



SOROPTIMIST

Best for Women

45<sup>th</sup> Biennial Convention  
Yokohama, Japan  
Governance Discussion Session  
Pacifico National Hall  
Tuesday, July 31, 2018

**Governance Issues Briefing Paper**

The SIA Board is bringing two issues to the attention of all clubs. Both will be discussed during the Governance Discussion Session in Yokohama on Tuesday, July 31, 2018.

**I. SIA Board**

The SIA Board of Directors has embarked on a multi-year effort to evaluate SIA's governance structure. This effort started with a request to the Board in January 2017 from Taiwan Region to be assigned to an electoral not shared with another region; currently Taiwan Region and Korea Region share an electoral area, and alternate electing a member to the board. At the same time, SIA's audit firm, Clifton Larson Allen, also provided suggestions for changes in governance, in relation to the position of secretary/treasurer and committees of the board. The board reviewed the information from the auditors and the request from Taiwan Region at their June 2017 meeting. At that time, the board determined additional in-depth study was necessary for such critical issues. The Board voted to establish a task force on governance to work through the governance issues brought to the Board's attention. Issues requiring bylaws approval will be brought to the clubs at future conventions.

In November 2017, the Board formally set up the Task Force on Governance, and established the Task Force's charge. The Board also decided:

- the SIA Board will serve as the task force and handle the work of the task force in the agenda of its regular meetings in order to alleviate additional expenses related to this work; and
- annually each sitting board will work on a discrete portion of the charge to its conclusion during the course of the board year, and decisions of previous boards will not be revisited.

The charge of the task force, which determines the Board's work over the coming 3-4 years, includes the following:

1) Review of the factors considered in 1988-1990, which predicated the establishment of electoral areas on:

- Language, cultural, ethnic and economic circumstances
- Numbers of clubs/members
- Geographic areas
- National boundaries

Consider whether new factors should be recommended, whether some factors should be weighted higher than others, or if some factors should be removed entirely.

2) Review/recommend configuration of electoral areas with the following conditions

- 13 or fewer electoral areas

- Give special attention to areas of the federation that are growing in terms of clubs and members

3) Review/recommend whether all clubs should be voting for board members, rather than just the clubs in the electoral area.

4) Review/recommend

- whether (and how) the Secretary/Treasurer should serve a two-year term,
- whether (and how) to establish an audit committee.

The Board, serving as the Task Force on Governance, has already started its work in section 1, which is the review of the factors considered in 1988-1990 for establishing electoral areas, and expects to finish this work by July 2018. The following schedule was established for consideration of the other sections of the charge:

- Board year 2018-2019, Section 2: Review/recommend the configuration of electoral areas
- Board year 2019-2020, Section 3: Review/recommend whether all clubs should be voting for all board members
- Board year 2020-2021, Section 4: Review/recommend term of the Secretary/Treasurer, and the establishment of an audit committee.

#### Club Feedback

In Yokohama, the Board is seeking feedback on Section 3 to help inform its future discussion in 2019-2020: **Should all clubs should be voting for all board members?**

Currently, there are 13 electoral areas, and every SIA club is assigned, based on region, to one of the 13 areas. The electoral areas are described in Section 8.04 of the SIA Bylaws:

Section 8.04 Electoral Areas. The Electoral Areas are comprised of clubs in the following areas:

- (a) Electoral Area 1: Brazil Region
- (b) Electoral Area 2: Eastern and Western Canada Regions
- (c) Electoral Area 3: Japan Minami and Nishi Regions
- (d) Electoral Area 4: Japan Higashi and Kita Regions
- (e) Electoral Area 5: Korea and Taiwan Regions
- (f) Electoral Area 6: Mexico/Centroamerica and America del Sur Regions
- (g) Electoral Area 7: Philippines Region
- (h) Electoral Area 8: Japan Chuo Region
- (i) Electoral Area 9: Camino Real, Desert Coast, and Golden West Regions
- (j) Electoral Area 10: Founder, Sierra Nevada, and Sierra Pacific Regions
- (k) Electoral Area 11: Midwestern, North Central, South Central, and Southern Regions
- (l) Electoral Area 12: North Atlantic, Northeastern, and South Atlantic Regions
- (m) Electoral Area 13: Northwestern and Rocky Mountain Regions

In the event new regions are formed, they shall be assigned to one of the above Electoral Areas by the Board of Directors.

