Proposed changes to the AIEA Board and Committees
Submitted October 2019

This document summarizes proposed changes to the AIEA committees. These changes reflect good practice for membership organizations, provide Board oversight and engagement on core business of the association, yet still permit the organization the necessary flexibility to respond to new opportunities. This document describes three types of committees: Board Committee; Standing Committees; and Task Forces.

I. Board Committees

Board committees have responsibility for those functions that are required for a 501c6 association, and will be defined in the AIEA bylaws. With the exception of the Executive Committee, each of these Board committees will be appointed by the President.

Governance Committee

Composition: 5 board members, including Board legal advisor and president elect. Recommended that this be chaired by an at-large Board member.

Purpose:
The purpose of the governance committee is ongoing review and recommendations to enhance the quality of the AIEA Board. The work of the committee revolves around four major areas.

1. *Help create board roles and responsibilities*
   - Lead the board in regularly reviewing and updating the board's description of its roles and areas of responsibility and what is expected of individual board members.
   - Assist the board in regularly updating and clarifying the primary areas of focus for the board, and help shape the board's agenda for the next year or two, based on the strategic plan.
2. *Pay attention to board composition and leadership*
   - Lead in assessing current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider to accomplish future work of the board.
   - Develop a profile of the board as it should evolve over time.
   - Identify potential board member candidates and explore their interest and availability for board service, with particular attention to board diversity.
   - Manage nomination process, including for board officers.
3. *Encourage board development*
   - Provide candidates with information needed prior to election to the board.
   - Design and oversee a process of board orientation, sharing information needed during the early stages of board service.
   - Design and implement an ongoing program of board information, education, and team building.
4. *Assess board effectiveness*
   - Initiate periodic assessment of the board's performance, and propose, as appropriate, changes in board structure and operations.

- Provide ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness.
- Regularly review the board's practices regarding member participation, conflict of interest, confidentiality, and so on, and suggest needed improvements.
- Periodically review and update the board policy and practices.

Finance Committee

Composition: 3-5 members, to include the Treasurer

Purpose:
The finance committee is responsible for assisting the board in ensuring that AIEA is financially viable and meeting its fiduciary and compliance responsibilities. The work of the committee revolves around six major areas.

1. Ensure that accurate and complete financial records are maintained:

- Monitor income and expenditures against projections.
- Review and recommend financial policies to the board, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices.

2. Ensure that accurate, timely, and meaningful financial statements are prepared and presented to the board:

- Present quarterly or monthly financial statements to the board.

3. Oversee budget preparation and financial planning:

- Propose for board approval a budget that reflects the organization's goals and board policies.
- Ensure that the budget accurately reflects the needs, expenses, and revenue of the organization.

4. Safeguard the organization's assets:

- Review proposed new funding for ongoing financial implications, recommending approval or disapproval to the board.
- Ensure that the organization has the proper risk-management provisions in place.
- Oversee the investment of the organization's reserve and existing funds.

5. Help the full board understand the organization's financial affairs:

- Ensure that the board as a whole is well informed about the organization's finances.
- Educate the board about financial matters.

6. Ensure compliance with federal, state, and other requirements related to the organization's finances:

- Ensure that organization maintains adequate insurance coverage.
- Ensure that the IRS Form 990, other forms, and employment and other taxes required by government are filed completely, correctly, and on time.

Audit Committee

Composition: Three members

Purpose:
The purpose of the audit committee is to ensure that the organization performs an annual audit and that it is disclosed to the public. Specifically, the committee's duties include:

1. Recommend to the board of directors the retention and termination of the independent auditor
2. Negotiate the compensation of the auditor on behalf of the board
3. Confer with the auditor to satisfy the committee members that the financial affairs of the charitable organization are in order
4. Review and determine whether to accept the audit, and
5. Approve performance of any non-audit services to be provided by the auditing firm.

Executive Committee

Composition: The Executive Committee shall be comprised of the President, President-Elect, and Past President. The Secretary, Treasurer and Executive Director shall serve as ex officio non voting members of the EC.

Purpose:
The EC shall have and may exercise all of the authority of the Board in matters pertaining to the management of AIEA except as limited by applicable law and instructions of the Board, and shall act for the Board between meetings of the Board. All actions taken by the EC must be ratified by the Board at its next meeting. (From the current bylaws).

