In the section below, we would like to address some of the specific questions or concerns we have encountered. We welcome your continued feedback.

The first section speaks to our new governance process:

Exactly what is Coherent Governance?
Coherent Governance is an operating system for board governance. Its value is that it allows the board to remain fully in control of everything associated with the organization, but at the same time hold staff fully accountable for the association’s performance.

It’s simple, four quadrants of policies, encompass:

- standards for board performance as an on-going board self-assessment process;
- the CEO’s job description;
- the CEO’s evaluation process;
- rigorous standards for every area of operation and a means for assessing whether those standards are being met;
- board’s expectations for member benefits and a process for evaluating their achievement.

In short, Coherent Governance is a complete governing system for the board to do its job in a coherent, intelligent, systematic, systemic and sustainable fashion.

Why would our board want to change to this process?
The board can recreate itself as an exemplary governing body by tackling meaty issues focused on preparing members for success. It must have the will to discuss, deliberate and make value-laden decisions on behalf of its diverse membership.

Does this put too much decision making power in the hands of staff?
No, we believe it recognizes the appropriate role of an effective Board as well as staff. The Board policies we adopted as well as the proposed bylaws revisions do nothing to change the central fact that the Board directs the strategy and goals of the Association, then empowers the CEO to accomplish those goals. Again, this aligns with the original recommendation of the MMGI which stated we should “Reduce the level of Board interaction in business planning and program execution and focus Board efforts on policy creation, association oversight and as stewards of the Association.”

Do individuals lose their ability to impact the system?
Coherent Governance offers the full board, and each of its members working with that full board team, greater opportunity to impact the system. That happens through the establishment and monitoring of policies.

Board members still alert the CEO, or his/her identified delegates in the association, to problems or concerns. The Board requires follow up information about how the concern was addressed or resolved.

Does this put too much power in the hands of the board?
This does not change the role or authority of the Board, other than to ensure we stay focused on our job: listening to member needs, creating strategies based on those needs, and communicating our wishes in a clear manner to the CEO of the organization.
The perception by many is that the board cedes all power to the CEO and becomes a rubber stamp board. How do we speak to that perception?

While the Coherent Governance board does confer significant authority to its CEO to do his/her job, the counter is unprecedented accountability.

For example, consider this language from one of the policies: “The performance of the association and the performance of the CEO are considered by the board to be identical.” In other words, if the association succeeds, as success is defined in policy by the board, the CEO has done his/her job. But if it does not, she/he singularly suffers the consequences. How many critics would be eager to accept that level of accountability?

In Coherent Governance, the monitoring process unquestionably gives the board more information about, and more control over, operational matters than it has now.

The board is a group of strong, independent individuals who will fight to get their concerns addressed. How does Coherent Governance work for them? Does it become all group-think?

The fact that the board is comprised of strong individuals will not change. If individual members now are directing staff activities, or otherwise governing as individual members, they are stepping well outside their authority, even in a traditional system of governance.

But at the board table, these members are expected, even encouraged, to fight for their individual beliefs. Like it or not, the board is a GROUP of individuals. The group, not the individuals, has legal authority. This is true in any system of board governance.

How do they work better for us than the current pattern of communications we have with our constituents now?

The formal linkage responsibility the Coherent Governance board assumes can take any number of faces, but it recognizes that the board is governing an entire organization, not just a section of it. The board will be challenged to design a process to enable every member, not just a single member, to interface with the entire universe of owners as a means for understanding and interpreting the values the entire membership holds for the organization. It is a full-board responsibility.

Individual members can and likely will continue to interface with individuals and groups in their own respective areas of interest or experience, but linkages are based upon the notion that the full board has need to interface with the full constituency base. The ownership, in other words, includes more than any one part. It includes the entire membership, and individual members are responsible for all of it, not just a part of it.

The second section speaks to the proposed bylaws amendments:

What is the need for the proposed bylaws revisions?

