

PROPOSAL 5

CONSTITUTIONAL AMENDMENT: NATIONAL BOARD DEVELOPMENT COMMITTEE (TWO-PART AMENDMENT)

PART 5A

To Amend Article XII, National Nominating Committee, by substitution as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article XII–National Nominating Committee</p> <p>1. There shall be a National Nominating Committee consisting of seven members and the CEO of Girl Scouts of the USA who shall serve as an ex officio nonvoting member. The committee shall be representative of the various geographical areas of the country, and shall include at least two National Board members and at least three persons who are not National Board members.</p> <p>2. Members of the committee shall be elected by the National Council to serve a three-year term beginning at the adjournment of the National Council when elected and ending with adjournment of the next regular session of the National Council. Members shall serve for no more than two consecutive terms. At least two members, but no more than three, shall serve a second consecutive term. The National Board of Directors shall have the power to fill vacancies in the committee. The requirements of Section 1 of this article shall be adhered to in filling vacancies.</p> <p>3. The committee shall present to the National Council, at its regular session, a single slate of nominations for President of the corporation, the Vice Presidents, the Secretary, the Treasurer, nominations for members-at-large of the National Board of</p>	<p>Article XII – National Board Development Committee, Nominations, and Elections</p> <p>1. The National Board Development Committee shall consist of seven (7) members, including the chair of the committee; the CEO of Girl Scouts of the United States of America shall serve as an ex officio nonvoting member. Between meetings of the National Council, the National Board Development Committee shall work in partnership with and report to the National Board of Directors.</p> <p>2. At least two (2) members shall be members of the National Board of Directors and at least three (3) members shall be non-National Board members.</p> <p>3. Members shall be elected by the National Council.</p> <p>4. The term of office shall commence at the adjournment of the National Council Session when elected, and shall end at the adjournment of the next regular session, or until successors are elected and assume office.</p> <p>5. At least two (2) members, but no more than three (3), shall serve a second consecutive term. No individual shall serve more than two (2) consecutive terms as a member of the committee.</p>	<p>Article XII – National Board Development Committee, Nominations, and Elections</p> <p>1. The National Board Development Committee shall consist of seven (7) members, including the chair of the committee; the CEO of Girl Scouts of the United States of America shall serve as an ex officio nonvoting member. Between meetings of the National Council, the National Board Development Committee shall work in partnership with and report to the National Board of Directors.</p> <p>2. At least two (2) members shall be members of the National Board of Directors and at least three (3) members shall be non-National Board members.</p> <p>3. Members shall be elected by the National Council.</p> <p>4. The term of office shall commence at the adjournment of the National Council Session when elected and shall end at the adjournment of the next regular session, or until successors are elected and assume office.</p> <p>5. At least two (2) members, but no more than three (3), shall serve a second consecutive term. No individual shall serve more than two (2) consecutive terms as a member of the committee.</p>

PROPOSAL 5 (CONT.)

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Directors; and nominations for members of the National Nominating Committee, including a nominee to serve as Chair of the National Nominating Committee. Nominations may be made from the floor at any regular session of the National Council provided that notice of such nominations and written consent of the nominee(s) are presented to the President at least two days prior to the election.</p> <p>4. At a committee meeting held following the National Council Session, the committee shall elect a Vice Chair from among its membership. A vacancy in the office of Chair shall be filled by the Vice Chair until the next regular session of the National Council.</p> <p>5. Any National Nominating Committee member who is absent from two consecutive National Nominating Committee meetings in their entirety without good cause, acceptable to the National Nominating Committee Chair, upon recommendation of the National Nominating Committee to the National Board of Directors, shall be removed from the National Nominating Committee by a majority vote of the National Board members present and voting at any regular meeting of the National Board of Directors.</p> <p>Further, upon recommendation of the National Nominating Committee to the National Board of Directors, a National Nominating Committee member may be removed with or</p>	<p>6. The chair of the committee shall be appointed by the President from amongst the members of the National Board Development Committee and approved by either the Executive Committee or the National Board. Individual(s) shall serve no more than one (1) term as chair of the National Board Development Committee.</p> <p>7. The committee shall elect a Vice Chair from amongst its membership.</p> <p>8. A vacancy in any position, including the chair, shall be filled by the National Board for the unexpired term.</p> <p>9. The committee shall present at each regular session of the National Council, a single slate of nominees for: a) the President; b) the Vice Presidents; c) the Secretary; d) the Treasurer; e) members-at-large of the National Board of Directors; and f) members of the National Board Development Committee. No member of the National Board Development Committee shall be eligible to be nominated for any officer position. A nominee for President shall be a current member of the National Board of Directors.</p> <p>10 Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the</p>	<p>6. The chair of the committee shall be appointed by the President from amongst the members of the National Board Development Committee and approved by either the Executive Committee or the National Board. Individual(s) shall serve no more than one (1) term as chair of the National Board Development Committee.</p> <p>7. The committee shall elect a Vice Chair from amongst its membership.</p> <p>8. A vacancy in any position, including the chair, shall be filled by the National Board for the unexpired term.</p> <p>9. The committee shall present at each regular session of the National Council, a single slate of nominees for: a) the President; b) the Vice Presidents; c) the Secretary; d) the Treasurer; e) members-at-large of the National Board of Directors; and f) members of the National Board Development Committee. No member of the National Board Development Committee shall be eligible to be nominated for any officer position. A nominee for President shall be a current member of the National Board of Directors.</p> <p>10 Nominations may be made from the floor of the National Council Session provided that notice of such nomination and written consent to serve by the nominee(s) shall have been provided to the President and the Chair of the National Board Development Committee at least forty-eight (48) hours prior to the</p>

