

## SPECIAL EDITION

# Proposed Changes to APS Governance and Leadership Structures

## APS Needs Your Help—Be Sure to Vote in October

This special edition of *APS News* contains vital information about proposed changes in the way your Society is governed—the first comprehensive changes in 100 years. You will be asked soon to vote on a completely revised APS Constitution & Bylaws, and amended and restated Articles of Incorporation. In early October you will receive an email with instructions on casting your ballot and links to all of the relevant documents being voted on and associated background material.

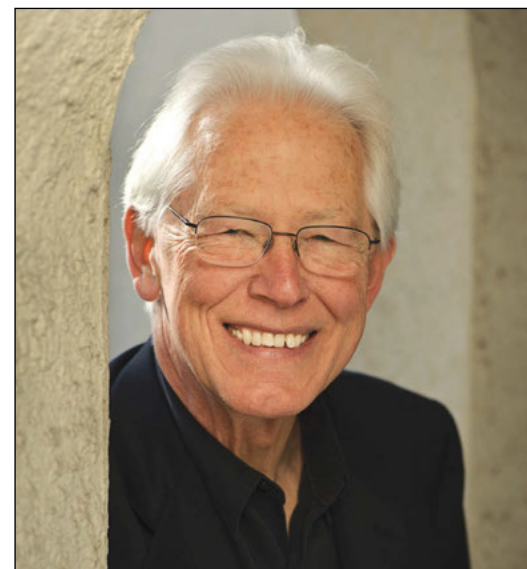
I urge you to read this special edition closely—it explains why the APS leadership believes this vote is so important to APS's future. For additional reading and background, please visit the APS Corporate Reform website at [www.aps.org/about/reform](http://www.aps.org/about/reform), and if you desire, comment on the proposed changes prior to the voting period.

On August 16, the APS Council voted to adopt a revised Constitution & Bylaws and Articles of Incorporation. Cre-

ating the drafts of these new foundational governance documents took a village, and all involved have done yeoman's work over the past year with the best interests of APS at heart. The guiding principles in this journey were to preserve our physics culture, to ensure greater coherence in the operations across the Society, and to clarify roles and responsibilities (and hence accountability)—thereby making our Society stronger and more effective in its enduring mission “to advance and diffuse the knowledge of physics.”

I believe that all involved have crafted a clear, modern, and highly workable Constitution & Bylaws that will serve APS well for decades to come. The APS Council agrees. Personally, I will vote yes, and I hope you will too. In the end, however, it is your APS, and so I urge you to vote and make your voice heard on this important issue.

Mac Beasley  
2014 APS President



APS President Mac Beasley

## What is Happening and Why

### Why reform?

APS operates in a world that is changing fast and becoming more complex. To continue to lead the physics community, APS must be nimble, and to function effectively its governance documents and structures need to be modernized.

### Why ‘Corporate’ reform?

APS is a nonprofit corporation in the District of Columbia. The statutes that govern DC nonprofit corporations have recently changed and APS needs to change to be in compliance with them.

### Why Now?

See ‘Why reform?’ and ‘Why ‘Corporate’ reform?’ In addition, the APS Treasurer/Publisher will leave APS at the end of August 2014. This historically conjoined position

has grown in recent years to become truly more than one job. Splitting it requires the APS Constitution to be changed.

### Will the culture of APS change?

No. Maintaining APS's special physics culture has been the guiding principle during the development of the Corporate Reform plan.

### What else isn't changing?

The APS Units (Divisions, Topical Groups, Forums, and Sections) will continue to be constituted and operate as they do now.

### Why is this happening so quickly?

It's not. Here is the four-year chronology.

- 2012–Aug 2013: Discussions among APS Presidential Line (Past President, President, President Elect,

Vice President) and APS Operating Officers (Executive Officer, Editor in Chief, Treasurer/Publisher).

