

The Board recently released a number of changes to the Bylaws with the following goals:

- Provide the structure necessary to support a move to open Board elections by the entire membership in 2015.
- Clarify issues that came up around for-profit members and conflicts of interest in the 2013 nominating committee
- Provide for opportunities to create institutional memberships within NORDP
- Clean up language in the Bylaws that had seemed to have been included from boilerplate documents unrelated to NORDP

How we got to this point:

In 2012, the NORDP Board resolved that NORDP as an organization was beginning to reach a size and a level of maturity that would warrant moving from the original system of Board voting for Board elections to member-based voting. During these discussions, it was recognized that democratic representation requires more than the simple mechanics of and technology for voting, and that in a large organization where few people know each other, processes would be needed to ensure that members understood who they were voting for and why.

It was agreed that through the Membership Committee a subcommittee, including Board members, would begin to look into useful models that could be presented to the Board later in the year. By late summer 2013, the Board concluded that that subcommittee had not been able to move the issue forward. This is not a unique experience among NORDP committees – across each of NORDP’s committees, it has happened that despite the best intentions of very talented and committed members, and for all kinds of reasons, most of which are perfectly mundane and typically reflect an organization of volunteers, a committee is unable to move a matter forward. It was, therefore, resolved that the Board should take this issue on directly.

To begin the process of achieving the goal of member-based elections, the Board consulted the Bylaws and found that the language provided therein to define membership was very difficult to clearly and consistently interpret, and that it left the parameters of membership very hard to understand or even agree on. It was thus decided that this issue was sufficiently important and that the existing language about membership was imprecise, that rather than simply try to make policy changes on the basis of that unclear language, we would devise new membership language in the Bylaws that would allow us to develop policies and guidelines for membership-based elections.

The Board was also deeply concerned about how to understand real and perceived conflict of interest that had arisen during the 2012-2013 elections. In the course of the work of the Nominating Committee, it was communicated to the Board that the members of that committee were very uncomfortable with the kinds of conflicts that might arise for members of large for-profit institutions/organizations (including those who may or may not also serve as, or might wish to serve as, sponsors for NORDP or NORDP events). This concern was first expressed in 2011 as documented in committee minutes and since then has been further voiced by NORDP members in discussions with Board members during conferences and in other conversations Board members have had with other members as we considered how to address this concern raised by the Nominations Committee.

As Alicia stated in her announcement of the Bylaw changes, the overarching principle in the Bylaw changes was intended to ensure that NORDP leadership remains in the hands of its core membership (research development professionals working in colleges, universities, non-profit research groups, and medical centers). This principle was intended to 1) avoid the reality or the appearance that NORDP was in any way controlled by, or doing the bidding of, any large for-profit entity (especially those who seek to sell products or services to NORDP members on a large scale); 2) avoid the very practical problem that if a member of the Board represented a sponsor, that we might have trouble attracting other sponsors for our events or, again, the appearance that a Board member's organization would be given preferential treatment in matters relating to sponsorship, access, or advertising; and 3) to protect those members of NORDP who work for large for-profit institutions from real or perceived conflicts of interest and/or the suggestion that their votes reflected the will of a corporate interest. Together, the Board felt that these three concerns precluded members affiliated with large for-profit institutions from serving on the Board and that limiting their participation to 1-2 seats would not sufficiently alleviate real or perceived concerns.

Concerns Raised by Members

The Board has heard from many members in the past 10 days. Two central concerns have been raised: Communication and Outcome.

Communication: A fair criticism of the Board has been that it waited too long to publish the changes to the Bylaws. Contrary to some who believe that this was based around a lack of transparency, we sought to be highly transparent and detail the changes to the Bylaws, as exemplified by the table describing the changes. This took time to draft, Board members reviewed everything in detail, and we deliberated those details longer than perhaps we should. In retrospect, we should have moved that process forward more quickly and this will change in the future. Our goal has always been complete transparency.

It has taken us longer than we had hoped or expected to get the Bylaws reviewed by our legal counsel and to formally announce these changes to the membership. It has also taken us longer to begin to draft the specific policies the Bylaws refer to. But our intention all along was to communicate these changes to the membership in a clear and orderly way before the annual conference so that the business meeting and other sessions could take up matters related to how we hope to move forward.

Outcome: We have heard concerns that the Bylaws create "second class citizen[s]," a "caste system," and that individuals are "being discriminated against solely on the basis of [their] employment." Some have asked the Board "where will the lines be drawn between a small and large for-profit" or similarly whether there is a distinction between senior leaders (President, VP) compared to other employees. The Board discussed and debated all of these issues at great length. As noted above, the Board felt in the end that the organization, at this point in its life, could not sufficiently manage the real or perceived conflicts of interest associated with employees at large for-profit institutions/organizations.

The intent of the policies that are referred to in the Bylaws, but which are not spelled out because we are still working on them, was to exempt from the for-profit group (affiliate members) individuals who have their own consulting businesses, or who are members of partnerships, small family businesses or other small business entities for whom we believe that the problems raised above would be less of a threat to NORDP's functioning and its integrity and for whom we did not feel it would be impractical to address issues of conflict. We fully recognize that this is not a perfect solution (nor was their perfect agreement among us), but there was full agreement that we did not want to make the perfect solution the enemy of the good, and we wanted to keep the process moving so that we get to our goal in the coming year of membership-based elections.

We do not intend to create new barriers to participation or fundamentally change the level of service for any member of the Board through these changes. But members of large, for-profit institutions/organizations will not be allowed to serve on the Board. This is not an unusual policy for a 501 (c)(3) organization to enact; for example, NCURA makes a similar distinction with its members. Large, for-profit organizations already have restrictions on how they might want to use the listserv: NORDP Sponsors are only allowed to "sell" on the listserv under specific terms.

Unfortunately, because we have not yet finalized the policy language that specifies who is a "regular member" and who is an "affiliate member," people were rightly left to speculate exactly what the definitions, qualifications, and privileges and benefits of those two categories amount to. But as Alicia has already noted, the intent here is not to create two classes in terms of the benefits and opportunities our members will have, with the sole exception relating to who can serve on the Board. We are working hard to have this draft policy language available in advance of the conference, and we will welcome input there, through the listserv, or directly to any of us on the Board as we move forward.