Motion – Zygielbaum-1

Clarifying the Relationship Between Directors and the Operating Organization

Moved by: Director Zygielbaum

Seconded by: Director Baker, First Vice President Raisbeck

Background:

Among corporate and non-profit organizations, Boards of Directors typically are concerned with strategic plans and decisions, establishment of policy, review of organizations status and effectiveness, and advising on the correctness of tactical plans.

However, the ARRL Board of Directors has been taking on activities normally reserved to the operating elements in the organization. Examples include hiring at levels below the CEO, copy editing of press releases, and creating or modifying programs. These activities may be appropriate or may have a negative impact on the operating organization. They may undermine the authority and responsibility of the CEO. It seems appropriate for the Board to step back and review, and if necessary, redefine how the Board interacts with and oversees the operating organization of the ARRL.

To address these issues, this motion has specific goals of 1) defining and codifying the relationship between the Board and managers within the operating organizations, 2) defining and recommending an organization-wide relationship between Board members and elected field organization managers and appointees, 3) engaging current Board members in the definition process and the establishment of standardized processes and procedures, and 4) creating training for new Board members about their responsibilities within the organization and in the expectations of the defined processes and procedures.

Motion:

It is moved that:

1. The Administration and Finance Standing Committee shall create a guideline document defining and distinguishing the responsibility and authority of the Board and its members from the responsibility and authority of the managers of the operating organization. The document must be written so as to assure a match of responsibility and authority at all levels of the organization. The development of the document shall be done in a manner that engages review and contributions by the members of the Board.
2. The standing committee responsible for the Field Organization shall create a guideline document describing the expected relationship between Division Directors and the Section Managers and their appointees within the Division. The guidelines must be sensitive to the existing reporting responsibilities of the Section Managers to the Field Organization managers. The development of the document shall be done in a manner that engages review and contributions by members of the Board.
3. The Executive Committee shall oversee the development of these two guidelines and create a method to develop a training program for new Board members which covers these guidelines as well as existing Board and corporation documents, organization, and history.
4. The Legal Structure Review Committee shall review the resulting guidelines during their development to identify any conflicts with the ARRL’s existing legal structure and recommended changes in that structure to mitigate those difficulties.
5. Each tasked committee shall report its activities and progress at the January 2022 Board Meeting
6. Each tasked committee shall complete the work defined in this motion at the July 2022 Board Meeting. The work shall be submitted as a motion for approval by the Board to put the guidelines in practice.