- Sep 2013: Initial Corporate Reform plan presented by Presidential Line to APS Executive Board. Committee on Corporate Reform (CCR)—Presidential Line and (eight) elected Executive Board members—formed.
- Nov 2013: Project launched following Executive Board and APS Council discussions. Consultants—Cygnet Strategy, LLC—hired.
- Dec 2013–Jun 2014: Development of Corporate Reform plan.

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## INFORM YOURSELF about proposed changes to APS Governance

- 1 For important resource materials, including **Frequently Asked Questions**, video presentations, copies of current and proposed Constitution and Bylaws documents go to this website:

[www.aps.org/about/reform](http://www.aps.org/about/reform)



- 2 You need to vote on these changes – the voting period **begins on October 6 and ends on November 10.**









APS belongs to all of you,  
so participate!

## Council endorses historic changes to APS



In Chicago on August 16, 2014, the APS Council voted to adopt historic changes in the Society's Constitution and Bylaws, and to update and amend the 100-year old Articles of Incorporation. The next step is a vote of the membership.

## Summary of Proposed Changes

<b>Board</b> 	<b>Council</b> 	Executive Board becomes Board of Directors, with overall responsibility for matters of governance and finance. Only elected Directors have votes (Presidential Line, Treasurer, nine Council members including Speaker of Council).
		Council becomes Council of Representatives, chaired by new Speaker, and will focus on all matters of science and membership, including science policy, prizes and awards, Units, membership, etc. Council of Representatives elects nine directors to Board of Directors.
<b>Chief Executive Officer (CEO)</b> 		New position, appointed by Board of Directors as single point of overall responsibility for day-to-day operations and to create greater coherence across all operations. Nonvoting member of Board of Directors.
<b>Editor in Chief (EiC)</b> 		Editor in Chief to be jointly appointed by CEO and Board of Directors, with responsibility for scientific journals. Reports to CEO but also nonvoting member of Board of Directors.
<b>Treasurer</b> 		New position of Treasurer directly elected by members to serve on Board of Directors and Council of Representatives to provide overall financial oversight. CEO will define and staff senior positions, expected to include Publisher and Chief Financial Officer.
<b>Foundational Documents</b> 		Originally adopted in November 1914, Articles of Incorporation to be amended and restated. Essential for legal nonprofit status in District of Columbia. Constitution and Bylaws modernized into single document with operational details in Policies and Procedures manuals.

## What is Happening and Why (continued from page 1)

- Jun 2014: Discussion of Corporate Reform plan at *ad hoc* Council meeting.
- Jul 2014: Refinement of Corporate Reform plan.
- Aug 2014: Vote to accept Corporate Reform plan at *ad hoc* Council meeting. APS member comment period begins.
- Sep 2014: APS member comment period ends. Council evaluates comments received and revises Corporate Reform plan, as needed.
- Oct 2014: APS member voting period begins.
- Nov 2014: APS member voting period ends. Vote to accept Corporate Reform plan at Council meeting.
- Dec 2014: Transition to new governance and senior leadership structures begins.
- Oct 2015: Transition to new governance and senior leadership structures is completed.

### How will the Constitution and Bylaws change?

They will be combined into one, high-level (Constitution & Bylaws) document. Policies and Procedures (P&P) manuals will contain details about APS structure and operations not explicitly described in the Constitution & Bylaws.

### Will the Presidential Line structure change?

No. It will continue to have four APS-membership-elected members, each serving a four-year term, with one year spent in each office: Vice President, President Elect, President, and Past President.

### Will the staff leadership (Operating Officers) structure change?

Yes. The current triumvirate will be replaced by a Chief Executive Officer (CEO), with an Editor in Chief (EiC) and other senior staff [expected to include a Publisher and Chief Financial Officer (CFO)] reporting to the CEO. This (CEO-led) model is typical of modern society leadership.

### Is the intent to downsize APS staff?

No. The Corporate Reform plan is focused on the governance and senior leadership structures of APS.

### What will be the role of the Chief Executive Officer (CEO)?

The CEO will manage the operations of the Society. All APS staff will report to the CEO.

