

GOVERNANCE AND OPERATIONAL POLICY

2.27.19

GOVERNANCE AND OPERATIONS MANUAL

Introductory Notes:

The Short Form Governance and Operations Manual (Short Form), provides a summary of key provisions and states that more detail will be reflected in a Full Manual anticipated to be approved by the Executive Committee. This document is the Short Form, which is renamed the Governance and Operations Manual (Manual). As anticipated, amplifying provisions with more detail and policy justifications, as appropriate, are set out in the Governance and Operations Manual Amplification Policy (Amplification Policy) approved by Societies Consortium Executive Committee.

I. Name: “The Societies Consortium on Sexual Harassment in STEMM

An initiative to Advance Professional and Ethical Conduct, Climate and Culture”

or “Societies Consortium” for shorter reference.

II. Mission Statement of the Societies Consortium on Sexual Harassment in STEMM: The mission of the Societies Consortium on Sexual Harassment in STEMM (Societies Consortium) is to support academic and professional disciplinary societies in fulfilling their mission-driven roles as standard bearers and standard setters for excellence in science, technology, engineering, mathematics, and medical (STEMM) fields, addressing sexual harassment in all of its forms and intersectionalities.

Supporting principles and definitions

- Sexual harassment is a critical issue of ethics, equity, diversity, inclusion and excellence in STEMM research, education and practice. It is a barrier to excellence that must be eliminated.
- Sexual harassment, as included in the Societies Consortium’s mission is broadly defined to include gender harassment (sexism, disrespect, and denigration on the basis of gender), *quid pro quo* and hostile environment sexual harassment, sexual assault, and any other discrimination on the basis of sex or gender.
- It is recognized that sexual harassment intersects with racial, ethnic and other bases for harassment and discrimination, exacerbating the adverse effect on those individuals targeted on multiple bases.
- The Societies Consortium will serve needs of societies’ internal operations, as well as STEMM fields (including societies, educational and research institutions and organizations, teaching hospitals, faculty, staff and students, as employers, researchers, educators, employees and learners).
- Through a collective endeavor, the Societies Consortium will achieve its mission in a manner that is effective, as well as time- and cost- efficient. The Societies Consortium also aims to model the professional and ethical conduct, climate and culture it seeks to advance.

III. Membership:

A. Criteria

1. Any STEMM society that is committed to the scientific method and peer review as the predominant arbiters of credible STEMM research, or that is a closely supporting or affiliated society, all as determined by the Executive Committee, may become a member through an application process. The Executive Committee will make membership effective after confirming satisfaction of criteria.

2. Membership is limited to societies with a U.S. domestic home-base initially; international-based society membership or collaborative opportunities are anticipated once the Societies Consortium has the capacity.
 3. Inaugural Members:
 - a. Those societies that become members on or before Dec. 4, 2018
 - b. Additional societies that apply to be inaugural members by February 28, 2019
- B. Members sign a Membership Form (M-Form) with a 3-year term—but may cancel at the end of any year
1. Members are asked to recommit every 3 years, following the Society Consortium’s self-study of effectiveness/impact measured against annual objectives
- C. Membership Benefits Menu
1. Early access to robust deliverables that will help Members address sexual harassment in their own operations and in the field effectively—as well as time- and cost- efficiently:
 - a. E.g., Model Policy Options, Policy/Law Guidance, Practical Tools
 2. Input into what the deliverables are, as well as on direction and substance in development
 3. Voting rights as leaders to endorse Model Policy Options—and any other Consortium-backed policy-setting direction for societies and the field
 4. Receipt of periodic federal policy and court, and research updates on developments
 5. Invitations to meetings/calls—at least 2 to 4 per year (additional calls are possible in year 1/2019)—for interaction with peer societies and in-person guidance from experts
 6. Voting rights on changes in the menu of membership benefits or voting rights or, for affected societies, on any increase in fees over baseline amounts
 - a. With one month advance, specific notice, a majority of Members that actually vote at a meeting or by written (email) consent constitutes Members’ action

Specific services from the menu annually depend on a contract between EducationCounsel and Sponsoring Societies, as well as a work plan (developed with Members’ input) and adequate budget to be approved annually by the Executive Committee. Annual budget and work plan transparency for Members is required and is a responsibility of the Executive Committee.

