



GOVERNANCE

SENATE SUB-GROUP

Summary of FY16 Work & Recommendations

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INTRODUCTION & BACKGROUND

The original recommendation from McKinley was:

Merge the SWE Senate and Region Governors into a representative “House of Delegates” whose primary responsibility will be to advise the Board and other Society bodies on key issues, opportunities and priorities for SWE and the engineering profession as manifest in the organization’s strategic plan.

Rationale: There is a clear and well-recognized disconnect between the intended purpose and the current activities of the Senate. The Senate’s purpose as expressed in the SWE bylaws is to “be responsible for charting the strategic direction of SWE by developing and adopting the long-range goals for the Society. The senate shall also be responsible for developing statements of external policy on issues or positions that have broad implications for the professional environment and the Society as an organization. To these ends, the senate shall conduct essential dialogue on long-term trends and issues of common interest, and may appoint subordinate units to assist in the creation of these strategic directions or policies. The senate shall communicate the outcome of such dialogue to the board of directors.” Merging SWE’s Senate and Regional governance structures, and removing the focus on society bylaws from the House of Delegates, will help ensure that this new body will have the composition and competencies to achieve this purpose, reduce overlap and redundancy, while bringing much needed clarity and alignment to governance roles and responsibilities. At the January 2015 Senate meeting, 95% of Senators indicated that they believe the most important role for the Senate to play is developing the strategic plan and setting long-range goals for the Society or discussing and debating professional issues and trends. The phased approach to the proposed transition, as outlined above, will allow SWE to shift from an exclusively geographic composition of the Senate and Region governance teams to a structure that incorporates more diverse competencies, skills and perspectives to effectively engage in strategic discussions, as directed by the strategic plan.

The senate sub-group started this process by reviewing the recommendations provided by McKinley advisors. The sub-group felt that the overall recommendation of making the Senate’s primary responsibility to advise the Board and other Society bodies on key issues, opportunities and priorities for SWE, and reassigning the tactical responsibilities to the appropriate groups. The sub-group didn’t feel that the recommended approach was the best way to move forward after getting a feel for what the other sub-groups were also working towards.

The senate sub-group’s vision is:

The Senate (or new name as required) needs to be the Strategic Body of the Society that advises the BOD on Strategic Issues.

The sub-group worked towards the following three goals:

- Restructure the Senate to help SWE achieve its goals
- Remove non-strategic tasks from work load
- Reassess strategic planning process

After the results of this group's discussions were compiled with those of the other sub-teams, the BOD presented an 8000-foot view of the future structure of the Society at the Winter Senate meeting in February in Philadelphia, which did not include a Senate but rather a Strategic Advisory Board. This sub-team went on to create the recommendations in this report as a result.

THOUGHT PROCESS

The senate sub-team took the following steps to assess the current senate and brainstorm what the new Strategic Advisory Board should look like.

1. Roles and Responsibilities
 - Who should be responsible for certain tasks?
 - What items are strategic or have strategic implications if changed and should continue with the strategic body?
 - How will the two strategic committees fit into the new structure (Strategic Planning and Strategic Initiatives)?
2. Structure and Makeup
 - What skills are needed?
 - How should members of the new strategic board be elected/appointed? How many?
3. Other
 - Number of meetings
 - Training
 - Communication to the members, BOD, HQ, etc.

RECOMMENDATIONS FOR REASSIGNMENT OF KEY RESPONSIBILITIES

The sub-team reviewed the Senate procedures and bylaws for key responsibilities. During the first review of the responsibilities, the sub-team envisioned a Senate-like group, which votes on specific strategic items, would remain in the governance structure. Once all the sub-teams were able to report out and an end-state was pieced together, this senate-like group no longer existed. From there on, the sub-team moved forward with recommendations that envisions sunseting the Senate as currently established and creating a completely new Strategic Advisory Board, with checks and balances covered by having key committee chairs (finance, bylaws, and nominating committee) elected by the members rather than selected by the BOD.