### Who will hire and supervise the Chief Executive Officer (CEO)?

The Board of Directors.

### What will be the role of the Editor in Chief (EiC)?

The EiC will continue to have responsibility for the sci-

entific journals published by the Society.

### Who will hire and supervise the Editor in Chief (EiC)?

The Chief Executive Officer (CEO) and Board of Directors will jointly select and appoint the EiC. The EiC will report to the CEO.

### Will the Council change?

Yes. It will be renamed the Council of Representatives and will focus on all matters of science and membership, including science policy, prizes and awards, Units, meetings, etc. It will consist of the Presidential Line, an APS-membership-elected Treasurer, eight APS-membership-elected Councilors, additional Councilors representing APS Units (Divisions, Forums, and Sections), additional Councilors representing APS Committees [for example, the Panel On Public Affairs (POPA)], and a Council-of-Representatives-elected Councilor to act as Speaker of the Council. In addition, the Chief Executive Officer (CEO) and Editor in Chief (EiC) will be non-voting members. The Council of Representatives may also request other persons to sit with them as advisors. Each regular Councilor will serve a four-year term. The Speaker will preside over Council of Representatives meetings.

### Will Unit representation on the Council change?

No. However, because the Council of Representatives will focus on scientific issues, the APS Units may receive more attention.

### How will the Treasurer be different from the Treasurer/Publisher?

The Treasurer will be an APS-membership-elected member of the Council of Representatives and Board of Directors. The Treasurer will be responsible for oversight of both financial affairs (required by the new DC statutes) and deployment of financial resources to best achieve the mission of the Society. The Treasurer/Publisher is an Operating Officer. The 'Treasurer' part of this senior staff position acts more as a Chief Financial Officer (CFO). The CFO is expected to be a senior staff position, reporting to the Chief Executive Officer (CEO).

### How will the Publisher be different from the Treasurer/Publisher?

The Publisher is expected to be a senior staff position, reporting to the Chief Executive Officer (CEO).

### How often will the Council of Representatives meet?

At least twice a year. Most likely, more often. According to the new statutes that govern DC nonprofit corporations, meetings may be held in person or virtually.

### Will the Executive Board change?

Yes. It will be renamed the Board of Directors and have

overall responsibility for the governance and affairs (including financial) of the APS. Currently these are Council responsibilities. It will consist of the Presidential Line, the Treasurer (see 'Will the Council change?') and nine Council-elected members ('Directors') including the Speaker (see 'Will the Council change?'). In addition, the Chief Executive Officer (CEO) and Editor in Chief (EiC) will be non-voting members. The President may also designate a non-voting Director to provide expertise, as needed. Each regular Director will serve a three-year term. The President will act as Chair of the Board of Directors.

### How often will the Board of Directors meet?

At least three times a year. Most likely, more often. According to the new statutes that govern DC nonprofit corporations, meetings may be held in person or virtually.

### Do Committees report to Board or Council?

Committees will report to the body (Council of Representatives/Board of Directors/both) most responsible for their work. For example, the Committee on Membership will report to the Council of Representatives, the new Finance Committee (that will oversee the work of the Budget and Investment Committees) will report to the Board of Directors, and the Publications Oversight Committee (that may be renamed the Committee on Scientific Publications) will report to both.

### Are any other new positions being created?

Yes, a Secretary. The Secretary will be responsible for the minutes of the meetings of the Society and various other records that the Society is required to maintain in accordance with the new DC statutes. The Secretary may be an APS staff member.

### How will APS move from the old to the new governance and leadership structures?

During the yearlong transition period, existing APS staff will cover key functions. A plan developed by the Operating Officers and Presidential Line, and approved by the Executive Board, will be followed.

