



Proposed New Governance Structure Frequently Asked Questions (FAQ's)

This document is a compilation of the questions that SNA leadership has received since the proposed governance structure was presented at the National Leadership Conference in April 2015.

Why Governance? Why Now?

Governance determines how decisions will be made, who will make them, and within what parameters. Each school district has a governance structure, as does SNA. How an organization is governed is critical to what it accomplishes.

SNA's Strategic Plan Goal 4 (Infrastructure) states:

SNA will have a financially sustainable funding model with a nimble governance structure and headquarters staff organization that is aligned with the strategic plan and reflects contemporary association business practices.

The U.S. Bureau of Labor Statistics estimates that volunteering is at a 10-year low, and this trend extends to SNA. In our organization, general factors dampening volunteerism is further complicated by the demands of new school regulations and other priorities restricting the time volunteers can commit to this organization at the national, state and local levels. School districts are limiting travel for professional development days; more volunteer leaders report having to take vacation days in order to attend SNA meetings and activities. But the current time commitment for SNA's top leadership positions is significant. In 2013-14, individual Board of Directors members invested between 18 and 72 volunteer days on SNA business.

Are there other associations going through governance structure changes?

Yes, there are many associations undergoing similar change. The American Hotel and Lodging Association, the American Culinary Federation, the American Cancer Society, and the National Association of College and University Food Services are recent examples of organizations that have or are in the process of revising their governance structures.

Trends in association management indicate that many associations review and revise their governance structures every five to ten years. This allows them to be better positioned for change—and to react quickly when it comes.

No two associations are alike nor have identical governance structures, because they are tailored to the specific needs of each association's membership. There are some overall trends, however, including smaller boards of directors, competency-based boards, fewer standing committees, and more ad hoc task forces to better align structure with outcomes.

HOUSE OF DELEGATES

Why is the House of Delegates changing?

Feedback from House of Delegates members in recent years indicates that the meeting has not been a particularly valuable experience for them. Some states have difficulty finding delegates willing to participate and have not sent their full representation to the meeting.

Many national professional associations utilize their “membership assemblies” to discuss matters of importance for the profession as a means to obtain valuable input and involve more members in these critical discussions. The objective of the repurposed Delegate Assembly is to help develop Association positions on a variety of issues. The meeting will be organized around one or more discussions on topics of concern and interest to the profession.

One of the proposed changes moves the responsibility for approving dues increases to the Board of Directors. What controls will there be in the Bylaws regarding the frequency and amounts of dues increases to ensure they are reasonable for the membership?

The proposed Bylaws changes outline the limitations for the Board’s decisions in this area. The dues may only be increased up to 10%, must be an even dollar amount and may only be proposed every other year. This authority is consistent with the Board’s overall fiduciary responsibility for financial management of the association.

Other proposed changes require states to identify their delegates in advance of the annual meeting held at ANC and for these delegates to serve a one-year term. Why?

These changes provide states with the opportunity to thoughtfully choose their delegates from their leadership to ensure the best representation for important discussions. In addition, establishing a one-year term for delegates will enable SNA to create a process for the Delegate Assembly to assist with any position statements discussed at the annual Delegate Assembly as follow-up activities throughout the year.

Are there requirements for who can serve as a delegate from a state?

The requirements have not changed. A delegate must be a member in good standing as of May 31.

Will the representation formula change for state delegates?

There is no change to the state delegate formula. It will continue to be based on state membership as of May 31.

When do states have to send SNA the list of their delegates to the Delegate Assembly?

This year, the list of state delegates is due by September 30, 2015. In early August, state presidents will be sent a form to use to identify delegates who will serve through July 31, 2016. Thereafter each year, SNA will send out a call for delegates in early June to serve from August 1 until July 31.

What happens if a delegate cannot complete their one-year term?

The state may select another delegate and notify SNA Headquarters of the replacement.

Will the Delegates Assembly meeting be a half-day or all-day event?

The meeting is currently scheduled for a half-day, and it is anticipated it will continue to be a half-day. This enables some delegates to fly in to the ANC host city in the morning and helps keep costs down for the state associations, which will continue to be responsible for paying the travel expenses for their delegates to attend this meeting.