(From Board Source) To avoid delegating essential powers away from the full board, an executive committee should not:

1. amend bylaws;
2. elect or remove board members;
3. hire or fire the chief executive;
4. approve or change the budget; or
5. make major structural decisions (add or eliminate programs, approve mergers or dissolve the corporation).

II. Standing Committees:

Standing committees will have responsibility for the business, programs, services, and other activities of the association. The bylaws will provide a criteria for the standing committees, but will not name individual committees in order to provide the association flexibility to respond to the current and future strategic plans. The President, in consultation with the Board, will provide each of the standing committees a charge and a summary of major responsibilities. Standing Committee chairs shall serve three year terms as members of the Board.

Member Outreach and Awards (Former Membership and Awards Committees)

Composition: 10-12 members

Purpose: This committee has responsibility for membership recruitment and membership policies. The committee also has responsibility for managing the process for associational awards. Specifically, this committee will:

1. Assess member needs and present conclusions and recommendations to the Board of Directors and membership;
2. Devise and execute a strategy for recruitment and retention of members;
3. Solicit nominations and determine recipients of associational awards.

Professional Development and Engagement Committee (former Leadership Development and Strategic Issues Committee)

Composition: 10-15 members

Purpose: This committee has responsibility for ensuring that the professional development programs and services that AIEA delivers to its members are of high quality and relevant. This committee will have responsibility for the following:

1. In cooperation with the Board, identify priority topic/emphasis/issues to be explored in professional development programs. Produce programs/services for AIEA members, provide on and off line forums for discussion of strategic issues, and develop conference proposals that promote member engagement in relevant topics
2. Manage the Senior Advisors Program
3. Manage selection process for Presidential Fellows Program
4. Encourage members to design Thematic Forums related to strategic themes identified by the Board; manage the selection process for Thematic Forums
5. Review curriculum and faculty for the SIO Leadership Academy
6. Conduct regular evaluations of professional development programs and services in order to ensure that they continue to meet the needs of membership; present the results of these evaluations to the Board.
7. The committee may create internal working groups to focus on specific areas, such as gender and diversity, as needed.
8. This committee will have members serve as liaisons with the Conference and Editorial Committees.

Public Policy Committee

Composition: 10 members

Purpose: This committee will respond to policy issues impacting university internationalization. Specifically, committee members will:

1. Regularly prioritize policy issues to be addressed by the Association,

2. Recommend to the Executive Committee and develop ways in which to address key policy issues,
3. Educate Members on all levels of policy advocacy, and
4. Inform on policy issues.

Publications and Resources Committee (Formerly Editorial)

Composition: 8-10 members

Purpose: This committee has responsibility for the editorial policies and priorities of the association including the review and preparation of materials developed for use by the membership. Specifically, this committee will:

1. Annually identify editorial products to be produced for members related to priority topic/emphasis/issues identified by the Board and Professional Development Committee.
2. Solicit members to author editorial products and assist with their development.
3. Appoint a committee liaison to each approved Thematic Forum in order to assist award recipients with producing an associated white paper.
4. Determine new formats in which members prefer to receive editorial content.
5. Oversee administration of resources, in cooperation with Secretariat.

Conference Committee: See separate materials

Composition: General conference committee will recruit 35-40 members; Planning Committee will be comprised of the Chairs of the Conference Committee, Professional Development and Editorial, an additional three members, and the Executive Director.

Purpose: This committee will have responsibility for planning all aspects of the annual conference, specifically:

1. Planning Subcommittee – Review evaluations of annual conference, provide feedback on conference theme, assist with matters related to conference format, generate recommendations regarding conference speakers and other special conference activities.
2. Program Subcommittee – Review conference proposals and make recommendations for conference sessions;
3. Sponsorship Subcommittee – Assist Secretariat with identifying and contacting potential conference sponsors;
4. Media Subcommittee- Assist Secretariat with promoting the conference; support and coordinate Media presence during the conference; and support presenters, speakers and panelists with media interaction during the conference.

III. **Task Forces:** The President or the Board may create task forces for durations appropriate to the charge of the respective committee. The charge to, and duration of, task forces will be developed and published by the President and in consultation with the Board. The chairs of task forces will not be required to serve on the Board.