroughly vets candidates against criteria established by the Board in the Leadership Competency Model. This role is paramount to the success of competency-based governance and will ensure that the Board is populated with individuals with the appropriate knowledge, skills, and abilities to serve as the fiduciaries of the organization. Instituting a predictable, single-slate election for SWE’s Board officers will more reliably yield the most effective leaders for the Society. Additionally, based on election data from 2010 to 2015, voting participation has been remarkably consistent, ranging between 9.2% and 12.1% of SWE’s eligible members, with no correlation between a contested officer election and the percentage of members who vote. In fact, the contested election in 2015 yielded the lowest participation rates of any election since 2010. Finally a vetting process for Board officer positions, which would likely include one-on-one interviews, may also reduce the risk of alienating valuable leaders through “humiliating” public election losses and attract more industry leaders to apply for Board officer positions as they would be unlikely to participate in an “election” to serve as a volunteer.

**McKinley Recommendation:** Revise the composition of the Nominating Committee to align to association industry best practices, to include:

- Immediate Past President, Chair
- 4 to 6 additional members appointed by a process to be determined
- Executive Director / Secretary, ex-officio / non-voting member

*Rationale:* Revising the composition of the Nominating Committee to ensure it is properly configured and resourced to execute on the responsibilities outlined above is essential to the Committee’s ability to effectively meet the needs of the Society. The 4 to 6 additional members of the Nominating Committee should include individuals who are knowledgeable of the organization’s current strategy, supportive of the Society’s direction and leadership, able to anticipate the competencies of potential leaders, and may include those with an outside perspective or expertise, as needed or appropriate.

## SUB-GROUP MEMBERSHIP

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The sub-group members consisted of representatives from the Senate and Region Governors, as well as current and prior members of the Nominating Committee. One Past President who expressed interest at a region leadership summit also participated in several of the discussions.

The sub-group met face-to-face at the Society Conference in Nashville in October and at the Winter Senate Meeting in Philadelphia in February, and held several telecons.

## KEY ISSUES DISCUSSED BY SUB-GROUP

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The sub-group initially identified a list of top issues to be considered. Several of these themes continued throughout the discussions.

- How to ensure the Nominating Committee is familiar with competencies needed in candidates beyond the base competency matrix, specifically those that may tie to the strategic plan and/or any gaps in the current Board members?
- How to proactively solicit candidates with specific skill sets if/as needed?
- Should there be a consistent nomination process for all Board members (e.g. Senators currently vote for Speaker)?
- Any changes needed in committee members/structure (currently selected based on geographic location)?
- Should there be consistent use of contested versus uncontested ballots; if uncontested, how to manage campaigning? What do unsuccessful candidates do for the year?
- Election manual needs to be streamlined (length and process).
- Make the nomination process less daunting for the committee chair.

Following an in-depth discussion during the face-to-face meeting in February, the following additional issues were highlighted:

- We need to break the paradigms of how people become SWE leaders, identifying the “new” criteria;
- The Nominating Committee needs help developing the skills to do their job well, including training on how to conduct interviews, evaluate skills and provide feedback, how to have difficult conversations, as well as diversity training.
- The structure of the Nominating Committee will need to be changed, reflecting not only the change in structure (e.g. elimination of Regions), but also recognizing the different skill sets required of the committee.

## POTENTIAL COMMITTEE STRUCTURE

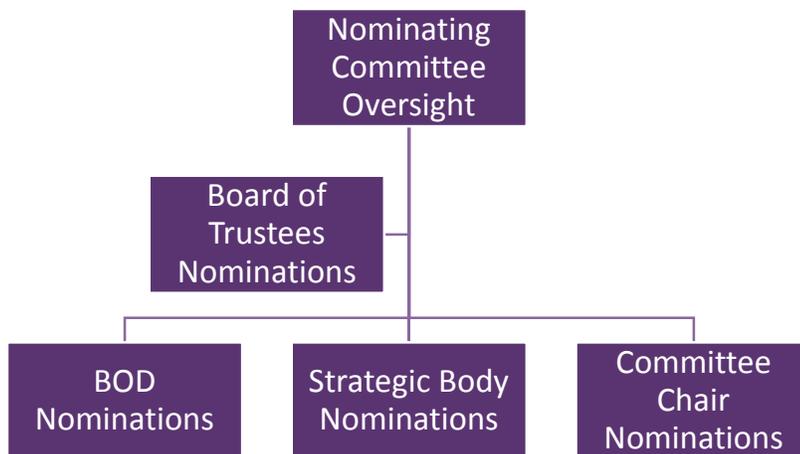
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The Nominating Committee responsibilities might encompass several different roles:



With this in mind, Nominating Committee membership might be expanded to include people linked to other engineering or professional societies, as well as industry thought leaders. Consideration should also be given to previous SWE leaders, including members of the Board of Directors, Board of Trustees, Executive Director and committee chairs, who are familiar with and actively support the strategic goals. Skills to be sought in Nominating Committee members include consensus builders, facilitators, mentoring and feedback. Someone with a Human Resources background may be of value, or the committee members could be trained in these areas.

In terms of structure, similar to the Awards and Recognition Committee, the Nomination Committee may include a number of subcommittees that communicate and interface closely. With this structure, the committee oversight would be the managing body responsible for ensuring the nominating strategy is consistent with the Society's goals and the overall process meet the Society's needs. Each of the subcommittees would be responsible for identify and vetting candidates for their respective areas; communication among these smaller groups would be key to ensure the best candidates are selected overall.



## NOMINATING COMMITTEE MEMBERSHIP

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The Nominating Committee is one of the most important committees within SWE. The key to an effective Nominating Committee is to get people who understand the role they're serving and have the maturity and qualifications to do it justice. Historically that has not always been the case, with some committee members chosen based on their region's need to fill the committee opening. The first year on this committee is very eye-opening for most, and it's important to select committee members as appropriately as possible and train them as quickly and effectively as possible.

It was noted that a Nominating Committee structure as proposed could wield a high level of power, and encompass an extremely high workload. An alternative that may address this concern, would be to have two different committees, one focused just on the Board candidates and the other focused on all other Society positions.

The composition of the Nominating Committee is currently laid out in the Society bylaws, so any proposed changes to the composition will need to follow the bylaws change process. Ultimately, the extent to which the Nominating Committee composition and processes should be contained in the bylaws, versus other procedures, needs to be clarified.

## NOMINATION SOLICITATION AND VETTING PROCESS

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The candidate application process, as currently laid out in the Election Manual, includes consent and eligibility forms. This application process needs to be more closely linked to the strategic plan/needs, and there is a recognized opportunity to streamline this process as well.

Nominations are currently accepted for a range of positions, and there has been some discussion about whether a nomination should be for a specific Board position. There are pro's and con's to this approach that need to be considered.

The candidate feedback process currently consists of a survey that is emailed to SWE members, who can choose whether or not to respond. This process doesn't provide a comprehensive or subjective view of the candidates, as it is often those who are big fans of the nominee or have an "ax to grind", who provide feedback. Ideally feedback could be solicited actively and directly from SWE members who have worked with the nominee. In addition, feedback could be solicited from those outside of SWE, including individuals who provided reference letters and/or would be in a position to provide workplace performance feedback on the individual. While there may be a perceived issue that people with the "right" corporate connection could have an easier time arranging this type of feedback and thus getting slated, this could be offset by clearly specifying the number of references to be provided and/or creating standard questions for the candidate evaluation.

As currently outlined, retention of records from one year to the next is not allowed which makes it difficult to manage a candidate's eligibility from one year to the next. (For example, the feedback from the Nominating Committee one year may be to work on a particular area to strengthen the candidate's qualifications in the following year, but feedback the next year is from a totally different angle.) Recognizing that the members of the Nominating Committee are already required to maintain confidentiality, there should be a process to retain and share information from one year to the next.

## CANDIDATE POOL

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All SWE leaders, not just the Nominating Committee members, should be actively positioning people in the leadership pipeline and seeking out potential candidates throughout the year. Given the size of our organization and the simplicity of our current process, the lack of candidates is surprising and more should be done to address the issues with finding strong candidates. We have an opportunity to advertise the benefits of SWE leadership to our members, our employers and in the STEM community. Perhaps the new association membership system can help capture information on skills to identify potential leaders.

## CONTESTED VS UNCONTESTED ELECTIONS

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This is an area that has strong advocates on both sides. While many say there's no point in voting if all the positions have only a single candidate, others point out that the vast majority of our members are not personally familiar with the candidates, and with nothing more to go by than a brief statement, votes are not truly based on candidates' qualification. If multiple candidates are to be put forth, the issue of allowable campaigning should be addressed.