The electoral areas were established to ensure there is a diverse board, with members from all geographical areas of our federation able to provide input on the issues before the board. However, unlike elections for government leaders, the electoral area is not a constituency. The individual elected as a SIA board director from an electoral area is not the area's representative, only voting "for" the area's interests. Instead, every SIA board director represents the interests "of" every club in the federation and when conducting SIA business, votes in the best

interest “of” the organization as a whole. As such, it makes sense to consider changes to our elections structure giving all clubs in good standing a voice in the election of all SIA board directors.

Each electoral area takes part in elections every two years. Board terms are two years, and are staggered, therefore every year there are new members starting their service as an SIA board director. Each year, approximately half of the electoral areas take part in the board elections.

With the exception of Electoral Area 9, electoral areas encompassing more than one region rotate turns (by region) to nominate and elect a member from their region to serve as an SIA board director. The decision on the “rotation” schedule is a decision of the regions in the electoral area. The three regions in Electoral Area 9 decided together they would rather have an “at-large” election in the electoral area rather than rotate the election. In Electoral Area 9, for every election for the SIA board, clubs in all three regions may nominate members from all three regions for the board director position, and the clubs in all three regions take part in the actual vote. The electoral areas with more than one region can change their order of rotation, or switch between a “rotation” and “at-large” election, at any time by agreement of all the regions in the electoral area.

A result of holding the voting for SIA board directors solely within the region of the electoral area in the rotation to nominate and elect that year, is few clubs are actually electing SIA leaders at the highest level of the organization. For example, in the most recent SIA board elections:

**October 2017** elections for service on the 2018-2020 SIA Board

1,261 total clubs in SIA at time of ballot

Electoral Area; region(s) voting	Number of clubs in good standing:	Number of votes cast: <sup>1</sup>	Number of votes for candidate elected:	% of all SIA clubs voting for candidate elected
Area 1-Brazil	26	10	6	0.4%
Area 3-Japan Minami	93	55	55	4.3%
Area 5-Korea	38	23	23	1.8%
Area 9-Camino Real, Desert Coast, Golden West	102	66	35	2.7%
Area 11-Southern	18	10	9	0.7%
Area 12-South Atlantic	21	6	6	0.4%
Area 13-Rocky Mountain	22	11	9	0.7%
Totals	320 (25.2%) <sup>2</sup>	181(14.2%) <sup>2</sup>	143	

<sup>1</sup>Ballots received by the deadline, properly executed with the signatures of two different club officers.

<sup>2</sup>percentage based on number of clubs in good standing at time of ballot

**October 2016** elections for service on the 2017-2019 SIA Board

1,282 total clubs in SIA at time of ballot

Electoral Area; region(s) voting	Number of clubs in good standing:	Number of votes cast: <sup>1</sup>	Number of votes for candidate elected:	% of all SIA clubs voting for candidate elected
Area 2-Eastern Canada	13	11	7	0.5%
Area 4-Japan Higashi	84	56	56	4.3%
Area 6-Mexico/ Centroamerica	16	6	6	0.4%
Area 7-Philippines	80	50	33	2.5%
Area 8-Japan Chuo	137	97	95	7.4%
Area 10-Sierra Pacific	32	19	11	0.8%
Totals	362 (28.2%) <sup>2</sup>	239(18.6%) <sup>2</sup>	208	

<sup>1</sup>Ballots received by the deadline, properly executed with the signatures of two different club officers.

<sup>2</sup>percentage based on number of clubs in good standing at time of ballot

**October 2015** elections for service on the 2016-2018 SIA Board

1,281 total clubs in SIA at time of ballot

Electoral Area; region(s) voting	Number of clubs in good standing:	Number of votes cast: <sup>1</sup>	Number of votes for candidate elected:	% of all SIA clubs voting for candidate elected
Area 1-Brazil	18	14	8	0.6%
Area 3-Japan Nishi	98	73	73	5.7%
Area 5-Taiwan	24	22	22	1.7%
Area 9-Camino Real, Desert Coast, Golden West	110	52	35	2.7%
Area 11-North Central	12	11	11	0.8%
Area 12-Northeastern	9	7	4	0.3%
Area 13-Northwestern	98	48	34	2.6%
Totals	509 (39.7%) <sup>2</sup>	227( 17.7%) <sup>2</sup>	187	

<sup>1</sup>Ballots received by the deadline, properly executed with the signatures of two different club officers.

