

**American Snowsports Education Association**

**American Snowsports Education Association - Education  
Foundation**

## **2013 Governance Task Force**

### **Report & Recommendations on Board Selection & Recall Issues**



August 30, 2013



**This report addresses the manner in which national board representatives are selected and may be recalled. Additional important issues remain a focus of the Task Force.**

## INTRODUCTION

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The 2013 PSIA-AASI Governance Task Force (GTF) has now engaged in substantial dialogue with the leadership of PSIA-AASI concerning the GTF's "Recommendations Report" circulated in June 2013. With the benefit of this important feedback, including reports from each of the divisional and national boards, the GTF has identified widespread divisional agreement on two core governance principles: (1) Each Division should have the right to appoint a representative of its choosing to the national board of directors; and (2) if warranted, each Division should also have the right to remove its appointee after a fair review of the facts.

With appropriate implementation of the principles summarized above, the GTF believes we will have created a more effective platform for additional positive dialogue and possible action vis-à-vis the other important issues we have previously identified. Such continuing dialogue may continue through the current GTF, a subsequently appointed Task Force, the President's Council and/or the governing boards.

At the heart of the present recommendations is the healthy recognition that in order for an organization to maximize the effectiveness of its leadership, its leaders—no matter how chosen—should enjoy trust and respect. Trust is made stronger still when accountability is perceived and does exist. Perceptions of insularity and self-interest, on the other hand, erode trust and undermine confidence in related decision-making. Left unchecked, adverse perceptions alone—regardless of cause—weaken effectiveness, engender infighting, and are destructive.

Ben Franklin's maxim, "We must all hang together, or assuredly we shall all hang separately," may ring as true today as it did in 1776. Divisive conduct—"we" versus "they" infighting—can destroy even the best of endeavors.

The GTF believes its present recommendations constitute a positive step toward rebuilding trust and addressing other important issues confronting our organizations. Through these recommendations, *the Divisions* shoulder sole responsibility for selecting national board members. All nine Divisions can thus effectively become the operative "we" at the national level— which is to say, the nine Divisions shall seat (and if necessary, unseat) members of the national board, the body through which decisions ultimately are made at our national level.

We respectfully urge the PSIA/AASI Board of Directors to adopt these recommendations.

## **FINDINGS**

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- 1. We need a corporation to coordinate and perform certain tasks at the national level, including ownership of our trademarks (“PSIA,” “AASI,” etc.).***

Certain of our activities call for coordination at the national level. These activities include ownership of our brand names and other intellectual property. As occurs at the divisional level, the appropriate legal structure for conducting our business affairs is a corporation. Thus, we need a corporation to own our intellectual property and perform other appropriate tasks at the national level.

- 2. The national corporation should be governed by a board of directors.***

As occurs at the divisional level, a Board of Directors should govern and manage the national corporation’s affairs.

- 3. Each Division should appoint a national board member, and each Division should establish the method by which the Division selects its representative on the national board.***

Each director appointed by a Division to serve on the national board should be selected because of her/his ability to understand and represent the interests of the Division. Each national board member, being one of nine, should then consider in concert with her/his Division’s perspective the interests of our overall membership, ultimately acting in a manner that furthers the purposes for which the national corporation was formed.

In order to ensure that divisional perspectives are brought to the national board, each Division should appoint a Director of its choosing. The specific method for choosing a Division’s representative (selection by the divisional board, direct membership election, etc.) should be determined by each Division. No additional approval process should be required.

- 4. A Division should be allowed to recall and replace its representative on the national board for any reason which the Division’s board deems sufficient.***

A Division’s representative on the national board should maintain the trust and confidence of the Division’s board. Should a Division’s board wish to replace the Division’s representative prior to expiration of a set term in office, the Division’s board should be able to do so, in a fair and transparent manner, for any reason the Division’s board deems sufficient.

***5. The national corporation's "Purposes," as defined in Article I of its bylaws, need expansion and refinement.***

Consistent with the foregoing, the following objectives are suitable for inclusion within Article I of the national corporation's bylaws:

- (a) Provide programs, materials and services that support and promote member education and professional development, snowsports education and snowsports instruction;
- (b) Address problems of common concern to the snowsports teaching profession;
- (c) Conduct promotional activities including advertising;
- (d) Support and serve the needs of the members through the Divisions, recognizing that the Divisions deliver our organization's educational services and are the primary recruitment vehicle for individual members;
- (e) Collaborate with Divisions for the fulfillment of the corporation's purposes; and
- (f) Engage in any lawful activity that promotes, in an efficient and effective manner, the snowsports teaching profession.

## CORE RECOMMENDATIONS

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- A. *Remove the current bylaw provisions requiring nomination and approval of proposed divisional representatives on the national board; enact in lieu thereof a provision clearly stating that each Division may establish its own method for selecting a representative of its choosing***

All provisions of the national corporation's bylaws which are inconsistent with Finding No. 3 above should be rescinded. Each Division's entitlement to appoint a representative of its choosing, through a selection methodology of the Division's choosing, should be enacted. The national association may outline minimum requirements/qualifications for the position which are both objective and reasonable.<sup>1</sup>

- B. *Amend the current procedure for removal of directors on the national board so as to provide that each Division's board of directors may, following reasonable notification of the reason(s) for recall, together with the subject director receiving a fair opportunity to respond or defend, recall the Division's director; such recall may be based upon reason(s) that the Division's board deems sufficient, as specified in the prior notification***

Essential to any removal process is recognition that each national director serves on a multi-person board. Removal of any board member affects the organization as a whole. A fair removal process is needed in order to ensure integrity of our organization as a whole. Providing the subject board member with a written statement of the reason(s) for removal, together with reasonable opportunity to respond or defend, constitute appropriate "due process" which should be afforded to the affected director.

*Related acknowledgment:* The remaining members of the national board may also remove a director, upon grounds sufficient to constitute removal for cause, employing similar "due process."

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<sup>1</sup> Objective qualifications include being in good standing with the Division or holding a certain level of certification. Subjective standards are less definitive, e.g., "substantial prior experience," and should not be included. Requiring full Level 3 certification is overly broad because it disqualifies too many persons.

## SEQUEL

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1. Significant additional governance issues remain for continuing evaluation and possible action. Topics meriting continuing consideration include proportionate representation of membership.
2. Training, retraining and continuing education for national board members should instill and re-instill due appreciation that a member who serves on our national board has a responsibility to advocate for and ensure the interests of the Division which sent the representative to the national board. It is in everyone's best interest for the national board to be comprised of outstanding thinkers and decision-makers, who understand their role. Suitable balance between global and regional perspectives must be achieved, past misunderstandings resolved, and a determination reinvigorated for all ten corporations and our membership to move forward together.

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### 2013 Governance Task Force

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Tony Brown – Northern Rocky Mountain  
Doug Carter – Central  
David Goddard – Alaska  
Seth Jacobsen – Northern Intermountain  
Eric Jordon – Eastern  
Bill King – Northwestern  
Robin May – Rocky Mountain  
Eric Sheckleton – National (ASEA)  
Joe Waggoner – Intermountain

Neil Bussiere – Chair

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*“Those who cannot remember the past are condemned to repeat it.”  
– George Santayana*