

**SBAR (Situation, Background, Assessment & Recommendations):  
Changes to ESA Nominations Procedures & Bylaws**

**SITUATION**

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The Nominations Committee and Governance & Leadership Committee propose changes to the current election procedures that, in turn, require changes to ESA's bylaws. We hope to approve these changes now so that they can be implemented for the 2025 elections.

Ballots for ESA's Governing Board traditionally run two people for each open position. The Nominations Committee and the Governance & Leadership Committee propose that:

1. Candidates for officer positions—president-elect, secretary, and vice president for finance—run uncontested (single slate of candidates).
2. Multiple candidates run in a competitive election for board member positions.

These changes better position ESA to cultivate a leadership team that reflects the rich diversity of our membership and the broader ecological community. It will encourage a wider range of individuals to participate in leadership roles, foster innovation and inclusivity, and help advance our collective goals.

**BACKGROUND**

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Currently, the bylaws mandate that *at least two* candidates be nominated for each position. While this requirement has served ESA well in the past, it has also made it harder to create a diverse pool of prospects, discouraged interested and qualified candidates (from current and future service), and resulted in over-representation of certain groups on the board.

Having non-competitive elections is considered a leading practice in associations, and 52% of associations have non-competitive elections (*Building Better Association Boards* © 2019 ASAE). It is also increasingly common in scientific and academic societies:

- British Ecological Society and Society for Advancement of Chicanos & Native Americans in Sciences have *uncontested* elections for officers and *competitive* elections for other board positions.
- Society of Women Engineers and American Society for Nondestructive Testing allow *one or more* candidates per position.
- NAFSA: Association of International Educators has a single slate, and American Physical Society and Electrochemical Society are shifting to a single slate.

Last year, 14% of ESA's members voted, down from 18% in 2018. Low voter turnout is not unique to ESA. On average, only 20% of professional association members voted in the last board election (*Benchmarking in Association Management: Policies & Procedures* © 2019 ASAE). Given this low level of participation, making the recruitment process more rigorous and streamlining the ballots can yield better board results.

**ASSESSMENT**

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**Nominations & Ballot Considerations**

- Officers: The President-Elect, Secretary, and Treasurer positions, in particular, require a significant time commitment from volunteer leaders. The Nominations Committee struggles to identify two enthusiastic, qualified candidates for each position. The process of identifying

## JOINT MEMO: NOMINATIONS COMMITTEE & GOVERNANCE & LEADERSHIP COMMITTEE

and encouraging prospective candidates to participate in a competitive election is cumbersome. Interested individuals invest considerable time and effort in crafting thoughtful candidate statements. Those not elected, understandably, may be reluctant to run again.

*We recommend that officers run uncontested, with one candidate for each open position.*

- **Board Diversity:** We are committed to ESA leadership inclusive of candidates who have been historically underrepresented in positions of power and authority. Given statistics about election bias, the Nominations Committee has paired candidates with similar demographics to yield greater diversity. This process exhausts ESA's small pool of potential leaders from groups that are underrepresented, which not only diminishes the benefits of diversity to our Society, but also discourages individuals who were not selected.

*We recommend that the ballot include 1 – 2 more candidates than the number of open board positions, depending on the number of openings (including renewals), with the details still be worked out. This preserves members' choice in ESA's leadership, decreases the number candidates required, and minimizes alienating future board prospects.*

### Committee Considerations

- **Nominations Committee**
  - Changing the ballot puts more pressure on the Nominations Committee, which means its composition and procedures need to be enhanced.

*We recommend making the Nominations & Elections Procedures more rigorous and transparent.*

- In order to cast a wider net, the Nominations Committee needs to tap into other governance structures. Sections and chapters convene through Council, and committee appointments are coordinated through the Governance and Leadership Committee.

The Nominations Committee would benefit from more continuity. Its members serve only 1 year and are appointed by the President. This contributes to a steep learning curve for committee members, puts more burden on staff to train the committee each year while also supporting the process, and leaves appointments in the hands of a single person.

*We recommend revising the composition, terms, and charters of the Nominations Committee and the Governance & Leadership Committee to align and support leadership development across ESA's governance system.*

- **Teller's Committee:** Because elections are conducted electronically by an outside vendor, a Teller's Committee is a mostly symbolic step that is no longer essential.

*We recommend that Teller's Committee be discontinued. The Secretary will still have responsibility for validating election results.*

## RECOMMENDATIONS

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### Recommendation 1. Amend the bylaws

Upgrading the ballot requires revising ESA bylaws. The Governance & Leadership Committee has outlined next steps to implement this process:

- **Bylaws Revisions:** See the attached Appendix for proposed line edits and explanations.
- **Timeline:** The following timeline ensures that the Governing Board, Council, and members have opportunity to consider and comment on these changes before the 2025 elections process begins.

## JOINT MEMO: NOMINATIONS COMMITTEE & GOVERNANCE & LEADERSHIP COMMITTEE

May 2024            Governing Board vote at regular meeting (endorsed the changes)  
August 2024        Council vote at regular meeting during Annual Meeting  
December 2024    Call for nominations for 2025 ballot

- **Communications:** Communications with ESA members and with Council members will occur before June 4 (60 days prior to the vote). Per the Bylaws, it also allows for member petitions related to amending the Bylaws (Committee charters and Policies & Procedures require Governing Board, not membership, approval).