<sup>2</sup>percentage based on number of clubs in good standing at time of ballot.

**October 2014** elections for service on the 2015-2017 SIA Board

1,297 total clubs in SIA at time of ballot

Electoral Area; region(s) voting	Number of clubs in good standing:	Number of votes cast: <sup>1</sup>	Number of votes for candidate elected:	% of all SIA clubs voting for candidate elected
Area 2-Western Canada	18	12	12	0.9%
Area 4-Japan Kita	89	71	38	2.9%
Area 6-America del Sur	16	11	7	0.5%
Area 7-Philippines	84	60	39	3.0%
Area 8-Japan Chuo	136	100	98	7.5%
Area 10-Founder	56	42	26	2.0%
Totals	399(30.7%) <sup>2</sup>	296(22.8%) <sup>2</sup>	220	

<sup>1</sup>Ballots received by the deadline, properly executed with the signatures of two different club officers.

<sup>2</sup>percentage based on number of clubs in good standing at time of ballot

**October 2013** elections for service on the 2014-2016 SIA Board

1,315 total clubs in SIA at time of ballot

Electoral Area; region(s) voting	Number of clubs in good standing:	Number of votes cast: <sup>1</sup>	Number of votes for candidate elected:	% of all SIA clubs voting for candidate elected
Area 1-Brazil	29	15	15	1.1%
Area 3-Japan Minami	95	66	51	3.8%
Area 5-Korea	26	5	5	0.3%
Area 9-Camino Real, Desert Coast, Golden West	105	41	21	1.5%
Area 11-Midwestern	26	18	10	0.7%
Area 12-North Atlantic	43	26	14	1.0%
Area 13-Northwestern	81	44	35	2.6%
Totals	405(30.7%) <sup>2</sup>	215( 16.3%) <sup>2</sup>	151	

<sup>1</sup>Ballots received by the deadline, properly executed with the signatures of two different club officers.

<sup>2</sup>percentage based on number of clubs in good standing at time of ballot.

**October 2012** elections for service on the 2013-2015 SIA Board

1,331 total clubs in SIA at time of ballot

Electoral Area; region(s) voting	Number of clubs in good standing:	Number of votes cast: <sup>1</sup>	Number of votes for candidate elected:	% of all SIA clubs voting for candidate elected
Area 2-Eastern Canada	11	4	4	0.3%
Area 4-Japan Higashi	79	46	45	3.3%
Area 6-Mexico/ Centroamerica	17	12	10	0.7%
Area 7-Philippines	69	47	29	2.1%
Area 8-Japan Chuo	137	98	97	7.2%
Totals	313(23.5%) <sup>2</sup>	207(15.5%) <sup>2</sup>	185	

<sup>1</sup>Ballots received by the deadline, properly executed with the signatures of two different club officers.

<sup>2</sup>percentage based on number of clubs in good standing at time of ballot

**October 2011 elections for service on the 2012-2014 SIA Board**

1,366 total clubs in SIA at time of ballot

Electoral Area; region(s) voting	Number of clubs in good standing:	Number of votes cast: <sup>1</sup>	Number of votes for candidate elected:	% of all SIA clubs voting for candidate elected
Area 1-Brazil	29	20	16	1.1%
Area 3-Japan Nishi	95	70	69	5.0%
Area 5-Taiwan	24	10	10	0.7%
Area 9-Camino Real, Desert Coast, Golden West*	118	87	44	3.2%
Area 10-Sierra Nevada*	57	44	29	2.1%
Area 11-South Central	39	17	14	1.0%
Area 12-South Atlantic	22	14	14	1.0%
Area 13-Rocky Mountain*	24	19	11	0.8%
Totals	408(29.8%) <sup>2</sup>	281(20.5%) <sup>2</sup>	207	

<sup>1</sup>Ballots received by the deadline, properly executed with the signatures of two different club officers.

<sup>2</sup>percentage based on number of clubs in good standing at time of ballot.

