

Proposed Changes from the Academy...

Hello South Carolina Academy Members!

As your delegate, I want to offer some clarification and transparency on the information that was sent to you on June 15, 2021 about the proposal to amend the Bylaws concerning the governance of the Academy of Nutrition and Dietetics. **These changes would significantly affect the structure by dissolving the House of Delegates.** The Academy would instead depend upon surveys and expert testimony for input from the members. **There is no guarantee that South Carolina would be represented in anyway with this proposal.**

On June 14, 2021, a call was held with HOD members where we first learned of this proposal with no prior conversations in our PODS (Power of Delegate Support, subgroups of the HOD). Honestly, this is my 5th year as a delegate and there has been no discussion of this proposal ever in my time in the House. We were told that in a few hours information will be posted on eatright.org and sent to the entire AND membership asking for their input about a proposed change to who has the authority to make changes to the Bylaws and then to dissolve the HOD.

It was news to all 113 members of the HOD who represent states, DPGs, and recently added MIGs. In this one hour zoom meeting we were told that the BOD would go from 19 members to 14 members and that the HOD would become a 15-member council.

There was no information given to us about how the proposed change would come to be, would these positions be elected, appointed, etc. There was also no information given as to when, how, etc. this proposal came to be a proposal except that there was a survey of members.

See [proposing an amendment to the Bylaws](#).

Here are some key points to know and how it will affect you as an Academy member.

- The traditional separation of powers within the Academy has been that the BOD controls the duties of fiduciary issues and operations of the association, and the House of Delegates (HOD) is in charge of representing the profession of dietetics and its members by voting and making changes to the Bylaws. A checks and balance that does not concentrate power of the organization.
- The proposed reorganization by the BOD would transfer the Bylaws of the organization from the HOD to the BOD. The reported reasoning by the AND BOD for this plan is to create a more fluid body to address issues facing the profession
- Once this occurs, the plan is to dissolve the HOD and replace it with a 15-member Council on Strategic Alignment which we were told on 6/14/21 would:
 - Streamline process to make recommendations on key professional issues in a timely manner with key input from "experts" in topic area
 - Move to more competency-based selection process for leadership positions
 - Provide more leadership opportunities to more members by having shorter term appointments/elections based on subject matter expertise needed to evaluate and recommend responses to current issues. (Diversity was stated as being key consideration in these

subgroups to ensure a variety of perspectives and provide more short-term options for Academy Leadership roles)

- Currently, how these plans would be decided and by whom have not been shared with the HOD nor on the AND website.
- No information about how the AND BOD or the 15-member council will come into power have been shared either.
- MIGS were just added to the HOD for the term beginning 6/1/21.
- After 6/14/21, Delegates (states, DPGs and MIGS) and Executive Boards (state, DPG and MIGS) across the Academy have had numerous Zoom meetings organized by HOD members to discuss this proposal with the **major concerns** being;

loss of geographic, practice group, and diversity representation

- HOD members are very willing to discuss with the BOD ways to streamline and/or reimagine HOD processes but are opposed to this occurring without a robust discussion of this issue.
- Delegates were also told that this was a result of a survey of members by consultants Avenue M which we had never been given the opportunity to read prior this proposal coming out on June 14, 2021. HOD members immediately started asking about this report and it has now been put on the AND website. You may have to log in to See the report [here](#)
- There is also concern regarding the entire power for the profession residing within a 14-member BOD and 15-member Council of Strategic Alignment, of which half would be appointed and the other half elected (there is no clear understanding of how these will come to be).
- Also, it is stated that this is what other organizations are going to but in looking at the nursing association, medical association, physical therapy and dental associations; their boards are not organized as the proposal.
- There has been no change in IL law as stated by rationale and again in the video released by AND President.
- If you'd like to see information on the IL law, please let me know and I will send it to you.

Additional Information

Please see the current [Bylaws](#) for how proposals and checks and balances work.

In a [new video presentation](#), President Kevin L. Sauer, PhD, RDN, LD, FAND, shares “recent actions the Academy’s Board of Directors (BOD) has taken toward reimagining the governance of the Academy for the 21st century.” The video and its accompanying [fact sheet](#) describe, in President Sauer’s words, “how we got to this point and how the new proposed governance will support the Strategic Plan and inclusion, diversity, equity and access.”

Note

For your informed purposes, there is a great deal of opposition and strong objections against the following proposed changes that I would like to bring your attention to:

- Issue No. 1: Shifting oversight of the Bylaws from the House of Delegates (HOD) to the Board of Directors

- Issue No. 2: Transitioning governance to replace the House of Delegates with the 15-member Council on Strategic Alignment
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Considerations as to why it is vital to keep the House of Delegates as a governing body, and not replace it with the Strategic Council are as follows:

1. The HOD provides broad, equitable representation BOTH geographically and through DPGs and now MIGs with an objective election process.
 - a. The current HOD model provides the Academy a diverse VOICE that effectively reflects member experiences, subject-matter expertise, geographic differences and experiences and diverse member needs.
 - b. Eliminating the HOD will result in losing this tremendous asset, not to mention that the MIGs were just voted in May 2021 to join the HOD to increase diversity, equity, and inclusion.
 - c. As a member, “you are the Academy” and the Academy represents all members, not just a small subset of Board of Directors/ Council members.
2. Eliminating the HOD and replacing it with a Strategic Council will result in all the Academy’s governing members being controlled by the Board of Directors. This is very problematic for the following reasons:
 - a. Strong Associations need checks and balances. The HOD provides this as part of the organizational structure of the Academy leadership. The balance of power will be lost with the elimination of the HOD.
 - b. The governing members of both the BOD and Strategic Council could become a process of “self- selection” with appointed versus member elected positions. This opens the door for both corporate dominance and cronyism among friends of the current BODs.
 - c. The most effective organizations contain a substantial element of Bottom Up "decision making and voice." The HOD is Bottom-Up. The BOD is Top-Down. Eliminating the HOD will result in the Academy being exclusively a Top-Down organization, which is unbalanced and unhealthy.
3. Academy membership will likely decline significantly as eliminating the 113 HOD positions would demotivate activity/recruitment at the local, state and DPGs/MIGs, and At-Large delegates. We anticipate a change this significant will disillusion many Academy members.
4. The HOD/HOD Leadership Team represents about 2% of the annual budget with one in-person meeting during FNCE and the remaining meetings held virtually.
5. With the formation of the HOD’s Evolution Designer Team in 2018, many changes were put into motion to improve the effectiveness of the HOD. Thinking that starting over with a 15-member Strategic Council with formation of impromptu subject matter expert groups will be more nimble and more effective is putting a lot on the line. Why not continue with the recommendations of the Evolution Designer Team and then re-evaluate governance? Why not consider reorganizing the HOD using the PODs to create the “subject matter expert group?
6. The proposed governance transition plan not only eliminates the HOD, but it also eliminates the Council on Future Practice (CFP) which reports up through the HOD. The CFP has the interest and evolution of our profession and practice as their focus. They have in the past conducted and published the extensive visioning report every five years. They are working on a 2 year or less timing for this report.
 - a. Isn’t predicting what’s best for food and nutrition practice at the heart of Volatility, Uncertainty, Complexity, Ambiguity (VUCA) strategy?

- b. Moreover, the HOD has been discussing VUCA and this represents a VUCA situation within our profession. In this VUCA instance, it is best to analyze, understand, and react as a cohesive voice as best as we can.
7. The Avenue M report ([referenced here](#)) and the task force mentioned that it benchmarked against other organizations and found that many of them were moving to the Council model. After careful research by astute delegates, it was found that there were many professional organizations like the Academy of Nutrition and Dietetics that continue to effectively use a House of Delegates. Some of these organizations include American Physical Therapy Association, American Dental Association, American Nurses Association (Membership Assembly) and the American Medical Association. In some of these associations the House of Delegates is larger than our HOD and they all have the Bylaws as part of their responsibilities.

Legal Opinion that the Academy Leadership and BOD is Not Accurately Interpreting Illinois Law

Diane Heller engaged [Gail H. Morse](#), a partner at Jenner & Block (one of Chicago's leading law firms) who has a broad range of non-profit governance experience, to review the BOD's position that the bylaw changes are required to bring the Academy into compliance with "Illinois law" and meet the BOD's "fiduciary duties." The Academy is formed as an Illinois Not for Profit Corporation and is committed to improving the nation's health and advancing the profession of dietetics through science, research, education and advocacy. As such, the Academy is recognized as exempt from federal income tax under the Internal Revenue Code as a business association promoting the common business interests of its members.

Ms. Morse reviewed the available materials recently produced by the BOD and Academy Leadership that implied that the proposed amendments are either needed to meet the BOD's fiduciary duties or necessary to bring the Academy into compliance with Illinois Law. Ms. Morse is confident that the BOD and/or Academy's implied position is not well founded especially in conjunction with the Academy's structure as a 501(c)(6) organization for the following reasons:

- Illinois law requires that the BOD have control of the management of the organization. The Academy Bylaws are consistent with this requirement by designating the BOD with the management of the affairs of the Academy. Reference: Academy Bylaws: Article V, Section 1.
 - Illinois law recognizes the ability of an organization to direct the power to amend the Bylaws to a group other than the BOD. The Academy Bylaws (as far as we know) have always directed the power over Bylaw amendments to be determined by the HOD. Reference both: Not for Profit Corporation Act of 1986 section 102.25 and Academy Bylaws Article XV, Section 1.
 - The separation of power between the BOD and HOD in this manner respects the purpose of the Academy as a 501(c)(6) entity—a member-driven association of professionals with common business interests. Who better to provide member input, strategy and direction, along with proper checks and balances on the Bylaws, than an independent group of elected member delegates that represent members in each state, dietetic practice groups (DPGs) and member interest groups (MIGs)?
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At this time, I'd ask you to take a close look at the [proposed amendment](#) and consider the fact that a major change in the representation of members needs to be preceded by a robust discussion within the HOD which includes soliciting input from their constituents. I value your time and consideration of the referenced information and feel that I should share with you what is being discussed by HOD members. If you would like me to know what your comment is, please comment both to me and to the below link as I will not know if any comment is from the South Carolina members because it only collects your membership number and the comment.

The comment period for this proposed change is **Wednesday, June 16, 2021 – Saturday, July 31, 2021**. Please comment or ask questions click [here](#)

Again, this is for transparency and to inform you as a South Carolina AND member. It is our SCAND BODs hope that you see this as an opportunity to look over all of the information and let your voice be heard to AND on this vital issue and continue to recognize it as an asset to the profession.

If you have any questions or concerns about this information, please connect with SCAND's delegate Charlotte Caperton-Kilburn nflperformance@yahoo.com or 901-409-4411.