Some of the proposed bylaws revisions will bring the bylaws in line with the new governance policies the Board adopted last year. These governance policies are the result of our evolution to a new governance model, a process that began in 2007. At that time, there was a thorough review of our governance, and one of the key recommendations was to “Create a streamlined, transparent and objective governance model that reflects modern best practices in Association governance.” Ultimately, through the work of
many boards, we have fulfilled this vision of evolving to a Board governance model based on best practices. We believe these changes will ensure a strong, healthy association into the future.

Some of the revisions will extend voting privileges to Allied members and allow them to be elected to Board officer roles. The IAVM Board recognizes that our Allied members play an increasingly crucial role in the success of our association, and feel that the proposed bylaws revisions reflect the changing business climate in which our industry operates. The line between Allied and Professional members has become blurred, with over 675 venues currently managed by Allied companies, and the younger workforce is more likely to float between traditional venue and Allied member companies. These bylaws revisions will position IAVM to better utilize the entire community of committed leaders for the good of the Association.

Are you doing away with volunteer committees and boards?
No. Volunteer leadership has been and will continue to be the core strength of IAVM. No committees or boards are being eliminated as a result of these changes. However, as stated by Randy Quinn, an author of “Good Governance is a Choice,” best practices dictate that Board committees should be listed in Board policy rather than in bylaws. Having them in the bylaws results in too much inflexibility and the list can quickly become outdated due to name changes and other factors. The elected Board of IAVM will have the flexibility to determine which committees it needs to do its job each year, which enables it to add new ones, subtract those that are no longer relevant, or alter the mission of a committee as needed. Other committees, such as the sector program committees, will continue as well, working directly with staff to accomplish their goals.

Is the nominating process for our officers being changed?
No, the committee is not being eliminated nor is the current nominating process being changed as part of these bylaws revisions.

Could these revisions take the focus away from venue managers?
We are an organization of venue managers, and we will remain so. Our mission remains the same, “To educate, advocate for and inspire public assembly venue professionals, worldwide.” We feel these revisions will only enable us to better fulfill this mission.

Will these revisions turn us into a trade association?
We are and will remain a professional association. While both types of associations engage in similar activities, a professional association, as defined by Wikipedia, is usually a nonprofit organization seeking to further a particular profession, the interests of individuals engaged in that profession, and the public interest. A trade association, however, is defined as an organization founded and funded by businesses that operate in a specific industry with its main focus on collaboration between companies, or standardization. One of the primary purposes of trade groups is also to attempt to influence public policy in a direction favorable to the group’s members. Some examples of professional associations are IAVM, the International Entertainment Buyers Association, the National Recreation and Park Association and the International Association of Exhibitions and Events. All are based on individual membership with the primary goal of educating its members and advancing the profession. A prime example of a trade association is the Motion Picture Association of America. Its members are movie studios who pay hundreds of thousands in membership dues and focus on regulation of the industry and advocacy on legislative issues. Another is the American Petroleum Institute, with a focus on advancing the legislative issues of the oil and gas industry. The main difference between the two is in their goals, with
professional associations more focused on education and advancement of the profession, and trade associations more focused on lobbying, standardization and promotion of an industry.

**Will this hurt our ability to elevate the profession and the IAVM brand?**
We are building on the efforts made by past leaders to build our brand and grow our professionalism. We feel we are continuing this great work, and as each group of leaders must do, have evaluated our current environment and made decisions we feel are in the best interests of our members and our profession today.

**Will this take away from leadership opportunities for Professional members?**
It is important to give our Professional members the opportunity to lead. As we have mentioned, however, over the course of their careers many members now move from Professional to Allied members, and back again. And our Allied members have successfully served on committees and our other boards, without taking away from our Professional members. We believe that having the strongest available leaders in place is the best way to develop our future leaders and to ensure the success of our Association.

**Will Allied members take over the board or make decisions that are against the interests of Professional members?**
Professional members will still comprise the vast majority of the Board. We have had an Allied member representative on the Board for many years, and that perspective has been an important one. Our Allied members are part of our success, and they are keenly aware that our success empowers theirs.

