

ABOUT AGU

Tomorrow's AGU: Building a Foundation for Good Governance

In May, the AGU Council voted unanimously to create a 16-member board of directors to oversee the business of the Union, and to expand the Council beyond section leadership to include focus group and committee leaders concentrating on matters of science and related Union activities such as AGU publications, meetings, and awards and honors (see *Eos*, 90(25), 213, 23 June 2009). This fall, the AGU membership will be asked to vote on these important changes.

The Council action followed careful deliberation and reflects the recommendations of the Future Focus Task Force, which was formed to answer the question, "How will AGU need to change the way it does business to achieve its strategic vision and mission and remain a preeminent scientific society?"

In June, I promised to share with you more details about the proposed governance changes. By "governance" I mean the decision-making units of the organization; the composition and relative powers, authorities, and responsibilities of each decision unit; and how individuals are selected to participate in them.

As the Future Focus Task Force engaged with the membership and other worldwide partners over the past year, it became clear that to keep pace with AGU's external environment and continue to provide you, our members, with the services you have come to rely on from a preeminent scientific organization, we must build a rock-solid foundation that begins with an effective governance structure—one that provides proactive oversight of both the fiscal and legal business of the Union in a continuously evolving marketplace.

The AGU Council decided that the proposed governance changes were needed to (1) enable increased membership inclusiveness, (2) strengthen nimbleness in the face of a rapidly changing environment and changing member needs, (3) ensure accountable corporate governance, (4) expand opportunities for the advancement of science, and (5) foster a balanced partnership with the AGU executive director.

Guiding Principles

Marvin Geller, AGU Statutes and Bylaws Committee chair, reported four key principles to guide these governance changes (*Eos*, 89(41), 395–396, 7 October 2008). The AGU structure should (1) provide

governance that is seen by its members as being responsive, representative, and fair; (2) provide for broad scientific input; (3) allow for new areas to grow in representation; and (4) be relatively easy to understand.

What Will Remain the Same?

Before reviewing the specific changes proposed, let's look at what you can rely on to remain constant:

Science will continue to be AGU's fundamental focus. The AGU leadership, both the new board of directors and the expanded Council, will continue to serve the members to advance Earth and space science according to the Union's guiding principles.

The highest authority in AGU will remain the members, and members will continue to exercise that authority by electing AGU officers, board members, and Council members (through section or focus group elections). AGU sections will continue to elect their officers, and focus groups will now have the option to change to electing leaders.

AGU will continue to engage and rely on thousands of exceptional volunteers who serve each year as committee members, editors, reviewers, advisors, and leaders.

The Council will continue to be responsible for all matters of science and policy, such as publications, meetings, awards, honors, outreach, education, and ethics.

What Will Change?

The chart on page 325 outlines the proposed AGU structure. The expanded AGU Council will be composed of section presidents and presidents-elect, focus group presidents and presidents-elect, and AGU committee chairs. To be voting members of the Council, focus groups must elect officers. Union officers (president, president-elect, general secretary, and international secretary) and the remaining members of the board of directors will be nonvoting participants at Council meetings. The AGU president-elect will serve as Council chair. A vice chair will be elected by the Council from among its membership; that person will also serve on the AGU board of directors. A Council leadership team empowered to coordinate agendas and oversee work plans will consist of the chair, vice chair, and two

to three others selected by the Council. All Council terms will be for 2 years.

The AGU board of directors elected by the membership will consist of the four Union officers and six directors who represent broad areas of the science. The AGU immediate past president, executive director (non-voting), Council vice chair, and development board chair will be ex officio members of the AGU board of directors. The AGU president may appoint and the board may elect up to two board members to ensure a broad diversity of voices and perspectives. These two appointments may be nonmembers.

Roles and Responsibilities

Under the current system, the Council has been responsible both for the corporate business of AGU and for scientific affairs. Although it was able to do a good job governing, the Council felt it did not have sufficient time to provide both sound financial oversight and good guidance on the science matters that are key to keeping the organization strong and vibrant. By dividing the scope of responsibilities between a smaller board focused on fiduciary matters and a more inclusive Council focused on the science of the Union, both functions will be conducted in a thorough and responsible way. In addition, the breadth of science represented in the Union will be better reflected.

The Council and the board will work in close partnership, especially on matters involving both fiscal/legal and science policy.

Examples of Council roles include developing and approving science policy for ethics, awards, honors, and fellows; actively participating in AGU's strategic planning process and approving plans related to science; establishing priorities and budget recommendations; and organizing AGU's evolving science structure. The Council will meet face-to-face at least once each year, with frequent telecommunications during the year.