### What will happen if the new governance and leadership structures don't work?

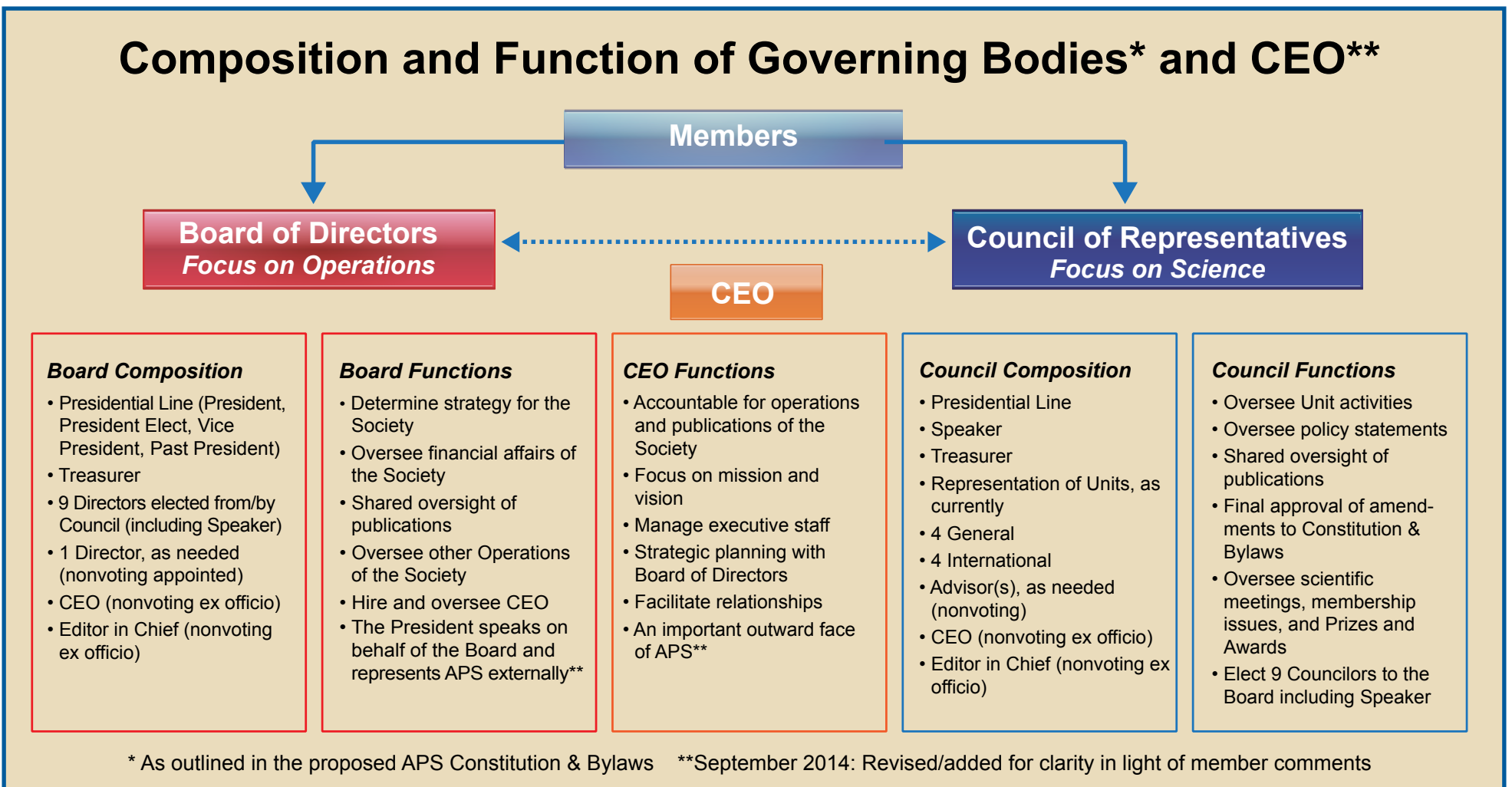
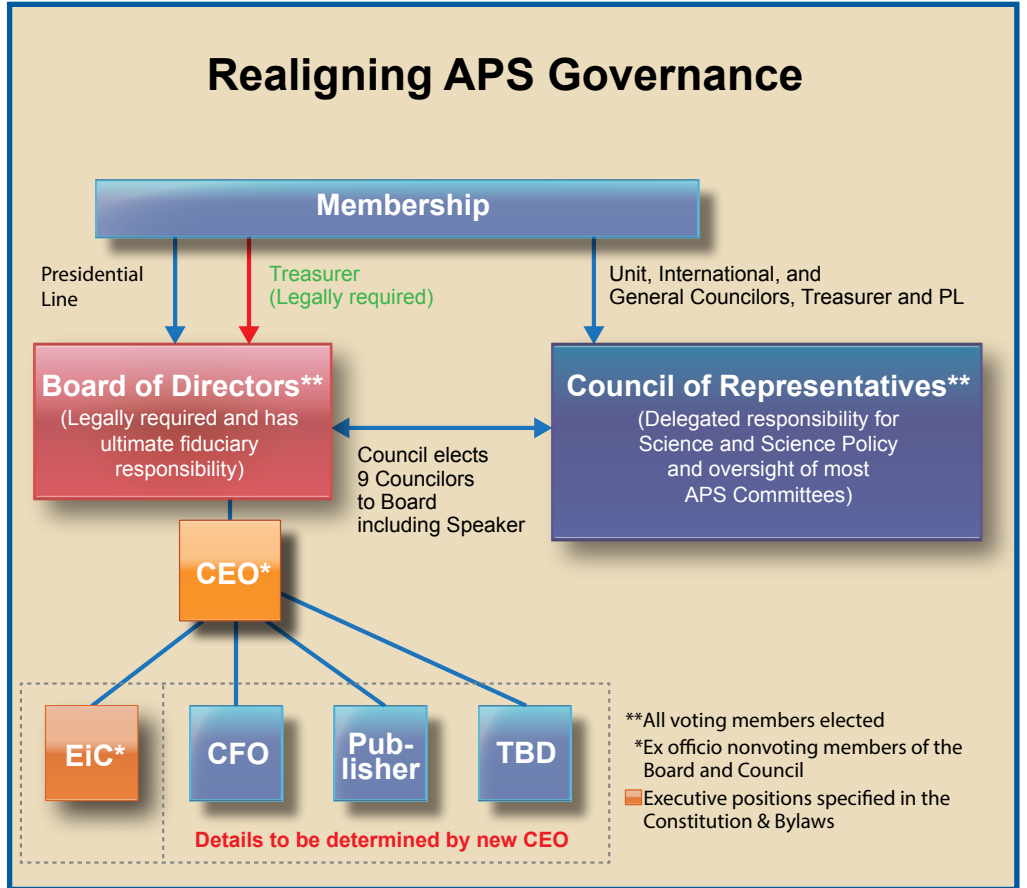
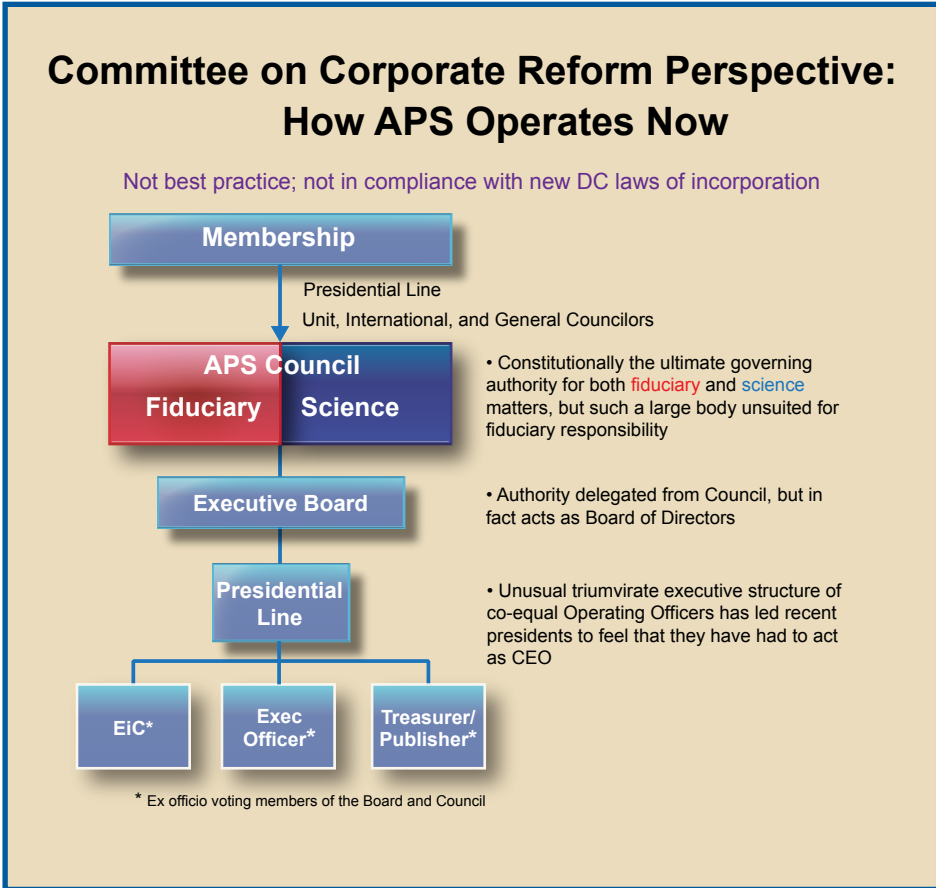
The Constitution & Bylaws can be amended. A new Governance Committee, created by the Board of Directors, will be responsible for reviewing the effectiveness of governance structures and processes and for making recommendations to the Board of Directors and Council of Representatives.