\*re-ballot as no candidate received majority in the first ballot (prior to preferential voting)

All clubs (in good standing) in the federation are eligible to vote in the annual elections for SIA President-elect. In the past five elections for President-elect (including one election to fill a vacancy in the office), an average of 55% of clubs have cast a properly executed ballot received by the deadline. The relatively high number of clubs participating in these ballots indicates a majority of clubs are willing to take part in the election of their leadership.

During the Governance Discussion Session on July 31<sup>st</sup> in Yokohama, the SIA Board would like to gather feedback from club delegates regarding this question:

**Would your club be in favor of changing SIA Board elections to permit all clubs in good standing to vote for all SIA board members? If yes, why. If no, why not.**

While there will be no formal vote on the issue during the Governance Discussion Session, the Board may ask to take an unofficial, informal vote in order to estimate the support for the question. Any vote taken is non-binding. During the open discussion period, general Parliamentary procedure will be followed. Delegates will be allotted up to two (2) minutes to provide their remarks, and if all delegates have spoken and there are non-delegates who wish to speak, they will be allotted up to one (1) minute for their remarks. The Board is aware there are operational issues which may need to be addressed during their deliberations (especially in regard to translations), and requests you do not dwell on these issues, or make remarks that are not related to the question.

**II. Electronic Balloting**

At their November 2017 meeting, the SIA Board unanimously determined to begin using electronic balloting for all federation-wide voting (SIA President-elect and Laws and Resolutions ballots) beginning with the ballot for the 2020-2021 President-elect in February 2020.

Over the previous four years, there have been increasing difficulties ensuring outbound ballots going outside of the United States are getting through the mail systems quickly and efficiently. Because ballots are time-sensitive, this has caused SIA to send multiple ballots or to extend the deadlines for ballots at least three times in four years.

This has compounded a problem which has existed throughout SIA's use of mail ballots (beginning in 1991) of inbound ballots not making it back to SIA headquarters to be counted by the deadline date. This is a problem for ballots coming to headquarters from outside and inside the United States.

Electronic ballots mitigate the difficulties in mail delivery, both outbound going to the clubs and inbound returning ballots to headquarters. In addition, electronic ballots are a "greener", more environmentally friendly option, and electronic balloting is a current best practice.

With electronic balloting systems, the following processes take place:

- A web page in each of SIA's languages is created by an electronic balloting vendor with links to the videos and translated resumes of all candidates, and instructions on how to cast their vote.
- Each club receives a unique, authenticated link to the webpage in their language in order to access the resumes and cast their vote. This unique link is sent to the CLUB email address by the electronic ballot vendor, and ensures each club is only able to cast their vote once.
- The results are tabulated by the electronic balloting vendor, and are sent to headquarters to verify.

The board considered electronic balloting at its meeting in June 2015, but declined to take any action to change the system. At the time, staff identified several providers of online balloting. During the discovery process, staff explained how Soroptimist ballots currently are carried out, and shared copies of our ballot documentation. Following our discussions with various vendors, staff determined Soroptimist would need to change several parliamentary aspects of its elections:

- In preferential elections (3 or more candidates), ballots would be confined to only the listed candidates; there would be no write-ins permitted.
- Currently, in order for a ballot to be counted, Soroptimist requires the signatures of two club officers signifying the ballot is the decision of the club or its board, rather than one individual. Creating double sign-ins would not be possible for the vendors; changing this criteria will require the SIA Board to amend the SIA Procedures.
- In order to maintain the spirit of the vote being a decision of the club, rather than one individual, SIA headquarters will notify the club president and club treasurer (the club officers SIA tracks in its database) at their personal email addresses of the upcoming election. This notification will take place prior to the ballot vendor sending the email to the club email address with the club's unique link to enter the voting system.

This new method of ballot will require each club to:

- monitor and use the club email addresses provided by SIA headquarters ([clubname@soroptimist.net](mailto:clubname@soroptimist.net))
- provide to SIA headquarters each year a personal and unique email address for their club president and a personal and unique email address for their club treasurer.

SIA headquarters anticipates conducting a "practice" electronic ballot in October 2019 to ensure all clubs are comfortable with the process before conducting our first official ballot in February 2020. The SIA Laws and Resolutions Committee chair will illustrate how an electronic balloting system works for another organization during the Governance Discussion Session.

The SIA Board is confident, given the long lead-up time to making this change, all clubs will be able to successfully take part in electronic balloting in February 2020.