The following responsibilities were reviewed:

- Vacancy on the BOD:
 - **Recommendation:** Move vetting process to the nominating committee and the vote to the membership. The nominating committee already vets candidates for the BOD and understands the skills that are needed for the role. Membership already votes for the members of the BOD during the regular election cycle and should elect all BOD members, no matter the time of the election.
 - This recommendation was put forward in FY16 as S-1611. If passed, the senate procedures, the election manual and other nominating committee procedures will need to be updated in FY17.
- External Policy Statements:
 - **Recommendation:** Move responsibility to the BOD. The BOD currently determines internal and operational policies. They understand the environment and the overall direction of the society.

- Recommendations for future policies will probably come from the Strategic Advisory Board or other committees.
- This recommendation was put forward in FY16 as S-1616.). If passed, the senate and BOD procedures will need to be updated in FY17.
 - Dues:
 - **Recommendation:** Move responsibility to the BOD. The BOD already owns the fiduciary responsibility to the society and the setting of membership dues fits within those duties. The BOD understands our competitive and global environments, making that body the most informed to make these types of decisions.
 - This recommendation was put forward in FY16 as S-1615. . If passed, the senate and BOD procedures will need to be updated in FY17.
 - Trademarks and Emblems:
 - **Recommendation:** Move responsibility to the BOD. The BOD already works closely with SWE's marketing firm, David James Group (DJG), who understands and markets SWE's brand. The BOD understands the larger environment and our competitors. They are best informed on what SWE needs to do to market itself to remain relevant.
 - This recommendation was put forward in FY16 as S-1617. . If passed, the senate and BOD procedures will need to be updated in FY17.
 - Bylaws:
 - The sub-team agreed that the bylaws could be more streamlined, moving processes and timelines to other documents, leaving legalities and definitions.
 - Originally, the sub-team's opinion was that streamlined bylaws wouldn't be changed often, meaning changes that did occur would have long term strategic implications and the responsibility should stay within the Senate. With the new end-state in mind, the Senate no longer exists and the new advisory board would not have authority over these types of changes.
 - **Recommendation:** Move responsibility for voting on bylaws amendments to the membership. Recommended timing would be to make this change once the majority of the governance recommendations have been processed, just before the Senate is sunset.
 - Other fiduciary responsibilities (i.e., Reserve Fund Document):
 - As the sub-team began to formulate a recommendation to remove this responsibility from the Senate, it was noticed that the Reserve Fund Document is up for a review and that the proper parties should be involved with the review prior to making any other changes.
 - **Recommendation:**
 - FY17: created a review team of Senators, BOT members, finance committee members, and BOD members to do a thorough review of the document.
 - Late FY17- early FY18: Create motion to move responsibilities to the BOD. Create a motion to update the current document with the recommendations from the review team.
 - The Senate's involvement in the special projects process should be reevaluated at that time.

RECOMMENDATIONS FOR REALIGNMENT OF STRATEGIC COMMITTEE RESPONSIBILITIES

The Senate currently participates on two strategic committees whose responsibilities should be absorbed and adapted into the new Strategic Advisory Board. Those two committees are the Strategic Planning Committee and the Strategic Initiatives Committee (formally known as Mega Issues).