### What should I do if my question is not listed here?

Email [corporate-reform@aps.org](mailto:corporate-reform@aps.org).

### What should I do if I want more detail?

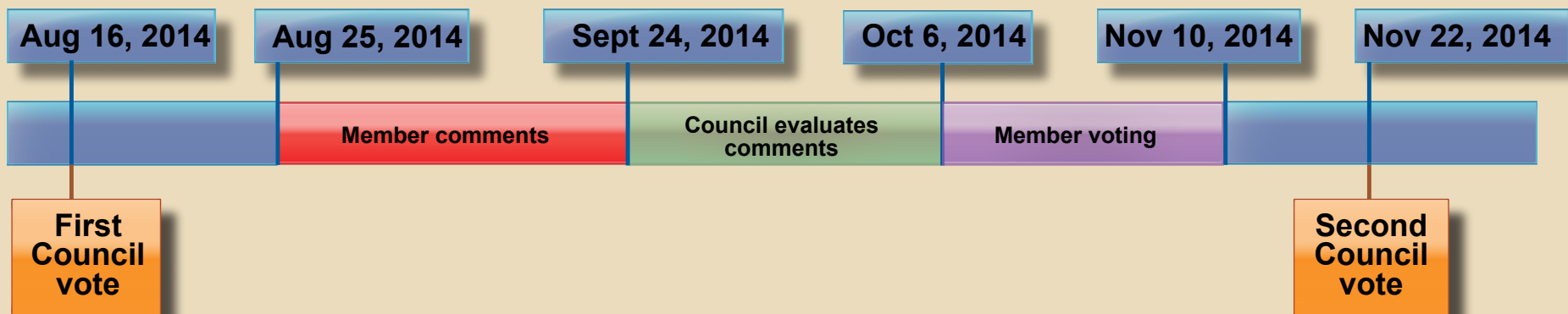
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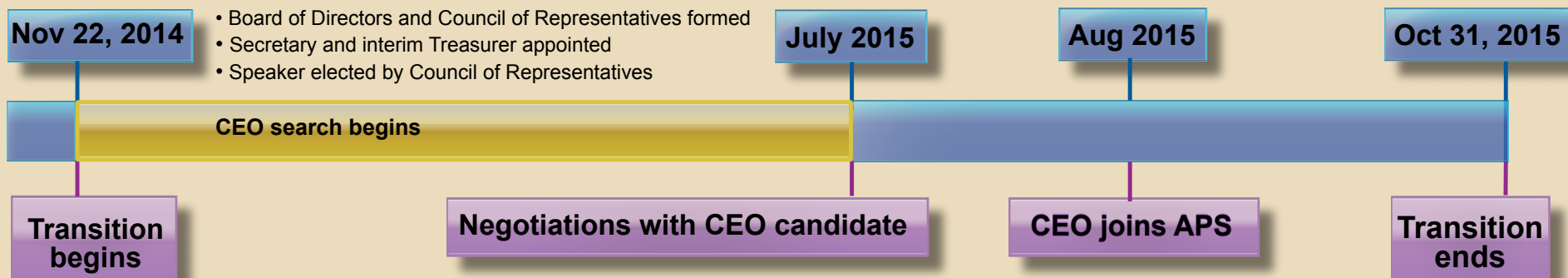
### Oversight Of APS Committees