There has been some discussion of slating multiple candidates for some positions, while having other positions (e.g. President Elect) uncontested. As currently scheduled, by the time a contested election is complete any unsuccessful candidates will, in effect, be without a Society-level role for that fiscal year. This results in leaving very highly qualified leaders to "sit out" a year, potentially leading to dissatisfaction with SWE. If contested elections are pursued, this issue will need to be addressed.

The issue of petition candidates should also be revisited. While there are certainly valid arguments for allowing such a process, it does result in candidates being placed on the slate who have not been vetted by the Nominating Committee, something the average voting member of the Society is not aware of that.

As this is an emotionally charged issue, more work is needed to communicate the pro's and con's, and it is likely that no matter what the final decision, there will be some who strongly oppose it.

## ELECTION MANUAL

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Per Society bylaws, the Nominating Committee is to develop and maintain procedures, subject to the approval of the Board of Directors. The Election Manual, which was last updated in 2015, it is to be reviewed and updated annually as necessary. At 56 pages, the current Manual is quite long and detailed, and between the Manual and the bylaws, the Nominating Committee often feels limited in the improvements they can make. The process should be reviewed for opportunities to shorten and streamline.

It is recognized that a number of changes to the nomination and election process that will likely be required through the Governance changes. Rather than waiting until the entire future vision is laid out to make any improvements, it is recommended that some small improvements be incorporated in the near term, with additional improvements incorporated later.

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## NEXT STEPS

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Several transition steps were identified that would be helpful in the short-term.

1. In order to ensure alignment of the Nominating Committee with the strategic direction and needs of the Society leadership, it is recommended that a representative of the Committee be invited to the strategic discussion at BOD1, as well as early interface with the Senate and Board of Trustees. This allows a 2-way conversation, to inform the Committee on what these groups are looking for in terms of skill sets and objectives, and also to allow the Nominating Committee to provide feed back to the groups related to the candidate identification and nominating process, trends, etc. (Note that the Chair of the Nominating Committee is attending the Board of Directors meeting in August.)
2. In order to identify a broader range of qualified candidates, it is recommended that HQ be enlisted to help through the member directory, CPC, award recipients, etc. Ultimately other Society leaders should be included in this effort. (See Candidate Pool.)
3. In order to ensure alignment between the candidate selection and Society direction, it would be beneficial for members of the Nominating Committee to include outgoing BOD members, President and Executive Director. While past Board members do sometimes go on to serve on the Nominating Committee, that is not always the case and it should be encouraged. Fellows and committee chairs should also be considered. The key is to get people who understand the role they're serving and have the maturity and qualifications to do it justice. In addition, including a representative from the Senate and the Board of Trustees on the Nominating Committee would bring these two groups into the nomination discussions. Recognizing that the current composition of the Nominating Committee is laid out in the bylaws, a motion would be required to make this change.

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## HQ SUPPORT

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Several items were identified that may be assigned to HQ:

1. The voting process can be streamlined by eliminating paper PIN mailings, and using the contact information contained in the member database to contact voting members. The plan is to communicate this change to the membership prior to implementing for FY18.
2. The nomination process requires a large amount of data to be collected and verified. More work is to be done to identify just how HQ could assist in this process, which could also benefit by allowing the overall election cycle to be shortened. If records are to be retained from one year to the next (See Nomination Solicitation and Vetting Process), HQ may be able to help in that area as well.
3. A series of videos could help in candidate identification. For example a public service announcement-type video is recommended to communicate that "candidates can come from anywhere", to further expand the candidate pool.

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## PROPOSED BYLAWS CHANGES

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Two bylaws changes were suggested to aid in the short-term transition; however due to timing and the need for more dialog within the Nominating Committee, these motions were not put before the Senate for electronic vote in the spring. They will be revisited with the Committee and added to the Senate's face-to-face agenda in the future.

The change related to the Director Eligibility may be more appropriate coming from the Board rather than the Nominating Committee. Furthermore, the recent change to allow additional appointed Board Members may reduce the need for this change.

## **NOMINATING COMMITTEE COMPOSITION**

**Description:** The bylaws currently define the Nominating Committee as being composed of one voting member from each region. It is recommended that membership be expanded to allow for others, including but not limited to outgoing BOD members, Past President, as well as the Executive Director as a non-voting member.