PROPOSAL 5 (CONT.)

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>without cause by a three-fourths vote of the total number of the National Board of Directors.</p>	<p>published time for the convening of the meeting at which the election shall be held.</p> <p>11. Election to any position on the National Board or the National Board Development Committee shall require a majority of votes cast by those present and voting at the National Council Session.</p> <p>12 Elections shall be by ballot, including electronic balloting, except if there is only one nominee for a position, the election may be held by acclamation.</p> <p>13. Any National Board Development Committee member who is absent from two (2) consecutive National Board Development Committee meetings in their entirety without good cause, acceptable to the National Board Development Committee Chair, upon recommendation of the National Board Development Committee to the National Board of Directors, shall be removed from the National Board Development Committee by a majority vote of the National Board members present and voting at any regular meeting of the National Board of Directors.</p> <p>Further, upon recommendation of the National Board Development Committee to the National Board of Directors, a National Board Development Committee member may be removed with or without cause by a three-fourths vote of the total number of the National Board of Directors.</p>	<p>published time for the convening of the meeting at which the election shall be held.</p> <p>11. Election to any position on the National Board or the National Board Development Committee shall require a majority of votes cast by those present and voting at the National Council Session.</p> <p>12 Elections shall be by ballot, including electronic balloting, except if there is only one nominee for a position, the election may be held by acclamation.</p> <p>13. Any National Board Development Committee member who is absent from two (2) consecutive National Board Development Committee meetings in their entirety without good cause, acceptable to the National Board Development Committee Chair, upon recommendation of the National Board Development Committee to the National Board of Directors, shall be removed from the National Board Development Committee by a majority vote of the National Board members present and voting at any regular meeting of the National Board of Directors.</p> <p>Further, upon recommendation of the National Board Development Committee to the National Board of Directors, a National Board Development Committee member may be removed with or without cause by a three-fourths vote of the total number of the National Board of Directors.</p>

PROPOSAL 5 (CONT.)

Proviso: Number 6 is in regard to appointment of the Chair of the National Board Development Committee and will become effective for the 2011–2014 triennium.

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale:

Section 1: Name Change and Expanded Charge

- A Board Development Committee plays a key role in identifying prospective board talent and establishes a formal process for vetting and interviewing prospective candidates; prepares a single slate of nominees; works closely with key leadership of the Board in providing orientation to the first-term board members; ensures a continuing education program for all board members; and recommends tools for Board assessment.
- The committee becomes more proactive, intentional, and strategic in focus.
- Broadening the role of a nominating committee strengthens the National Board and helps it become more effective.
- The name “National Board Development Committee” better fits and defines the role of this Committee than the name “Nominating Committee” or “Governance Committee.”

Alignment

- Aligns GSUSA with best practices in the not-for-profit sector.
- Aligns with GSUSA’s recommendation to councils to expand the role of nominating committees.

Partnering with and Reporting to the National Board Between Meetings of the National Council

- The National Board Development Committee has a dual role: The committee retains accountability to the National Council for presenting a slate for election, and also builds a stronger relationship with the National Board through partnering and reporting.
- According to **BoardSource**, a leading authority on governance and not-for-profit boards, a Board Development Committee should operate as “a committee of the board, by the board, and for the board.” Its purpose is to ensure that the Board is effective and performs at a high level.¹
¹ BoardSource: *Governance Committee*. Authors: Berit M. Lakey, Ph.D.; Sandra R. Hughes, Ph.D.; Outi Flynn
- Close collaboration between the National Board Development Committee and the National Board will help to ensure that the National Board composition is aligned with the strategic direction of the Movement.
- As GSUSA moves from “good to great” and continues to build the capacity of the national organization and councils, the National Board Development Committee will play a crucial role in: 1) building a high-performing board that requires orientation, ongoing education, and engagement of members once they have joined the board and 2) assisting the Board in functioning as a highly effective team through use of appropriate assessment tools.