- D. Sliding Scale Fee Structure to ensure affordability and cost efficiency for all societies
1. Annual fees may be paid in 2 installments (by Jan. 2 and July 1); and **case-by-case arrangements for additional flexibility are available in year one to address budget cycle timing needs. Cost should not be a barrier to participation by societies, so there is a sliding scale for annual baseline fees tied to society annual revenues (consolidated), and some ability to subsidize societies with the most limited revenues, if needed:**
 - a) Sliding Scale Baseline Annual Fees:
 - i. Sponsoring Societies-----\$15,000-\$25,000
 - ii. All other Societies—Based on Annual Revenues (Consolidated):

<u>Annual Revenues</u>	<u>Fee</u>
a) Tier 1: ≥\$75M-----	\$25,000
b) Tier 2: ≥\$20M to <\$75M---	\$10,000
c) Tier 3: ≥10M to <\$20M-----	\$7,500
d) Tier 4: ≥\$5M to <\$10M-----	\$5,000
e) Tier 5: ≥\$3M to <\$5M-----	\$2,500
f) Tier 6: <\$3M-----	\$1,000
g) Tier 7: <\$1M-----	\$500

The number of tiers may be reduced by the Executive Committee after consulting affected Inaugural Members. This will not affect the top tier or the lowest two.

Societies for which Tier 6 or 7 is not affordable or that have other special circumstances (e.g., budget cycle timing in year 1) should contact the Executive Committee for assistance at SocietiesConsortium@educationcounsel.com

2. The Executive Committee will review number of members, external funding, and budget needs annually; and will reduce fees if the level of baseline fees specified is not required for a particular year; it may restore fees up to the baseline for any subsequent year with reasonable advance notice but without the need for a Members' vote (and may exclude smaller societies from that increase).

IV. Consortium Leadership:

- A. Sponsoring Societies—American Association for the Advancement of Science (AAAS), Association of American Medical Colleges (AAMC), American Geophysical Union (AGU)
 1. Initiated the Societies Consortium with EducationCounsel
 2. Sign a contract with EducationCounsel for services to the Societies Consortium and collaboratively closely guide EducationCounsel's work
 3. Seek external funding
 4. Pay top fees rate
 5. Serve on Executive Committee as standing members (but do not have control)
- B. Leadership Council Societies—7-9 inaugural, others welcome to join
 1. Collaboratively guide EducationCounsel's work
 2. Seek external funding
 3. Pay member fees according to the sliding scale
 4. Nominate rotating members on the Executive Committee, as needed
 5. Inaugural are: American Chemical Society, American Educational Research Association, American Psychological Association, American Physical Society, American Society for Cell Biology, Entomological Society of America, and the Institute of Electrical and Electronics Engineers. Additional societies may be elected by the Executive Committee if they ask for the designation and satisfy the criteria of being Members in good standing; demonstrating commitment and ability to contribute to advancing the Societies Consortium mission; and demonstrating willingness to fulfill the obligations of this role and to devote the necessary time. The Executive Committee will keep the number of additional Leadership Council Societies to a level that is functional and will aim to achieve diversity of society and their representatives on the Leadership Council.

V. Governance and Administration:

- A. Governance is through an Executive Committee of 9-13 members
 1. Standing Members are the Sponsoring Societies (AAAS, AAMC, AGU)
 2. Rotating Members with 4-year terms (with inaugural appointments ranging from 2-4 years, to establish staggered 4-year terms) are up to 10 Leadership Council Societies (all will serve over time, even if numbers increase)
 3. Governs and has oversight responsibility/authority for: membership/invitations/ good standing determinations (per criteria); ensuring Members input on direction respecting deliverables; work plans and budgets (with transparency to Members)/fees (subject to Member voting rights as specified)/financial matters; contracts; delivery of services; advisory council focus and appointments; external funding proposals; adopting a Full Governance and Operations Manual

of additional and amended terms not inconsistent with this Short Form Manual; and the like. Quorum at a meeting is having both a majority of Sponsoring Societies and a majority of Leadership Council Societies then-serving on the Executive Committee present. Action is by a majority of a quorum at a meeting. Action is by both a majority of Sponsoring Societies and a majority of Leadership Council Societies then-serving on the Executive Committee if by written (email) consent instead of at a meeting.