### **Recommendation 2. Update the Nominations & Elections Procedures**

The proposed changes—uncontested officers and competitive board positions—require more robust recruitment, vetting, and leadership development. The Nominations Committee has identified the following issues and activities for further review and improvement:

- **Recruitment**
  - Identifying gaps in expertise and experience needed to support good governance and ESA's strategic goals
  - Open call to members
  - More active outreach through council, committees, sections, and chapters
  - More rigorous vetting, e.g., interviews by staff, committee(s), and/or board members
- **Elections**
  - Voting protocols for competitive seats, e.g., plurality, rank choice, etc.
  - Abstentions or another way for members to communicate concerns about officers
  - Easily accessible information about other board members who are not up for election
  - Better communication around procedures for nominations via member petitions
- **Leadership Development**
  - Tracking member service in various roles
  - Building a pipeline of potential prospects for future leaders
  - Orientation and training on board service (conflicts of interest) and ESA governance
- **Governing Board**
  - Renewal process and ballot procedures for board members before their terms end
  - Exit interviews for outgoing board members and other ESA leaders
  - Continue periodic board self-assessment every 3 – 5 years

### **Recommendation 3. Review and revise, as needed, the Committee Leadership Manual**

In working through these issues, the Nominations Committee and Governance & Leadership Committee have also identified the following issues for further consideration:

- **Committee Terms:** Review the (one-year) terms on the Nominations Committee and/or Governance & Leadership Committee to provide more continuity and consistency
- **Committee Charters:** Better align the Nominations Committee and Governance & Leadership Committee in terms of clarity of duties, coordination, and communications

APPENDIX. PROPOSED BYLAWS REVISIONS

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1. Change Nominations Requirements

ARTICLE VI. ELECTIONS

**Section 1. Elections.** All members of the Governing Board shall be elected by the voting members of the Society.

**Section 2. Election Procedures.** The Governing Board shall establish Election Procedures.

**Section 3. Nominations Committee.** The Nominations Committee shall be responsible for identifying candidates. The Nominations Committee shall serve for one year and consist of the Past President as Chair, the President-Elect, ~~two~~ three Board Members, Speaker of the Council, and two additional members of the Society nominated ~~appointed~~ by the Past President and approved by the Governing Board.<sup>1</sup>

**Section 4. Nominations.** The Nominations Committee shall submit to the Secretary (a) one candidate for each elected Officer position to be filled (President-elect, Vice President for Finance, and/or Secretary) and (b) at least one more candidate than the number of other open Governing Board member positions ~~at least two candidates for each position~~ to be filled.<sup>2</sup> Names of the candidates shall be announced on the Society's website no later than thirty (30) days before the first day of the Annual Meeting. Additional nominations may be made no later than the last day of the Annual Meeting in accordance with the Election Procedures by a petition signed by one percent of members eligible to hold office in the Society.

~~**Section 5. Teller's Committee.** The purpose of the Teller's Committee is to validate election results for the Governing Board and Board of Professional Certification. The Teller's Committee shall be chaired by the Secretary and include two additional members of the Society appointed by the President.<sup>3</sup>~~

2. Eliminate Teller's Committee

ARTICLE VII. OFFICERS OF THE SOCIETY

**Section 4. Secretary.** The Secretary is responsible for ensuring that the proceedings of the Governing Board and Council are properly documented, reviewing agendas prepared by the President and Executive Director for the Governing Board, and overseeing all authorized ballots, ~~and chairing the Teller's Committee~~.<sup>3</sup> The Secretary also serves as a non-voting member of Council and a member of the Council Leadership Team.

3. Delete Obsolete Clause

ARTICLE V. GOVERNING BOARD

~~Section 3.4 Transition Rules<sup>4</sup>~~

~~(a) **Vice Presidents.** With the exception of the Vice President for Finance, Vice Presidents elected prior to December 31, 2021 shall automatically become Board Members and shall serve for the duration of their current term and no more than two consecutive terms. Vice Presidents may continue to chair Program Committees until the close of the 2022 Annual Meeting.~~

~~(b) **Members at Large.** Members at Large elected prior to December 31, 2021 shall automatically become Board Members and shall be eligible to serve a maximum of two consecutive terms.~~

~~(c) **Special Terms.** During this transition, the Governing Board may extend the term of a current Board Member or designate a special Board Member term so that the number of positions elected in future years is approximately the same. Any such action shall be announced at the beginning of the 2022 elections process.~~

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<sup>1</sup> These changes keep the Nominations Committee at its current size of 7 members. Replacing a board member with the Council speaker provides a direct connection to Sections and Chapters. Rather than the President, who does not serve on this committee, the committee chair (Past President) should appoint the at-large members. Board approval of the at-large members acknowledges the singular importance of this committee.

<sup>2</sup> These changes keep the Nominations Committee at the same size (7 members). Replacing a board member with Council speaker creates a more direct connection to sections and chapters. Since the President does not serve on this committee, it is more productive to have the committee chair (Past President) appoint the at-large members. Board approval of the at-large members acknowledges the singular importance of this committee.

<sup>3</sup> With the regular use of electronic voting for elections, the Teller's Committee is no longer needed. The Secretary retains responsibility for overseeing the elections procedures and results.

<sup>4</sup> The transition rule is a carryover from the previous bylaws revision, is no longer needed, and should be deleted.