PROPOSAL 5 (CONT.)

Section 2

- Editorial change only. (Sentence from Section 1 regarding board and non-board members is moved to new Section 2.)

Section 3

- Editorial change only. (Wording regarding election by National Council is moved from Section 2 to new Section 3.)

Section 4

- Editorial change only. (Wording from Section 2 regarding term of office is moved to new Section 4.)

Section 5

- Editorial change only. (Wording from Section 2 regarding consecutive terms is moved to new Section 5.)

Section 6

- The first proposed change is in regard to the Chair's term. A one-term limit for the National Board Development Committee Chair:
 - is consistent with national trends and best practice;
 - aligns GSUSA with the model followed by Girl Scout councils;
 - is consistent with a smaller National Board and National Board Development Committee and
 - promotes succession planning.
- The second proposed change is the appointment of the Chair by the National Board from committee members elected by the National Council instead of election of the Chair by the National Council. This change:
 - reflects the committee's dual role. The National Board Development Committee members will continue to be elected by, and accountable to, the National Council for development of the slate. The National Board appointment of the committee chair from the elected members is consistent with its expanded committee role;
 - is consistent with appointment of other committee chairs by the Board (reference GSUSA Bylaws, Article V)
 - is a best practice. Source: *Charity Channel/Connecting Nonprofit Professionals Worldwide*: "The Board Resource Committee is the most important committee of the board and is appointed by the board from the board members."

Note: Election of the Chair as a separate position on the ballot from other members of the committee came about with a National Council action in 1996, which took effect with the 1999 election.

Section 7

- Editorial change only. (Wording regarding election of vice chair moved from Section 4 to new Section 7.)

PROPOSAL 5 (CONT.)

Section 8

- Proposed wording consolidates and clarifies what happens when there is a vacancy on the committee. A vacancy in any position, including the Chair, shall be filled by the National Board for the unexpired term.

Section 9

- Wording clarifies that the nominee for the highest officer position is a current member of the National Board of Directors. This provides for continuity and consistency in the leadership and direction of the Movement.

Section 10

- Clarification of the timing for nominations from floor: “48 hours” in place of “2 days”
 - Proposed change provides clarity to the required time period. Forty-eight hours prior to the published time in the *Workbook* for convening the meeting at which time the election shall be held is more specific than “two days” before the election, which is subject to a variety of interpretations.

Note: Time and date in which election will be held will continue to be published in the *Workbook*, so that delegates have this information at least 60 days in advance of the National Council Session.

Section 11

- Editorial change only.

Section 12

- Editorial change only.

Section 13

- Editorial change only.

Reference: *Blue Book of Basic Documents 2006*, pp. 10–11, Article XII

PROPOSAL 5 (CONT.)

PART 5B

To amend Article X, National Board of Directors, Section 5, by striking as follows:

Current Wording	Proposed Amendment	If Adopted, Will Read
<p>Article X—National Board of Directors</p> <p>5. The National Board of Directors shall have the power to fill vacancies in its own membership until the next regular session of the National Council, including any vacancy created by the election of a member-at-large to another capacity on the National Board and installation in such capacity, except for the Chair of the National Nominating Committee. In filling vacancies, the National Board shall conform to the requirement of Section 2 of this article.</p>	<p>Article X—National Board of Directors</p> <p>5. The National Board of Directors shall have the power to fill vacancies in its own membership until the next regular session of the National Council, including any vacancy created by the election of a member-at-large to another capacity on the National Board and installation in such capacity, except for the Chair of the National Nominating—Committee. In filling vacancies, the National Board shall conform to the requirement of Section 2 of this article.</p>	<p>Article X—National Board of Directors</p> <p>5. The National Board of Directors shall have the power to fill vacancies in its own membership until the next regular session of the National Council, including any vacancy created by the election of a member-at-large to another capacity on the National Board and installation in such capacity. In filling vacancies, the National Board shall conform to the requirement of Section 2 of this article.</p>

Submitted by: National Board of Directors of Girl Scouts of the USA

Rationale: Provides for language consistent with the Chair of the National Board Development Committee being appointed by the National Board of Directors.

Reference: *Blue Book of Basic Documents 2006*, page 9, Article X, Section 5.

Recommendation: The National Board of Directors recommends adoption of Proposal 5.