4. The Chair and Vice Chair serve for 2 years and may serve 2 consecutive terms. The 1st Chair will be a nominee of AGU, AAAS or AAMC due to their deep involvement in organizing the Societies Consortium which will support a smooth start-up. The Vice Chair and subsequent Chairs will be elected by the Executive Committee from its members.

B. Operation and Administration/Management Services by

1. AAAS—Fiscal and Contracting Agent (needed because the Consortium is not a contracting entity)
 - a. Fiscal affairs, including budgeting, bookkeeping, accounting, reporting, invoicing and payments (from Consortium funds), applying AAAS generally applicable standards and satisfying external funder requirements
 - b. Contracting services, entering and administering contracts within the annual budget, unless approved by the Executive Committee and Consortium funding is available
2. EducationCounsel (EC)—Services as Senior Administrators/Staff, Policy/Law Expert, Deliverables Production, including, e.g.:
 - a. Administration of Societies Consortium, overall project management, and support of Executive Committee,
 - b. Facilitation of Meetings (and provision of EC’s meeting space, as long as not booked),
 - c. Expert Guidance/Services on Law and Policy,
 - d. Production of Deliverables under a contract with one or more Sponsoring Societies and an agreed upon annual work plan and budget (approved by the Executive Committee) with:
 1. Directional guidance and input from Members, collaboration with Sponsoring Societies and Leadership Council Societies
 2. Oversight and consensus by Executive Committee
 3. Members’ vote of endorsement for Model Policy Options and other Societies Consortium-backed policy-setting deliverables for societies or the field
 - e. Report on Societies Consortium activities

- C. Because the Societies Consortium is not an entity, AAAS, as a Sponsoring Society will own the Consortium logo and Copyright/IP that EC creates for the benefit of, and paid for by, the Consortium (the final deliverable, EC Work Product). However, there will be a grant (accompanying the M-Form) of a perpetual, royalty-free, irrevocable, world-wide, non-exclusive license of EC Work Product to Members, giving them the right to copy, use and prepare derivative works for their own (and their members’) non-commercial use (not for charge or other consideration), within core mission to serve research and education in STEMM fields, with attribution to the Societies Consortium and EC. A creative commons license will be provided for such non-commercial use of EC Work Product after providing the deliverables to Societies Consortium Members under a noncommercial license for a limited period determined by the Executive Committee. EC (and its parent firm) will also receive a perpetual, irrevocable, world-wide, royalty-free, non-exclusive license, which will allow it to copy, display, market, sell, prepare derivative works from, distribute, and otherwise use all EC Work Product, including for its presentations and client and potential client work. License fees will be assessed for commercial use of EC Work

Product (other than by EC). (The Executive Committee may seek contributions from some non-Members to the cost of resource development). For commercial uses (if that situation arises), license proceeds will be shared equitably with the Consortium (to subsidize its costs and reduce Member fees) and EC (with any other creator), with an equitable allocation to be determined by the Executive Committee.

VI. Advisory Council to the Consortium

1. Mechanism for advice and input to the Societies Consortium from STEM fields beyond societies (IHEs, teaching hospitals, research supporting organizations, industry) to ensure utility/ effectiveness of Model Policy Options and other key outputs to the field
2. Chair of the Executive Committee appoints in consultation with all Executive Committee members; Inaugural Members are asked to recommend
3. May collaborate with the National Academy of Sciences IHE Collective

EXECUTIVE COMMITTEE

American Association for
the Advancement of
Science

American Chemical
Society

American Educational
Research Association

American Geophysical
Union

American Physical
Society

American
Psychological Association

American Society for
Cell Biology

Association of American
Medical Colleges

Entomological Society of
America

Institute of Electrical
and Electronics
Engineers