Board of Directors	Shared Oversight	Council of Representatives
<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Executive Committee</li> <li>• Finance Committee                             <ul style="list-style-type: none"> <li>- Budget Committee</li> <li>- Investment Committee</li> </ul> </li> <li>• Governance Committee (Subsumes Committee on Constitution and Bylaws)</li> </ul>	<ul style="list-style-type: none"> <li>• Physics Policy Committee (PPC)</li> <li>• Panel on Public Affairs (POPA)</li> <li>• Publications Oversight Committee (POC)</li> </ul>	<ul style="list-style-type: none"> <li>• Committee on Careers and Professional Development</li> <li>• Committee on Committees</li> <li>• Committee on Education</li> <li>• Committee on Informing the Public</li> <li>• Committee on International Freedom of Scientists</li> <li>• Committee on International Scientific Affairs</li> <li>• Committee on Meetings</li> <li>• Committee on Membership</li> <li>• Committee on Minorities</li> <li>• Committee on Prizes and Awards</li> <li>• Committee on Status of Women in Physics</li> <li>• Fellowship Committee</li> <li>• Historic Sites Committee</li> <li>• Nominating Committee</li> </ul>

## Voting Timeline



## Transition Timeline



## Thoughts from past APS Presidents

(For full text of statements go to [www.aps.org/about/reform](http://www.aps.org/about/reform))



The goal of the reorganization is to form a modern Board of Directors that has the time and structure to give serious consideration to long-term aspects of the future of the APS.

Robert Byer (2012 President)



Under the new governance structure, I think the Society will run much more effectively and the members of Council will be more empowered to oversee what the Society does in its scientific and policy matters.

Cherry Murray (2009 President)



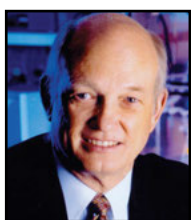
I believe a thoughtful re-examination of our governance structure is timely. However, we must be careful to insure that the ingredients that have made APS so special—the broad participation and influence of its members, the feeling that we, as members, run the APS—are not lost in the process.

Myriam Sarachik (2003 President)



Restructuring the APS is not a new idea! During my era on the Presidential Line and as APS President three years ago, we considered making changes to the basic organizational structure of the APS. ...The new structure will create a more flexible organization, able to deal better with change and new initiatives ...

Barry Barish (2011 President)



During my presidency, it always seemed to me that there were several issues that needed to be addressed. Among staff there was no one person in charge. It was run by a triumvirate, the Treasurer, the Editor in Chief and the Executive Officer. The proposed reform addresses this issue by creating a new position, a Chief Executive Officer. This is the right thing to do.

William Brinkman (2002 President)



Your elected leaders, the APS Council, studied corporate reform for nine months and decided—without a single dissenting vote—that this modernization is needed to ensure that the APS remains the vibrant, world-leading physics organization that it is today. Read why they did so and then affirm their decision with your vote when your ballot arrives in October.

Michael Turner (2013 President)