

OSG Council governance issues

Jérôme Lauret
OSG Council meeting 2019/10



Our bylaws

- Has provision for an election of the OSG ED
 - The election procedure is well described in the [OSG voting procedures](#)
 - The OSG Council elects an Executive Director
 - 60% quorum needed
 - ballot based vote
 - Note in the bylaws: call for candidates
- It has NO real provision for the OSG council chair .. Apart from guidelines
 - *The OSG Council shall self select a chair to lead the council*
 - *The term for the Chair shall be two years.*
 - *Individuals can serve no more than two full consecutive terms as chair*
- The council chair however manages all OSG business
 - call for the OSG ED election, any election, ...
 - *All appointments to the Executive Board are subject to council approval*



Issues

1. The OSG Council Chair serves a key role without which, little business can be carried (vote, membership matters, meeting are all chair responsibilities)
 - **We owe the OSG to find a way to make this position resilient**

2. What does “select” means?
 - **Voting is not described – “Select” can mean anything, opened to interpretations!!**
 - If we would be to follow RROR, this implies we default to “roll call” ... which is actually an opened vote, show of hand or {yea | |aye}/nay
 - [this explains my request to have it opened]
 - Historically: we used two methods
 - Called for candidate, candidates made a statement of interest, rest of the council ask questions, candidate leave the room, council discuss + vote + simple majority wins
 - One candidate “appearing”

3. Other issues - Our bylaws are old and not reflecting the daily business
 - It has provision for a SAG that is not real (existed briefly and vanished)
 - *“All appointments to the Executive Board are subject to council approval”*

Proposal – bylaws rewriting

- We reshape our bylaws to take into account
 - The OSG Council chair selection → make it an election
 - HIGHLY recommend
 - An **election** with a call for candidates, statement of interest followed by a simple majority vote
 - We build resilience (**models on the next slide**)
- *Other*
 - *Removing the SAG (TBD)?*
 - *Reshaping the “vetting” of members of the EB following our current practice*
 - *Area coordinators (appointed) approved*
 - *Adding members / head of funded “projects” immediate*
 - *Reshape the Org structure*

Proposal – OSG Chair (models)

- No changes [not recommended]
- Chair + deputy [2 years as now]
 - This has issues (can a deputy run afterward?)
- Chair + deputy, deputy is “elect” [2 years]
 - Deputy/”elect” candidates commit now for 4 years
- Chair + chair elect [1+2+1 years] – how this works?

<i>election (March) start of the new model</i>	<i>election</i>		<i>election</i>		<i>election</i>	
↓	↓		↓		↓	
2020	2021	2022	2023	2024	2025	2026
A Acting	A Acting	A as backup				
	B deputy (learning)	B Acting	B Acting	B as backup		
			C deputy (learning)	C Acting	C Acting	C as backup
				

- In this model [A is the transition candidate so “special”, others are 1 year deputy + 2 acting + 1 year backup or vacation 😊]
 - the chair is never alone – a deputy could take over the council’s business
 - There is a built-in rotation, process is more transparent via elections
 - There is continuity and never ANY ambiguity of who will be in charge “when” (we meet with Agency Managers in X years, the proposals expire, etc ..)

Proposal - timeline

We should do the right thing i.e. give time to a bylaw reshape ...

- A. We decide TODAY who serves as interim council chair until the NEXT council meeting [re-affirm, new election, ...]

- B. We commit to reshape our bylaws and vote BEFORE then [done it before, I volunteer]
 - Feedback on other parts to reshape November 2019
 - First draft December 2019
 - Bylaws vote February 2020
 - Call for candidates – 2 weeks prior to the next council meeting
March 2020?

- C. Any interim chair from “now to then” may run for the election