BOARD OF DIRECTORS**Why was it important to make the Board smaller?**

According to research by the American Society of Association Executives, nonprofit boards today are typically composed of 15-16 members. This is considered a best practice that facilitates decision-making, reduces the commitment of volunteers, and curtails costs. But it's important to note that the proposed changes to the Board weren't driven primarily by the idea of reducing the total number of positions. The changes reflect strategic decisions about the composition of the Board that would best serve the Association's needs and goals into the future.

Why was the Vice President position eliminated?

In recent years, it has become increasingly difficult to find qualified members to run for Vice President, because of the three-year time commitment required, the amount of travel necessary, and the time at home/work needed to devote to this volunteer position (answering email, reviewing talking points, preparing for meetings, participating in conference calls, etc.). Member feedback indicates that school districts are increasingly unwilling to allow employees to serve in such time-consuming volunteer positions and be away from the office for as many days as SNA requires. The new two-year ladder—one year as President-elect and one year as President—is a more manageable volunteer commitment.

It's important to note that the bylaw eligibility criteria require that candidates for President-elect have served on the SNA Board. This helps to ensure that these candidates have had the leadership opportunities that will prepare them for the new two-year ladder.

Why isn't the Secretary/Treasurer on the ladder to become President after the President-elect, like the Vice President was?

Making this change would defeat the purpose of reducing the time commitment required for these top leadership positions. The Secretary/Treasurer is an officer position, increasingly involved with the day-to-day business operations of the Association. If the Secretary/Treasurer position were to be added to the ladder to up to the position of president, it would mean this individual would be required to commit to a four-year term on the Board, which is inconsistent with our overall goal to make the leadership commitment more manageable. In addition, research shows that the Secretary/Treasurer is *not* a position on the presidential ladder in most associations.

SNA's state associations rely on the Regional Directors for information about SNA, to serve as a conduit for relaying feedback back to the national organization, help solve problems, and represent SNA at meetings. How will the new structure impact this critical relationship?

The Regional Directors will continue to play a key role by providing this link to the states. They will continue to travel to state conferences and be important resources for state leadership.

Will the Regional Directors visit states once every 3 years instead of 2 years because of the change in terms?

All the members of the Board will share travel responsibilities to the states and other meetings. A detailed schedule will be available after ANC and published at SchoolNutrition.org. However, SNA is reviewing the travel requirements for *future* years, including the number of days scheduled for SNA Board and committee meetings. This is another effort to help make SNA volunteer commitments more manageable.

The proposed structure eliminates from the Board composition the committee chair positions that are currently elected by the membership. Why?

Given the increasing complexity of federal requirements required of nonprofit organizations, the fiduciary responsibilities of the Board of Directors have increased over time. In today's business environment, members do not have the time to focus on Board responsibilities while at the same time chairing a committee responsible for implementing important priorities in the Strategic Plan. This change is a part of our overall effort to reduce the time commitment for volunteers and enable chairs to focus on their important committee work.

The work of SNA's strategic committees has been, and will continue to be, very important in moving the organization forward and meeting specific goals and objectives in our Strategic Plan. Strategic committee chairs will be invited to Board meetings to provide input on issues when their expertise is needed for specific discussions, strategic planning and other Board agenda items. In addition, the work of the committees will be documented in the Strategic Plan Quarterly report submitted to the Board and posted on the website for members.

Since the proposed governance changes emphasize the importance of making the time commitment for volunteers more manageable, why are we increasing the terms of non-officer Board of Directors positions from two-year staggered terms to three-year staggered terms?

Over the years, we have heard from outgoing Board members that the first year served on the Board is an overwhelming experience. By the second year, they feel they can be more productive, but at the end of that year, just as they are reaching their stride, their term is over. The proposed change to increase the term of certain positions was a consensus recommendation of many current and past Board members who served in those positions. It also reduces the total number of volunteers that need to be recruited each year for these critical board positions. It is hoped that this change in terms will result in greater continuity and a more experienced Board.

What will be the role of At Large Directors on the Board?

The At Large Directors will have the same overall fiduciary responsibilities of all Board members, represent all members, and travel (as needed) to represent the Board at state meetings, as well as at allied organization and other meetings and events. Because these positions are not tied to a specific committee, geographic area or membership section, they are important new positions that will share in the travel demands and other responsibilities of Board members, decreasing the overall time commitment demands for these positions.

What are the bylaw eligibility requirements for the At Large Director positions on the Board?

