

RESOLUTION 35 - 2010

Subject: Reconsideration of the Nominating Committee Composition
Introduced by: Dane County Medical Society
Referred to: Organization and Finances

1 Whereas, It is in the best interest of the Wisconsin Medical Society (Society) to have a broad
2 representation of its members in elected positions from across the state; and
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4 Whereas, The Society policy was revised three years ago to encourage a more open and
5 transparent process for candidate nominations and elections, and also to encourage multiple
6 candidates for one position; and
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8 Whereas, The Nominating Committee deliberates and votes for the slate of candidates, one per
9 position, to forward to the House of Delegates for election; and
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11 Whereas, The Nominating Committee determines the slate by a majority vote of the Nominating
12 Committee; and
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14 Whereas, The Nominating Committee is composed of Society members from the Districts with
15 numbers in proportion to the size of the District representation on the Board of Directors; and
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17 Whereas, Changes occur yearly to the composition of the Nominating Committee based on
18 annual membership and the largest District has over 1/3 of the votes on the committee; and
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20 Whereas, There are other possible mechanisms of determining the composition of the Nominating
21 Committee which would not allow any one District to have a large majority of the votes, for
22 example, a senate model of having one representative per District; and
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24 Whereas, We now have three years experience with the new nominations system and have passed
25 policy that encourages the periodic review of policy changes to ensure the policy is achieving the
26 intended results; therefore be it
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28 RESOLVED, That the Wisconsin Medical Society appoint an adhoc committee to review the
29 current Nominating Committee composition and the nominating process and report back to the
30 Society Board of Directors with recommendations by the January 2011 Board of Director's
31 meeting to allow for recommended changes to be presented to the House of Delegates in 2011;
32 and be it further
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34 RESOLVED, That the Board of Directors be encouraged to have a diversity of members from all
35 Districts and Sections in the Wisconsin Medical Society on the adhoc committee.

Fiscal note: \$5,000 or greater for staff time and meeting expense to support the ad hoc committee.

Relevant Policies

Society: ORG-002

Nominating Committee Composition and Deliberations: The Wisconsin Medical Society requires that the members of the Nominating Committee be provided a list of persons that have held the open position over the previous 10 years along with their District or Specialty section designation such that the Nominating Committee can consider the representation of all parts of the state over time for that position in its deliberations. The Wisconsin Medical Society suggests that the Wisconsin Medical Society Board establish an open process for information sharing about the candidates on the WMS members-only Web site and that the Nominating Committee develop criteria that ensures a fair, standardized and transparent process for all candidates. (HOD, 0408)

Wisconsin Medical Society Bylaws

Chapter II, Section 8. Nominating Committee

- A. Composition. The Nominating Committee shall be composed of one (1) member of this Society selected by and from each District, except that in any District having five hundred (500) or more Regular and Special members, there shall be elected one (1) additional committee member for each additional five hundred (500) members or majority fraction thereof. There shall also be one (1) delegate representing the Society's specialty sections. The committee shall select a Chair from among its members.
- B. Term of Appointment. The term of the Nominating Committee commences at the close of the final session of the House at the Annual Meeting and extends until the close of the final session of the House during the next year's Annual Meeting. Nominating Committee members shall be limited to six (6) consecutive terms.
- C. Inability to Serve. If a member of the Nominating Committee is a candidate for office or otherwise unable to serve, a substitute for that member shall be selected by the Director or Directors of the District in which the vacancy occurs. The Director or Directors shall provide written notice of the substitution to the Executive Vice President of this Society, who will then submit the substitution to the Board for confirmation prior to the meeting of the Nominating Committee.
- D. Meetings. The Nominating Committee shall convene at least two (2) months prior to the Annual Meeting of the House to prepare a slate of candidates. This meeting shall be held at a date, location and time certain, which shall be published to the general membership at least two (2) months before the meeting is to be held, and shall include an open session to allow for the individual nomination of candidates. The Nominating Committee shall report to the House the name of the Board's nominee for Treasurer (see Chapter III, sec. 5B) and the names of one or more nominees for each of the other positions to be filled. Nothing in this chapter shall be construed to prevent additional nominations being made from the floor by members of the House.

Previous Relevant Resolutions:

RESOLUTION 8 - 2008

Subject: Nominating Committee Composition and Deliberations
Introduced by: Dane County Medical Society
Referred to: Organization and Finances

Whereas, The Governance Task Force report presented to the House of Delegates at the 2007 Annual Meeting concerns about and changes to the nominations process of the Society which included having more avenues to submit names for open Society positions and encouraging more than one candidate for each open position; and

Whereas, There has previously been a gentleman's agreement among many Society members that the nominee for the position of Society President-elect would rotate between three large geographic areas in the

state, District 1, District 2 and Districts 3-8, in order to ensure that the role of President rotated through various parts of the state rather than having a President from the same, populous area of the state multiple years in a row; and

Whereas, The practice of rotating the President elect nominee has worked well for over 20 years and has ensured that qualified candidates from across the state have the ability to become President-elect regardless of the size of the district that the candidate is from; and

Whereas, In 2007, the Nominating Committee considered 4 candidates for the nominee of President-elect as a result of the encouragement of the GTF report; and

Whereas, The Nominating Committee selection for the President-elect position this year would be considered outside of the typical rotation of the nominee for President-elect based on rotating the nominees across the districts; and

Whereas, Currently the make-up of the Nominating Committee according to the Society Constitution and Bylaws, Chapter 2, Section 8 is: District 1: 9 members, District 2: 5 members, District 3: 1 member, District 4: 2 members, District 5: 1 members, District 6: 2 members, District 7: 1 member, District 8: 1 member and Specialty sections: 1 member, for a total of 23 members; and

Whereas, Based on the current Nominating Committee membership, one or two of the populous districts have enough votes by themselves or together such that if they voted en bloc, they could be the deciding factor for every contested position on the Nominating Committee slate; and

Whereas, Some districts also held meetings before the Nominating Committee meeting to interview candidates and discuss which candidate(s) are preferred and these meetings allowed much more conversation with and about the candidates for President-elect than the Nominating Committee meeting did itself given the time constraints; and

Whereas, The GTF's encouragement of multiple candidates for the Nominating Committee to choose from for each open position could be offset by one or two district's voting en bloc on the Nominating Committee, a practice which may not be in the best interest of the Society; and

Whereas, There are other models of representation that could be used for the Nominating Committee that would avoid one or two Districts from having the power to nominate their candidate of choice, such as the senate model of representation; be it therefore

RESOLVED, That the Wisconsin Medical Society amend its Constitution and Bylaws to such that the composition of the Nominating Committee such that each District appoints 2 members to the Nominating Committee and the Specialty sections appoint 2 members, for a total of 18 voting members; and be it further

RESOLVED, That the members of the Nominating Committee be provided a list of persons that have held the open position over the previous 10 years along with their District or Specialty section designation such that the Nominating Committee can consider the representation of all parts of the state over time for that position in its deliberations; and be it further

RESOLVED, That the Wisconsin Medical Society Board establish an open process for information sharing about the candidates on the Wisconsin Medical Society members-only Web site and convene an open forum that all Districts could participate in via teleconference or personal attendance during which candidates for President-elect could be interviewed before the Nominating Committee meeting.

House Action: Adopted as Amended

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RESOLVED, That the Nominating Committee develop criteria that ensures a fair, standardized and transparent process for all candidates.

AMA: None