- Strategic Planning Committee (SPC): This committee currently consists of the committee chair, chair-elect, 2 senators, 2 finance committee members, and 2 BOD members. They meet in person twice a year at the SPA and ASPR. They report up through the President Elect.
 - **Recommendation:** The sub-team is recommending sunseting the committee as it is today and transitioning the responsibilities into the new Strategic Advisory Board, including transition from the Strategic Planning Committee in FY17 to the Senate in FY18.
 - Typically, 2 senators serve on the SPC. The team is recommending raising this to 3 or 4 for FY17, and they should all be first-year senators (so they will be available for the transition in FY18). The SPC procedures/charter and senate procedures, which layout the makeup of this committee, would need to be changed to allow for additional members. Until that time, the additional senators would be guests.
 - It is important that the Senators who are chosen understand there is an expectation they serve for both years they are in the Senate, and that they would take a leading role in strategic planning as it transitions to the Senate in their second year.
 - In FY16, the SPC sent out a survey to the Senate and BOD before the SPA at WE15 to gauge what SWE leaders thought about the need to invest, maintain and sunset different SWE programs. Last year was the first time this was done, and the team would like to see it continued. Participation of all Senators in that survey will be highly encouraged, as it is a way for the entire Senate to weigh-in on the strategic planning process without all of them being included in every detail and the additional face-to-face meetings.
 - While we are largely transitioning strategic planning to the Strategic Advisory Board, it is important to keep other voices involved after next year. Continuing to involve the Finance Committee Chair and Co-Chair and targeted members of the BOD and HQ will be important. They are important perspectives to complete the SWE programs and budget picture, and it will be good for the Senators on the FY17 SPC to see what the other members bring to the table.
 - Lastly, the team recommends continuing to use McKinley or another facilitating firm that is familiar with working with non-profit organizations of SWE's size, at least through FY18 and FY19. Having a facilitator seems silly to some folks, but it is incredibly important to have a non-biased party in the room when we have so many different personalities and opinions (especially in a time of transition).
- Strategic Initiatives Committee: Currently this committee works on topics assigned to them by the BOD and recommended by the membership. They are a research team that collects data and provides recommendations.
 - **Recommendation:** The sub-team is recommending sunseting the committee as it is today and absorbing the responsibilities into the new Strategic Advisory Board. A chair elect has been selected for FY17 with the understanding they will most likely not continue into the chair role as SWE transitions.
 - FY17: Complete current topics, and work with the consolidated governance working group to implement changes.
 - FY18: Instead of soliciting topics from the membership, topics should be pulled from the environmental scan, the SPA results and other gaps that are identified throughout the year by other committees or the BOD.

RECOMMENDATIONS FOR STRATEGIC ADVISORY BOARD STRUCTURE

The sub-team is recommending the following key items for the new Strategic Advisory Board structure and make-up. The consolidated working group is expected to flush out the details.

- Skills needed within the group (not every person on the board):
 - Proven strategic thinking
 - Finance and budgeting knowledge
 - Knowledge of SWE history
- Eligibility:
 - Minimum of 2 years paid member
 - Past SWE leadership at Region or Society level
 - OR section president and society level committee chair
- Board Size and term length
 - 15-20 people
 - The sub-team is recommending that there is a mix of elected and appointed members. The appointed members allow for the group to fill gaps in skills they feel they are missing or to bring on an expert in an area of interest for any specific year.
 - It is recommended that this group be representative depending on the year's initiatives and needs, ensuring specific voices are represented (e.g. collegiate, mid-career, international, past BOD members, fellows, etc.).
 - 3 year terms, rotating and staggered

OTHER RECOMMENDATIONS

The sub-team is also recommending the following:

- Meetings:
 - This group should meeting face-2-face 3 times a year: Training early in the FY, WEXX, Spring meeting (later in the year than the current Winter Senate meeting)
- Leadership:
 - This group should have a chair/coordinator that reports through the PE.
 - A communications lead would also be beneficial to arrange communications for the membership, HQ, website upkeep, etc.
- Training:
 - This group will need training at the beginning of the FY. For the first couple of years, the training can be conducted by previous Senators, SPC chairs, or BOD members.
 - The training will need to include an overview of roles and responsibilities, SWE financial status, environmental scan review, strategic vs tactical, etc.
- Communications:
 - It is recommended this group continues with a blog/website similar to the senate.swe.org.
 - Members of this group should attend WE conferences (annual, local, international). Not everyone needs to attend each conference, but the advisory board should have representation at each conference.
 - Hold a town hall meeting at conferences for members to meet and discuss issues with the group.
 - Webinars can be utilized for broad communications.
 - This group should also work closely with the society committees to ensure work is not being duplicated and gaps are being addressed.