The eligibility requirements for At Large Directors will be the same for all other Board of Director positions:

- Be a member in good standing;
- Be SNA certified or credentialed;
- Have demonstrated leadership ability by serving on the Executive Board or Board of Directors of a chartered affiliate or by serving on a SNA national committee;
- Be regularly employed in an eligible field but not be employed as a district director, supervisor, regional manager or corporate officer of a for-profit organization; and
- Maintain membership at the time of nomination and election. If a change in professional status occurs, a director may complete the term of office provided one year of the term has been completed.

The proposed Leadership Development Committee (renamed from the current Nominating Committee) will be charged with finding candidates to meet specified “diversity factors.” What are these and what if the Committee can’t find qualified members who meet these considerations in a particular year?

SNA must continue to prioritize diversity. We know that there are so many facets to our membership: Major city directors have different concerns than directors of small school districts. The needs of employees vary from those of managers, and *their* issues differ from those of directors. What’s important to a member in California, may not be an issue in Alabama. A priority for operators in affluent communities may not be shared by those serving lower-income neighborhoods. State agency representatives, educators and other stakeholders also have interests that affect our work. Plus, our organization is comprised of different generations, genders and ethnicities. This is why the Leadership Development Committee is charged with applying diversity factor priorities in their recruitment efforts.

Examples of diversity factors include generation, geography, district size/setting, race/ethnicity gender, member section and community connection.

The proposed Leadership Development Committee will more actively participate in leadership recruitment by interacting with potential future leaders at meetings. Additionally, the appointed At Large Representatives on this committee will help expand outreach efforts. In the end, as more new leaders are developed within the association, the committee will provide a slate of qualified candidates *as close as they can* to the Board’s diversity factor priorities.

Prioritizing this effort will ensure that the Board will be as representative as possible of SNA's overall membership.

Can an industry member or a state agency director run for a Board position?

Industry members may not serve on the Board. State agency members are school nutrition members and, therefore, are eligible, if they meet the other eligibility bylaw requirements, to be considered by the Leadership Development Committee to run for certain Board positions.

If SNA's governance structure proposal is passed by the House of Delegates this summer, will the state associations also be required to implement this same structure?

No. The states are not required to make any changes to their governance structure and in many cases, this structure may not be a good fit for a state. However, many state association leaders are experiencing similar concerns about volunteer recruitment and leadership responsibilities and have been waiting to see what SNA does before considering changes of their own. States are encouraged to use SNA's proposed new structure as a guide in reviewing their governance structures.

STRATEGIC COMMITTEES

How will Strategic Committee Chairs be chosen in the new structure?

They will be appointed by the President-elect from members who have requested appointments and who have SNA national committee experience. The Board approves these appointments.

**How can I get my name on the list for consideration for an appointment to a committee?
What are the requirements?**

Members interested in serving on a committee must submit a Committee Interest form to SNA. The President-elect matches up interested members with openings on committees. The make-up of each committee is outlined in a PowerPoint presentation about the proposed new governance structure that is available on SchoolNutrition.org.

How will the Board refrain from appointing the same committee chairs every year?

The same commitment to membership diversity on the Board of Directors is extended throughout the proposed governance structure, including strategic committee chair positions. SNA's leadership recognizes that member participation at the committee level is a critical step to future Board service, and the proposed governance structure reflects a commitment to engaging and developing fresh, new future leaders. In fact, moving the committee chairs off the Board will create more volunteer opportunities for interested members.

Why would the Board decide to add or sunset a strategic committee?

The Board will base its decisions on the need for strategic committees in accordance with the priorities established in the annual Plan of Action that supports the Strategic Plan. This information will be shared with delegates at the annual Delegate Assembly meeting.

Why were the Nutrition and Research Committees combined?

SNA's leadership saw a natural alignment between the areas of nutrition and research at the Association level. The combined committee will provide a greater depth of resources to address Strategic Plan priorities.

EMPLOYEE/MANAGER SECTION

What are the opportunities for members in SNA's employee/manager section in the new governance structure?

Because the School Nutrition (SN) Employee/Manager section comprises a significant proportion of SNA's total membership, the decision was made to retain a representative position on the Board of Directors. In addition, members from this segment can continue to submit their names for consideration to be appointed to serve on strategic committees and/or be nominated for the Regional Director and At-Large Director positions on the Board.