**Don’t we need a Professional member as Chair so they can serve as our spokesperson?**
While the Chair may be called upon to serve as a spokesperson for IAVM, we have evolved to a point where the Chair is not our only resource in this regard. Our CEO can and does often speak for us. As stated in the MMGI recommendations, “The current position of executive director will be changed to CEO and positioned as the primary external spokesperson for the Association...” We also often tap other officers, Board members or experts from our field, to speak to the media or other associations. The role of the Chair now is primarily to facilitate member input and ensure the Board is accomplishing its goals.

**Is the problem that we don’t have enough Professional members willing to volunteer for leadership roles?**
We currently have a healthy interest in volunteer positions within IAVM. We were able to find roles for everyone who stepped forward this year, and we will continue to do so. There is room for everyone who wants to make a difference in our industry and for our Association. Keep in mind, Allied members have served on our committees and as committee chairs for many years, and even as chairs of our other boards. We feel the Association is better served by inclusion rather than exclusion.

**Won’t an Allied member in a board Chair role be able to gain an unfair advantage over their competition?**
There are protections in place to ensure Allied members would not be able to use their position to gain an economic advantage as a result of their leadership role. All Board members agree to abide by policies that preclude such practices. Our leadership is carefully selected and vetted by the Nominating Committee and the IAVM Board, and voted on by the membership, so only the best and most ethical leaders are selected. And there are provisions in place to remove any leader that abuses his or her power.
Aren’t Allied members just interested in selling opportunities as opposed to education?  
While Allied members are focused on business growth, many also wish to educate themselves on  
industry issues, and it is their support that makes it possible for us to deliver so many of the education  
and networking opportunities we give our members. We should want to engage them in the  
conversation about how all of our members can have their specific needs met, to ensure a healthy  
Association for many years to come. Allied members also share their business acumen and  
entrepreneurial approach, resulting in a stronger Association.

Why should we allow electronic voting?  
Electronic balloting is common at most associations. By allowing electronic votes, we can get more input  
from members than ever before, instead of just polling those who can attend our annual meeting. At  
our last “in person” vote at the annual meeting, we received a mere 122 votes.

Are there other organizations that have changed their structure to allow full participation by Allied  
members?  
Many associations now operate this way. In particular we consulted with three related associations. The  
International Entertainment Buyers Association (IEBA), the International Association of Exhibitions and  
Events (IAEE), and Meeting Professionals International (MPI) have all moved to an inclusive leadership  
model. All three associations report positive results.

Are Allied members eligible to obtain their CFE?  
Yes. Allied members have been obtaining their CFE status since the late 1990s. Currently, Allied  
members even participate on the Certification Board. There are important criteria in place to ensure  
only qualified professionals can become CFEs. For example, to qualify as a candidate for certification, a  
facility executive must first have seven years of experience in the top two levels of management at a  
public assembly facility and be a graduate of a four-year college or university.

What major leadership positions have Allied members held in the past?  
Eighteen Allied members have successfully served as Chair over nine boards, committees and task  
forces. These appointments have included the Board of Trustees, Board of Regents, Board of Education,  
Academic Advancement Committee, Industry Affairs Council, Life Safety Council, Safety & Security Task  
Force and the Venue eBooks Task Force.

What steps would an Allied member have to take to become Chair of the Association?  
First, they would have to serve as a member of the Board of Directors. Second, they would have to have  
approval from their company to be put forward for nomination and if elected, agree to a demanding 4-  
year leadership cycle. Third, they would have to be the Nominating Committee’s first choice and  
approved by the Board of Directors. Fourth, the entire membership would have to approve the Allied  
member in a general election.

Will the cost of membership dues change as a result of this?  
No. These revisions will have no impact on the cost of membership for anyone.
At its January 2014 meeting, the IAVM board of directors took some significant steps in our evolution to a new governance model. This shift was originally recommended in 2007 by a report from the Mission, Membership and Governance Initiative (MMGI) under the leadership of Past President Steve Peters, CFE. The stated goal at that time was to “create a streamlined, transparent, and objective governance model that reflects modern practices and reduces the level of board interaction in business planning and program execution and focuses board efforts on policy creation and association oversight as stewards of the Association.” In other words, we wanted to enable the board and our volunteers to focus more on results and less on day-to-day management.