**Intent:** In order to identify the best candidates for the slate it is important that the members of this committee be very familiar with the strategic direction of and the challenges facing the Society, as well as the strengths and limitations of the current Board members. In addition, key skills have been identified for Nominating Committee members including consensus builders, facilitators, mentoring and feedback. The current requirement that the committee be made of one representative from each geographic region does not ensure the most effective committee composition.

**Article #, Section:** Article IV, Section 6.B

**Current Working:** “The nominating committee shall be composed of one voting member from each region, elected in accordance with region bylaws, to serve for a period of two fiscal years. Terms shall be staggered so that approximately half of the members of the committee are elected each year, during the year in which their region is not holding an election for region governor. Members of the nominating committee may not succeed themselves as regional representatives but may serve up to four additional years; up to two years as deputy chair of the committee and up to two years as chair of the committee.”

**Wording if Adopted:** To be developed. Consider keeping the size of the committee to 10 voting members; consider listing a specific number of past Board, Senators or Committee Chairs. Needs to outline how the members are chosen.

**Discussion Pro:** The bylaws already allow for a member of the Board of Directors to serve as a chair or deputy-chair (Section 6.C). Including the Executive Director as a non-voting member would encourage in-depth discussions within the committee.

The Executive Director is intimately aware of the strategic direction of the Society; in fact she is responsible for ensuring the organization is as effective as possible. The past president is also keenly aware of the strategic direction, and both have first-hand observations of the current Board’s strengths and limitations. While the Nominating Committee can be informed in these areas, they could not be expected to be completely knowledgeable on these issues. Including the Executive Director and/or past president would encourage a deeper level of discussion on the candidates.

Although the bylaws currently assign the Senate their own nominating committee and slating process, those duties have typically been delegated to the Nominating Committee. By including representatives from the Senate on the Nominating Committee, their interests and concerns will be represented. This should reduce or eliminate the need for petition candidates for Senate officers, as has occurred several times in recent years, resulting in candidates who have not been vetted by the Nominating Committee.

Furthermore, the Nominating Committee process has been used by the Board of Trustees, including reviewing and approving the proposed slate, although the Trustees ultimately performed their own candidate interviews and deliberations. Those interests could similarly be represented by a committee member during the overall vetting process.

The result would be a more comprehensive evaluation and selection process for all elected Society leaders.

**Discussion Con:** There is concern that including the Executive Director and/or past president could unduly sway the Nominating Committee to put forth a slate that is not truly in the best interest of the Society. It is also recognized that the Board is responsible for appointing and reviewing the performance of the Executive Director, which may be viewed as a conflict of interest.

## DIRECTOR ELIGIBILITY

**Description:** The bylaws currently define the eligibility requirements for Directors to require at least two years in specific Society leadership positions. It is recommended that eligibility be expanded to recognize work experience that may provide equivalent and appropriate skill sets.

**Intent:** Similar to the leadership skills that members learn within SWE and then take to their respective careers, many people learn valuable skills within their careers that can directly translate to being an effective SWE leader. Given the goal to expand and strengthen the SWE leadership pipeline, it is recognized that limiting Directors to only those who have specific Society level leadership experience can preclude candidates who are very qualified from a business perspective.

**Article #, Section:** Article IV, Section 4.A.2

**Current Working:** “Have served at least two years in the aggregate as a professional member of the senate, Society or senate committee chair, region governor, professional section or members at large president, or professional section or members at large representative, except that one year as either a collegiate senator or collegiate representative may be counted toward this requirement.”

**Wording if Adopted:** DRAFT “Have sufficient Society or career experience to meet the “competent” level in each of the leadership competencies as identified by the Nominating Committee.” There was some discussion about not needing to be great at everything, but people serving on the Board should not be at the “novice” or “advanced beginner” stage in any key competencies. It is suggested that equivalent Board experience in similar professional organizations be recognized.

**Discussion Pro:** This change would open the Director positions to those who have relevant business experience but may not have a desire to move through the typical SWE career ladder. Also, by opening Board membership to those who don’t have a long-term SWE mindset, the Board may experience broader “out of the box” thinking.

**Discussion Con:** Much of the candidate vetting process involves gathering feedback from SWE members. Without a long SWE leadership career, the Nominating Committee will have an added burden to vet candidates based on external feedback. In addition, if there are “new” members who throw their name in the hat (e.g. a CPC member), there may be a perception of cronyism.