

GOVERNANCE AND OPERATIONAL POLICY

3/27/19

GOVERNANCE AND OPERATIONS MANUAL AMPLIFICATION POLICY

Introduction

The Societies Consortium’s Governance and Operations Manual (Manual) provides that the Executive Committee will adopt a fuller manual with more detail. This Governance and Operations Manual Amplification Policy (Amplification Policy) provides that additional detail as a companion document to the Manual, explaining and amplifying certain subjects addressed in the Manual. This Amplification Policy lists all section headings and relevant subsection headings of the Manual in black text, and in blue text provides the amplification detail consistent with the Manual, the Membership Form (M-Form) and the Members’ Copyright and Intellectual Property Agreement (Members License).

- I. Name [No amplification]
- II. Mission Statement [**Amplification**]

Consortium’s Role as an Independent and Credible Standard Setter – Principles:

1. The Societies Consortium is focused on standard-setting and service, through production of resources—flexible model policies, practical tools and policy and law guidance—to advance professional and ethical conduct, climate and culture in STEMM fields, as well as in internal operations of societies.
2. The Societies Consortium’s role is to identify issues of importance to the Societies Consortium’s overarching mission and make them a focus of (a) analysis and discussion (e.g., a legal analysis of a regulatory development), enabling individual societies and others to form their own positions and take their own actions, and (b) policy, practice and evaluative resources with menus of options within a range aimed at advancing the Consortium’s mission, with the research and evidence base that informs such options, enabling individual societies and others to customize all or portions of the resources and develop their own policies and practices.
3. The Societies Consortium, itself, would only publicly take a singular position on a particular issue (e.g., to a government authority) with unanimity of all members of the Executive Committee serving at the time, after notifying and, if possible, providing an opportunity for input by Consortium members, and would make clear that the position is that only of the Executive Committee.
4. The Societies Consortium would only produce a public singular position resource (e.g., a comment letter to a government authority) for use by those individual members that may wish to publicly express a single position on a particular issue, with unanimity of all members of the Executive Committee serving at the time, after notifying and, if possible, providing opportunity for input by members.
5. The single position-taking resources referenced in 3 and 4 above are the distinct exception, not the rule, for the Societies Consortium.

6. Within the Societies Consortium’s mission, its role as a standard setter for excellence in STEMM, requires it to maintain the credibility of independence in setting standards, while also supporting the success of all involved in STEMM by providing resources and guidance to the fields. The Consortium has a strategic focus of facilitating building communities in STEMM that are actively intolerant of sexual and intersecting bases of harassment and embrace diversity and inclusion, as well as building bridges among participants in STEMM fields toward that end. Recognizing that advocacy and interest groups share complementary but distinct purposes within the overall mission of preventing and addressing sexual harassment, the Consortium intends to maintain robust communications with and invite input from with such groups but will not enter formal affiliations with them.
7. When questions of the Societies Consortium’s role arise, they will be presented to the Executive Committee for determination under the above-referenced principles.

III. Membership

A. Criteria

4. **[Amplification]: Federation Membership Policy**

(This policy was approved by the Executive Committee in December 2018):

Any STEMM society that is a federation—i.e., a substantial portion of whose members are other societies—is encouraged to join the Societies Consortium on Sexual Harassment. Two of the three Sponsoring Societies are federations; and there are many different models and sizes of federations, as there are models and sizes of societies. A federation society’s membership will not confer Societies Consortium membership on each of the federation’s member societies. As a Societies Consortium member, the federation society will be able to provide to its member societies early access to resources the federation receives as a Societies Consortium member. Also, the federation may seek input from its member societies when providing input to the Societies Consortium on development of resources. However, each of the federation’s member societies is encouraged to join the Societies Consortium, so that it may contribute its own voice and be recognized as a leader in the Consortium’s collective effort to set standards for professional and ethical conduct, climate and culture—as integral to excellence—in STEMM fields. It is recognized that some federation member societies are particularly resource constrained; and affordability will not be a barrier to participation by any committed society, as addressed below.

Rationale:

The federation’s membership and each society’s membership is a reflection of the fact that, while the Societies’ Consortium will most definitely provide real benefits to its members, the unique groundbreaking mission of the Societies Consortium is its collective service to and standard setting for STEMM fields—the strength and credibility of the collective voice of a broad diversity and large number of societies, backed by action. And it will generate the deliverables/resources needed for impactful action by societies and the fields.