The eligibility requirements for the SN Employee/Manager position on the Board remain the same:

- Be a member in good standing;
- Be a member of the SN Employee/Manager section;
- Be SNA certified or credentialed;
- Have demonstrated leadership ability by serving on the Executive Board or Board of Directors of a chartered affiliate or by serving on an SNA national committee;
- Be regularly employed in an eligible field but may not be employed as a district director, supervisor, regional manager or corporate officer of a for-profit organization; and
- Maintain membership at the time of nomination and election. If a change in professional status occurs, a director may complete the term of office provided one year of the term has been completed.

LEADERSHIP DEVELOPMENT COMMITTEE

What will SNA do to ensure that the diversity of the membership is reflected on Leadership Development Committee (the proposed name for a revised Nominating Committee)?

The Leadership Development Committee includes two at-Large appointments, made by the President-elect, which are specifically intended to ensure that the diversity in the membership will be reflected in the Committee.

Why do the proposed changes place two Past Presidents on this Committee?

Directing the operations of the nominations and election process is a demanding job. Most immediate past presidents find that chairing this Committee is a new experience with many unfamiliar and complex issues to address. SNA's leaders believe that the immediate past president could benefit from a year as a non-voting vice chair to observe and learn and be better prepared a year later for the chair position.

How will this Committee's work help to expand SNA's leadership development efforts?

It is envisioned that members of the new Leadership Development Committee will attend SNA's annual National Leadership Conference, promoting national leadership opportunities, conducting sessions on the path to national leadership, and meeting informally with members interested in opportunities. Other opportunities for Committee members to actively promote SNA and coach future leaders will be developed.

PAST PRESIDENTS

What are the opportunities for Past Presidents in the proposed new structure?

The past presidents are valuable assets in the association. They will continue to be consulted for their counsel and advice and will provide support to various priorities identified in the Strategic Plan. Specifically:

- The President-elect, working with the chair of the proposed Past Presidents Advisory Council, will develop an advisory council charge similar to those developed for the strategic committees each year.
- The Leadership Development Committee will have two immediate past presidents serve, assisting in the recruitment of new leadership talent.
- They will continue to have three delegates at the Delegate Assembly.
- We are recommending to the School Nutrition Foundation (SNF) Board that it include an SNA past president position.
- They can be appointed to ad hoc task forces and advisory groups.

Will the Past Presidents still meet with the Executive Committee in March at LAC and in July at ANC to provide input?

Yes. Those meetings will continue to be an opportunity for the past presidents to discuss ways they can be helpful to the current Board. In addition, like other advisory councils, the chair of the Past Presidents will provide a report to the Board twice a year on the work of the Advisory Council toward their annual charge(s). The President will receive regular updates from the chair.

MEMBERSHIP SECTIONS

What is the role of the Membership Section Chairs?

Membership Section Chairs will continue to serve as liaisons between the Board and the members of the individual section they represent. They will forward issues, trends and concerns from their section members to the Board. In addition, they will provide input to the strategic committees as needed, and will continue to lead their section meetings at ANC.

How are the chairs of the membership sections appointed and by whom?

The Membership Section Chairs will be appointed by the President-elect and approved by the Board.

ELECTION

What can be done to close the current gap between the election of candidates in October/November and their installation the following July?

A new timeline has been approved by the Board of Directors to shorten the period between the election (held in February) and Board installation at ANC in July. The elected Leadership Development Committee members, however, would begin their terms March 1.

What is SNA doing to try to increase member voting participation in the annual election?

We are looking at practices of other associations and trying to identify creative ways to incentivize members to vote.

GENERAL QUESTIONS

Is SNA going to address the role of management company employees and their eligibility to run for national office?

That is not part of the proposed governance structure or the transition plan. The topic needs further research and discussion, but it is something that the Board plans to review in the coming year. It will be addressed as a part of the current Strategic Plan implementation.

If approved, how quickly will the new governance structure be in place?

A proposed transition plan has been developed. Implementing changes to the Board of Directors in the new governance structure would involve a two-year process and be complete by July 2017.

What happens to members who are now serving on the Board and Nominating Committee under the new governance structure?

All members in elected positions will complete their current terms, including those elected in November 2014, who will be installed in July 2015.

How will the implementation of the new governance structure impact members who currently have committee appointments?

All committee members, including recent appointments made by the President-elect, will complete their current terms. Two-year committee terms will be introduced for members appointed to committees beginning in 2016-17.

What is the definition of a “member in good standing”?

A member in good standing is a member whose membership dues are current.