Examples of board roles include approving all legal, fiduciary, and contractual matters; the hiring, overseeing, and evaluation of the executive director; and the updating and approval of strategic plans. The board will meet face-to-face not less than three times per year for 1 or more days, with periodic information exchanges between meetings.

Nominating and election processes will remain unchanged, except that the Nominating Committee will consist of three candidates selected by the board and three candidates selected by the Council. The past president will be an ex officio member of the committee. (Currently, the Nominating Committee chair appoints all committee members.)

You can find information about all of this at <http://www.agu.org/elections/bylaws09/>.

What Happens Next?

Changes to AGU's governance structure require amendments to our statutes and bylaws and an affirmative mail vote of the membership. You will be given detailed



information in future *Eos* articles and on the AGU Web site so that you can make an informed vote. Our goal is to complete voting by November, so that if approved, the new bylaws and governance structure can take effect in July 2010.

I believe that sound corporate governance of a board of directors, combined with visionary and inclusive scientific leadership of our AGU Council, will ensure our continued excellence within the worldwide scientific community.

I invite you to send me your comments or questions at AGUmatters@agu.org. Stay tuned for more details!

—TIMOTHY L. GROVE, AGU President; E-mail: tlgrove@mit.edu

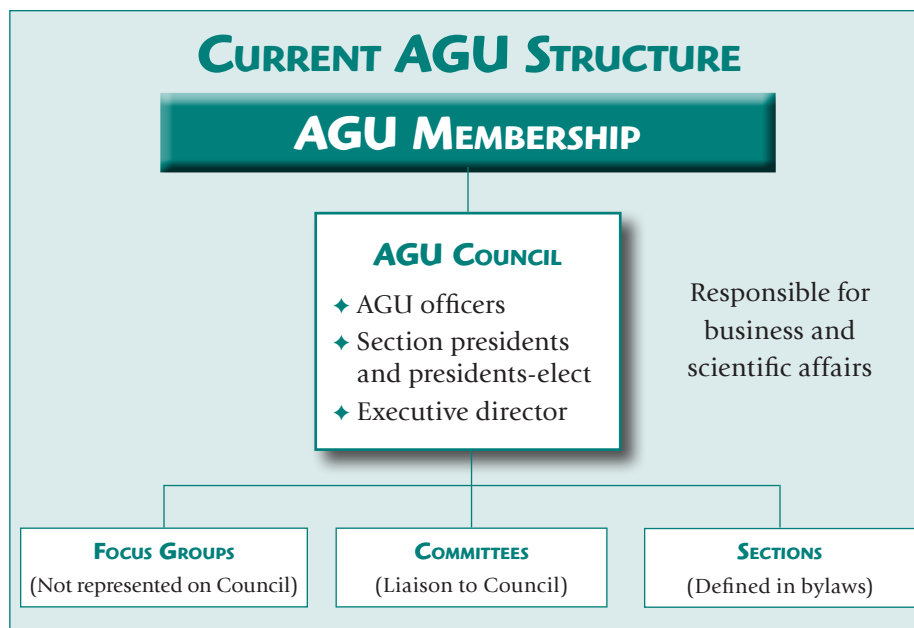
AGU Members to Vote on Governance Changes

Like all nonprofit organizations, AGU's structure is contained in "formation" documents (articles of incorporation or "charter") and "governance" documents (bylaws, policies and procedures). At AGU, the bylaws are currently known as the "statutes and bylaws." Members are required to give a majority affirmative vote on any changes to the statutes and a two-thirds affirmative vote to amend the articles of incorporation.

This issue of *Eos* contains the complete proposal for revised bylaws for AGU. Because of the large numbers of amendments, the Council felt it was better to start with a new set of bylaws. These changes were recently unanimously approved by the AGU Council in order to implement a new governance structure for the Union and to ensure compliance with changes in the law. These amendments to the bylaws will require some modifications to the articles of incorporation, which are also in this issue. This information, as well as a side-by-side comparison of the old statutes and bylaws and the revised bylaws, will be posted on the AGU Web site (<http://www.agu.org>).

The membership vote on the revised bylaws and articles of incorporation will open on 15 October and close on 31 October. All AGU members are encouraged to vote and approve these changes of great importance to the future of AGU.

CURRENT AGU STRUCTURE



PROPOSED AGU STRUCTURE