The benefit of membership in the Societies Consortium cannot be fully measured in the usual self-focused way. The Societies Consortium is enabling and equipping strong and impactful collective action by societies as leaders—standard bearers and standard setters—advancing ethics, equity, diversity and inclusion for excellence in their own operations and broadly in STEMM fields.

Cost should not be a barrier to participation by any committed society, and the sliding fee scale is intended to ensure affordability. Further accommodations will be made by the Executive Committee to respond to special circumstances on a case by case basis to ensure affordability for all interested societies. And each society member is an equal in the Consortium, regardless of the size of its

membership, revenues, or the Consortium fee it pays. With those caveats, however, each society's investment in membership (within its ability) is necessary to the Societies Consortium's work, is part of each society's action to further the criticality of the Consortium's mission, and is part of assuming a leadership role in removing barriers to full participation of all talent in STEMM fields.

- B. Members sign a Membership Form (M-Form) with a 3-year term—but may cancel at the end of any year

2. [Amplification] Good Standing and Termination by the Societies Consortium:

Societies that are confirmed by the Executive Committee to satisfy the membership criteria (evidenced by the Executive Committee's counter signature of the M-Form) and have signed their M-Form, are Members in good standing and are entitled to benefits of membership, so long as they do not cease to be in good standing under the criteria below.

As provided in the M-Form, the Executive Committee may terminate a society's membership after notice to a Member for (a) its sustained lack of good standing or (b) for its lack of good standing based on having an adverse effect on the integrity of the Consortium. The termination notice will articulate the category(ies) of lack of good standing that triggered the termination. Delay in giving notice of termination does not affect the Executive Committee's ability to terminate membership for lack of good standing, so long as any category of lack of good standing exists or persists.

A Member is not in good standing if the Executive Committee determines, in its sole discretion, that the Member: (i) has not paid its membership fees when due, (ii) has an adverse effect on the Societies Consortium's integrity, (iii) interferes with the Consortium's mission, or (iv) as provided in the Members' License, if the Member breaches the Members' License without a prompt and effective cure (as determined by the Executive Committee), unless the Executive Committee expressly waives each breach in writing.

- D. Sliding Scale Fee Structure to ensure affordability and cost efficiency for all societies

3. [Amplification] Fees Waiver And Reduction Policy

Societies Consortium membership fees are an investment in STEMM excellence, and are part of assuming a leadership role in removing barriers to full participation of all talent in STEMM fields. Fees fund the production of the resources, guidance and other deliverables, as well as necessary operating costs, that are essential to the Consortium's ability to add value and fulfill its mission. The Consortium's sliding fee scale establishes membership fee tiers tied to a society's annual revenues (consolidated). The sliding scale is intended to make participation affordable for all societies that commit to advancing the Consortium's mission. However, some committed societies may be distinctively resource constrained, on an episodic or continuing basis, making the fee owed unduly burdensome as applied to them. Consequently, to the extent feasible, the Executive Committee, in its sole discretion, will approve fee waivers and reductions to respond to special affordability circumstances on a case-by-case basis, when it determines the waiver or reduction to be warranted under the principles and considerations below. Such accommodations will be effective for the calendar year in which they are granted and will be reconsidered annually.

Process

A society requesting a waiver or reduction of the Consortium fee, must complete and sign a Membership Form (M-Form) and send it to the Consortium at its email address:

societiesconsortium@educationcounsel.com. The fee request should be included with the M-Form (if the need is known at the time, or may be submitted later to that email address, if the need is not previously known), stating the reasons why the society believes the request is justified. The Executive Committee or its designee will notify the requesting society of the decision. The society's membership may be accepted while a fee accommodation request is pending. A society whose fee request is not approved in full may terminate its membership by promptly notifying the Executive Committee at the Consortium email address.

