

CESSSE 2005 Mid-Winter Meeting

How Are Societies Best Governed?

Case Study: Major Governance Change
for Materials Research Society

Case Study: MRS Governance Change

- Reference Points: Key Data on MRS
- Former MRS Governance Structure
- New MRS Governance Structure
- Process for Implementing the Change
- Pros and Cons of the Two Governance Structures
- Lessons and Challenges for the Future

Reference Points: Key MRS Data

- ~ 13,000 members, ~ 35% outside U.S.
- ~ \$7 million annual revenue
- Two major meetings:
 - ◆ Spring: San Francisco, ~ 3,000 attendees
 - ◆ Fall: Boston, ~5,000 attendees
- Equipment exhibit at each meeting
- Monthly technical magazine
- Monthly archival journal with peer-reviewed papers, ~500 papers per year
- 35-50 symposium proceedings per year
- Substantial government affairs efforts

Former MRS Council

5 elected officers + 15 elected Councillors

Executive Committee: 5 elected officers + 2 Councillors

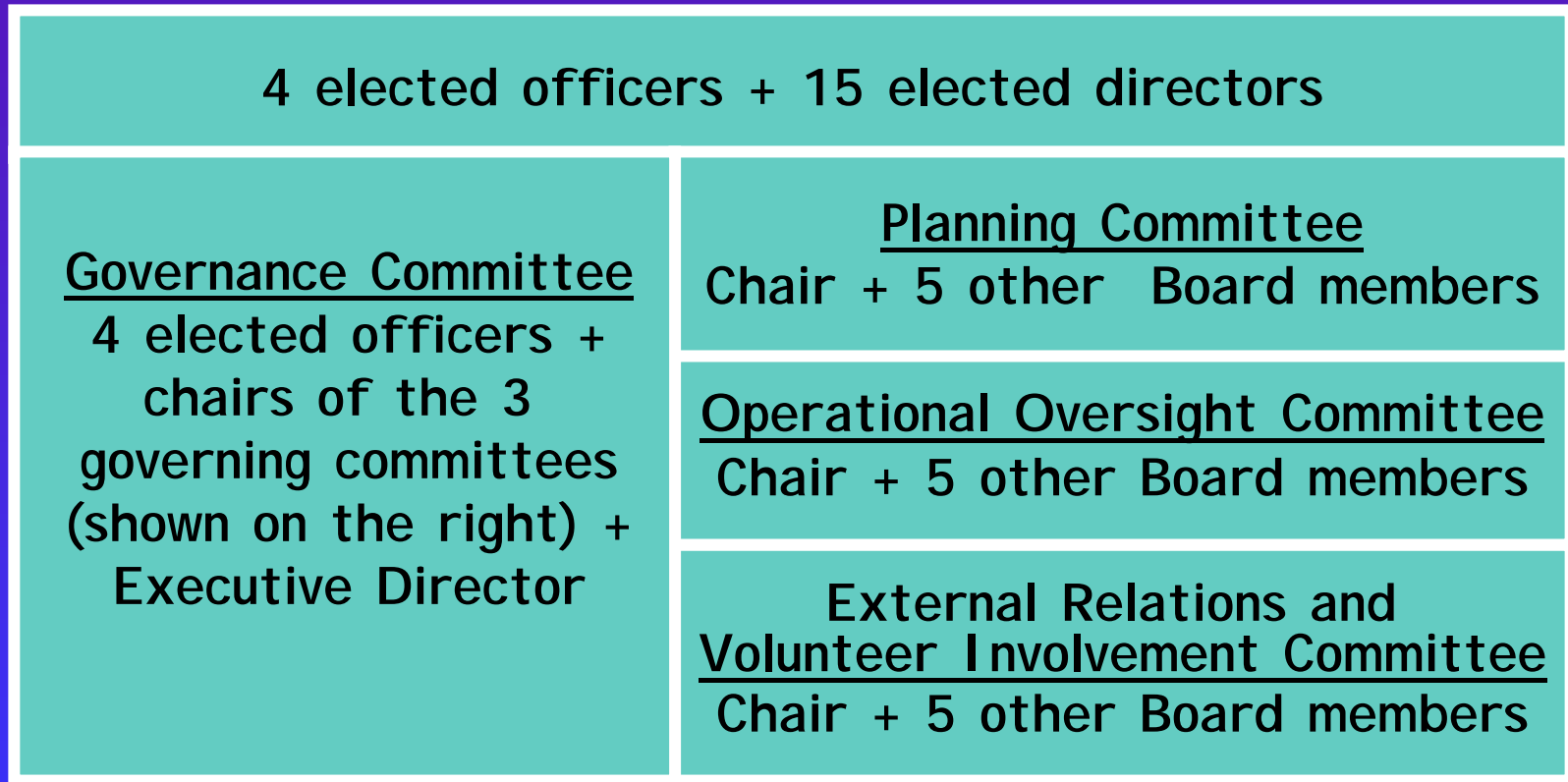
Audit Committee:
4 Councillors

~10 operating committees

HQ



Structure of New MRS Board of Directors



Roles of New MRS Governing Committees

Governance Committee

- Coordinate the work of the Board's governing committees
- Coordinate the work of the Board
- Oversee Board's human resource functions
- Relations between Board and Executive Director

Planning Committee

- Oversee strategic planning
- Oversee Board's planning retreat
- Oversee budget planning to achieve strategic objectives

Operational Oversight Committee

- Monitor progress of operations towards strategic goals
- Gateway to Board for nominations, technical programming, and awards

External Relations and Volunteer Involvement Committee

- Oversee external relations with domestic and international groups
- Oversee Society image
- Oversee volunteer participation

Process for Implementing Governance Change

- Long Range Planning Committee made governance structure and process a key issue in the strategic planning retreat.
- Engaged an experienced outside consultant/facilitator.
- Consultant wrote a report documenting structure/process issues identified, recommended new governance structure.

Process, cont'd

- After debate, Council accepted consultant's recommended new structure and process to get there.
- New constitution and bylaws drafted.
- Proposal submitted to membership for ratification.
- New structure implemented Jan. 1, 2003

Pros and Cons of Former Governance Structure

Pros

- ExCom made decisions quickly
- Few things fell through the cracks

Cons

- Substantial duplication of work by ExCom and Council
- Council had high “rubber stamp” characteristic
- Poor record of coming to grips with many issues
- Talents of Council members barely tapped
- Resentment of ExCom by other Councillors

Pros and Cons of New Governance Structure

■ Pros

- Much higher level of involvement by Board members
- Board much more focused on higher-level and strategic issues
- More attention to deliberate change
- Clear separation of governance work from operations

Cons

- Decisionmaking vacuum from absence of ExCom
- New Board requires substantially more staff support

Lessons and Challenges for the Future

- There is higher Board capacity, as promised.
- Dramatic improvement in focus on key strategic issues and effectiveness in addressing them.
- Difficult keeping governing committees at the high level desired.
- When Board members do not participate to the extent desired, the effect is more serious, and is much more obvious.

Lessons and Challenges, cont'd

- More attention is being paid to characteristics of potential new Board members.
- Major effect on redefining expectations of the Executive Director.
- Need for substantial restructuring of staff/operating committee interactions.