

## Discussion of Proposed Amendment to FGFOA Bylaws

The proposed amendment will change the selection and composition of the Nominating Committee, utilize a slate process for election of Board members and Officers; expand the Board of Directors to include the Immediate Past President as an ex officio, non-voting member; revise the procedures for filling vacancies for Officers and Directors; and revise the eligibility criteria for serving as an Officer.

### **Background:**

Initiated under the leadership of recent past Presidents Sarah Koser, Linda Howard, and Kent Olson, and current President Ken Burke, the Board of Directors studied the election process and governance model of the FGFOA for the past few years. The goal of this initiative was to develop a merit-based system which is inclusive in nature and can result in a Board of Directors that is more representative of the association's membership. In developing the proposal below, the Board looked at election processes and governance documents from the GFOA of the U.S. and Canada as well as from other state GFOA organizations.

### **Current and Proposed Nominating Committee Composition**

Currently, the FGFOA President appoints all of the voting members of the Nominating Committee. The Immediate Past President and President-elect serve as ex-officio, non-voting members. By comparison, the GFOA has established a standing Nominating Committee with terms of more than one year. Some of the members of the GFOA Nominating Committee are committee chairs or former committee chairs, and possess a working knowledge of those members seeking nomination. The FGFOA Board's proposal is to change the committee composition from 10 to nine members, consisting of the President, Immediate Past President, and President-elect, and six other appointed members. Each year, two members are appointed to serve a three-year term by the President-elect. Additional selection criteria will include consideration of appropriate demographic representation, geographical area of representation, size and type of government, and certifications, such as Certified Government Finance Officer (CGFO), Certified Public Accountant (CPA), and other relevant certifications.

For the first year, the President-elect would select two members to serve a term of three years, the President would select two members to serve a term of two years, and the Immediate Past President would select two members to serve a term of one year.

### **Slate Process**

The Board noted that the GFOA and most of the state GFOA organizations that responded to our survey in 2017 indicated that they use a slate process for choosing officers and board members rather than conduct open elections. Under the proposed bylaws amendment, the Nominating Committee will determine a slate with an equal number of candidates as there are open seats (1 candidate per open officer or director seat). As with our current process, all potential candidates will submit an application to the Nominating Committee by the prescribed deadline. The Nominating Committee will review and evaluate all candidates, which may include one or more telephonic, virtual or in-person interviews. Utilizing a slate

process, the annual meeting would simply require a motion, second, and an approving vote of the slate to elect the nominated candidates.

### **Board Size**

The FGFOA Board recommends increasing the total membership on the Board from 11 to 12, comprised of three Officers, eight Directors, and the Immediate Past President serving as an ex officio, non-voting member.

### **Filling of Vacancies**

Currently, should there be a vacancy in the office of Secretary-Treasurer or on the Board of Directors, the President makes an appointment. The FGFOA Board is recommending that the vacancy be filled by the nominating committee following procedures for the nomination and appointment of a replacement, subject to a confirmation vote by the Board of Directors.

### **Officer Eligibility**

Currently, an Officer must be an active member who has served at least three years as an at-large member of the Board of Directors (Director). If the Director is currently serving, they must submit a written letter of resignation from the Board of Directors at least 30 days prior to the election, effective at the next successive installation of Officers and Directors. The FGFOA Board recommends changing the eligibility for an Officer seat to a Director that is currently serving, or has served as a Director within the past three years, with at least three years of service as a Director. In addition, any individual currently serving as a Director may apply for an Officer position without resigning from their seat.