Rationale

The following principles and considerations will be factors in decisions on fee reduction or waiver requests:

- Each society will invest in the Consortium's mission by paying a membership fee (within its ability).
- Societies within the same fee tier should be equitably investing in the Consortium's mission.
- A society's annual revenues may be misleading; funding available for operating costs, including Consortium membership fees, may be substantially lower than revenues numbers indicate (for reasons other than normal competing priorities).
- For example, revenues may derive largely from foundation support that is restricted to specific project or sub-recipient, or may otherwise constitute a pass-through. For such a society, if the Consortium fee reflects an exceptionally high percentage of its total annual operating revenues, when compared to others in the relevant tier, a lower fee tier or a reduction of the fee owed in a tier may be justified.
- Some societies in the lowest fees tier (<\$1M annual revenues, consolidated) have extraordinarily low annual revenues even within that tier. A reduction of the fee may be justified.
- A society may encounter a high-impact, time-limited financial obligation outside of the ordinary course that will greatly deplete revenues (e.g., precipitated by an extraordinary casualty or a legal claim or compliance liability). A reduction of the fee may be justified.
- Other unusual circumstances raising affordability issues that create substantial affordability issues, financial burdens, and/or inequities in participation, to be determined by the Executive Committee on a case-by-case basis.

E. [Amplification] Member Positions and Actions:

1. Societies Consortium members are recognized for their leadership commitment to preventing and addressing sexual harassment in STEMM, and may reference their membership in the Consortium as part of their commitment.
2. However, membership in the Societies Consortium is not mutually exclusive of other initiatives members may take, internally and with others. The Societies Consortium's members represent a broad range of societies. The design of the Consortium is to provide menus of options to well-serve the breadth of societies and others in STEMM fields.
3. In referencing its Societies Consortium membership, each member is expected to be clear when it is expressing its own positions and taking its own actions to avoid creating an inaccurate impression that its positions or actions are necessarily those of the Consortium or all members.

IV. Consortium Leadership:

A. Sponsoring Societies —

3. Seek external funding; **[Amplification]**:

Proposals to and agreements with external funders are approved by unanimous action of the Chair of the Executive Committee and the standing members, with notice to all Executive Committee members. If necessary to meet submission deadlines, approval of funding proposals may be obtained promptly after submission with notice given to all members of the Executive Committee before;

B. Leadership Council Societies —

4. Nominate rotating members on the Executive Committee, as needed; **[Amplification]**:

Whether or not having a representative serving on the Executive Committee at a particular time, Leadership Council Societies will collaborate with EducationCounsel in its performance of services to the Societies Consortium, as may be helpful for products of the Consortium to advance the mission in service of societies and the field;

6.[Amplification regarding diversity of Leadership Council]:

The Executive Committee should reflect a range of disciplines and sizes of societies.

V. Governance and Administration

A. Governance is through an Executive Committee of 9-13 members

2. Rotating Members with 4-year terms (with inaugural appointments ranging from 3-4 years, to establish staggered 4-year terms) are up to 10 Leadership Council Societies (all will serve over time, even if numbers increase)

[Amplification regarding rotating members]:

Rotating Member Terms To Provide More Opportunities To Serve. In the Manual, the term of rotating Executive Committee members is 4 years (with variation of 3-4 years for initial appointments to establish staggered 4-year terms). But there is also an intent for all Leadership Societies to have opportunities to serve over time. Consequently, the Executive Committee may shorten the term to 3 years (with variation of initial appointments of 3-4 years, to establish staggered full terms) in order to provide meaningful opportunities for more Leadership Council Societies to serve on the Executive Committee, if there are more Leadership Council Societies that want to serve on the Executive Committee than seats available. Stability for the first Executive Committee and start-up of the Consortium will be maintained by providing for at least 4 of the 7 inaugural Executive Committee members (i.e., inaugural Leadership Council societies that have been advising on the Consortium's formation from well before its launch) to serve 4 year terms as contemplated by the Manual (with their successors serving 3 years), and the other 3 inaugural Executive Committee members to serve 3 year terms (with their successors serving 3 years); and 3 new rotating Executive Committee members from the new Leadership Council serving 2 years (with their successors serving 3 years). [Note: The staggering schedule will provide for an initial 2-year rotation of new Executive Committee members, while ultimately providing for 3-year terms.]

Executive Committee Member Terms Tied to Society Membership Status and Affiliation. An individual's membership on the Executive Committee will end upon the end of his or her nominating

society's membership in the Societies Consortium as a Sponsoring Society or Leadership Council Society, or upon the end of his or her service as a senior staff or board member of such nominating society. The nominating society, if still a Sponsoring Society or Leadership Council Society, will nominate a successor to its representative on the Executive Committee, if a seat becomes vacant prior to the end of a term of service.