As a result, the board decided to move toward what we are now calling a “coherent governance model,” based on industry best practices, as outlined by governance consultants Randy Quinn and Linda Dawson, authors of “Good Governance is a Choice” and “Boards That Matter”. As part of this process, the board had already adopted a complete set of governance policies that define how the board will govern itself, what the board will delegate to the CEO, and the board’s expectations of how IAVM will operate.

The final step in the process was to create “results policies” that clearly outline what benefits the board expects members to receive from IAVM. These policies will be shared with the membership in the next IAVM newsletter.

As part of this new governance model, the CEO will now submit regular monitoring reports to show compliance with all of the board’s policies. These reports provide more information and certified data than the board has ever received in a traditional board setting. Monitoring is done systematically, on the board’s schedule, based upon data from throughout the organization. In short, Coherent Governance is a complete governing system for the board to do its job in a coherent, intelligent, systematic, systemic, and sustainable fashion.

The board also approved four standing board committees to help ensure it can effectively do its work:

- The audit committee—will hire and communicate with the auditors to ensure fiscal responsibility
• The executive committee - will plan, on behalf of the Board, processes for strategic two-way dialogue between the Board and the members to promote the organization and to build understanding and support.
• The governance committee – will recommend to the Board appropriate procedures for accomplishing the Board’s work, to include, but not be limited to, Association bylaws and Board policy additions and/or deletions.
• The Leadership Development/Nominating Committee – will identify topics and performance areas for improving Board success; plan activities for assuring that new members of the Board understand the Board’s operating culture and process; will identify and nominate potential members of the Board of Directors.

Our other committees will continue as they have before, working directly with the CEO and staff to ensure our programs, products, and services meet the needs of our members. These committees no longer report to the board, enabling them to be nimble in making decisions with staff to move the association forward.

Finally, the board revisited the proposed bylaws changes that were approved at its July meeting to be submitted to a membership vote. Upon hearing back from the membership, the board modified some of the proposed changes to address member concerns.

The bylaws changes are grouped into two sections, one intended to clean up outdated portions of the bylaws and align them with the new governance model, and a second to address the role of allied members in our association. The first set of proposed changes do the following:

• Identifies the president and CEO as the board’s sole employee, serving at the direction of the board of directors,
• Updates language for voting on nominations to include electronic and mail-in ballots, and
• Removes a specific listing of committees, some of which no longer exist, enabling the board and management to establish committees as needed.

The clean-up changes do not eliminate committees or boards that currently exist, nor do they affect regional governance.

The second set of proposed bylaws amendments would extend privileges to Allied members, enabling them to vote on association business matters and/or pursue election to senior leadership positions on the board. Given the fact that many members seemed to see these as two separate issues, the board voted in January to separate the two questions, allowing members to vote yes or no on each question—should Allied members be allowed to vote, and should Allied members be able to hold a board officer position.
Also, to address member concerns, the board added a caveat to the leadership issue to require any IAVM senior officer to have a minimum of seven years of relevant experience in a venue.

Why these proposed changes? The lines between who is an Allied member versus a professional member have become very blurred over the last decade. Many members now move between categories at least once, if not several times, throughout their careers. We simply want the best person available to lead our association, while ensuring they understand the challenges of a venue management professional. Every nominee for senior leadership goes through a rigorous process, including board service, and approval by the nominating committee, the board, and finally, the entire membership. Ultimately, you, the members, decide who is best qualified to lead us.

The timeline for this vote was also altered to enable more time to share these changes with the membership and ensure they are fully understood. The ballot will launch in August 2014, following VenueConnect in Portland, OR. The ballot will be conducted through an electronic polling process by Survey and Ballot Systems. You will be receiving an e-mail August 8, 2014 providing instructions and the link to vote on this bylaws change. The polls will remain open for your voting through September 12, 2014. As a result, we will have had a full year to vet and discuss these important changes.

If you have questions, please don’t hesitate to contact a member of the board, or stay tuned to IAVM’s many communication channels, including the magazine, the newsletter, and the regional and sector meetings, where these matters will continue to be shared with the membership. **FM**