Protocol for Appointments to the Executive Committee. Rotating Executive Committee members may serve multiple terms, provided that the Executive Committee will generally invite Leadership Council Societies to nominate a representative for such service under the following order protocol: (i) first, for each vacancy, a representative of a Leadership Council Society that has never had a representative serve as a rotating member; (ii) second, for each remaining vacancy, a representative of such Society that has not had a representative serve as a rotating member during a term just ended; and (iii) third, for each remaining vacancy, a representative of any such Society. The Executive Committee may make an exception to this order protocol if specialized expertise or knowledge is needed on the Executive Committee and the Executive Committee Chair determines the best available resource comes from a Leadership Council Society that would not have been invited to make a nomination under this order protocol.

The Executive Committee Chair will request Leadership Council Societies to nominate representatives to serve as rotating members of the Executive Committee according to the criteria for nominees and the appointment order protocol. The Executive Committee will elect each rotating member's and standing member's representative from the individuals nominated;

- a. The Executive Committee Chair may request more than one nominee from a society;
- b. The Executive Committee Chair will appoint a successor to serve out the term of any rotating member whose term ends early, by asking that person's nominating Leadership Council Society (if still a Leadership Council Society and, if not, asking another Leadership Council Society) to provide nominee(s) who are senior staff or board members of the society; and will also appoint a nominee of a Sponsoring Society to succeed a person representing that society who vacates a seat.

3. Governs and has oversight responsibility/authority for:

[Amplification of Executive Committee powers and duties, regarding contingency budgets]:

In addition to approving the annual budget, the Executive Committee may approve contingency budgets to establish a reserve for special projects and situations after reviewing proposals developed by AAAS in collaboration with EducationCounsel. The Executive Committee also may approve AAAS, as contracting agent, entering into any contracts that assume financial obligations on behalf of the Societies Consortium outside of an approved annual budget, after determining that adequate Societies Consortium funding exists to fulfill the obligations.

[Amplifications regarding Executive Committee quorums and parliamentary procedures for meetings, and multiple representatives]:

Procedure

Parliamentary procedure will generally be used at Executive Committee meetings, provided that this Manual and other Societies Consortium policies will govern if there is any inconsistency.

The Chair has the discretion to identify and take an action by consensus of a quorum, unless an Executive Committee member asks for a formal vote to be taken at the time. Agenda items and

action may be added at a meeting, provided that a majority of a quorum does not object. Failure to object to inconsistency with parliamentary procedures at the time of the inconsistent action is a waiver.

Members of the Executive Committee

One standing Executive Committee member may give a proxy to another standing Executive Committee member for purposes of establishing a quorum or to act on behalf of both standing Executive Committee members.

The Executive Committee Chair has discretion to allow a society represented on the Executive Committee to nominate several individuals and have two individuals elected to serve (called a dual member). Both individuals comprising a dual member will receive Executive Committee communications and participate in meetings and other activities, but only one may vote on any one action. A dual member may hold only one Executive Committee officer position (e.g., individuals from one society could not simultaneously serve as Chair and Vice Chair of the Committee). If either individual comprising a dual member gives an approval, that will be counted as the dual member's action (regardless of the other individual's action); and once either individual gives approval of an action (e.g., in a request for an email consent), no action of the other individual will be needed. After consulting with the individuals comprising a dual member, the Chair may designate one of them as the sole member of the Executive Committee, if the Chair determines that the dual membership is not serving effectiveness and efficiency of the Executive Committee.

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.

[Amplification regarding Chair and Vice Chair]:

There may be co-Chairs and co-Vice Chairs if desired by the Executive Committee; and if the Sponsoring Societies desire, the 1st Chair may be co-Chairs.

The Vice Chair regularly collaborates with the Chair and serves as, and has all of the authorities of, the Chair when the Chair is unavailable. The Vice Chair succeeds the Chair to fill any vacancy in the Chair position for the remainder of a term.

The Executive Committee may also elect an Executive Committee Ethics, Equity and Diversity Officer, and any other officers it deems appropriate.

It is an aim to model the diversity and inclusion that the Societies Consortium seeks to advance in the leadership of the Executive Committee.

B. Operation and Administration/Management Services by:

1. AAAS—Fiscal and Contracting Agent (needed because the Consortium is not a contracting entity)

- b. Contracting services, entering and administering contracts within the annual budget, unless approved by the Executive Committee and Consortium funding is available

[Amplification]:

For clarity, in assuming fiscal agent duties, AAAS is not expected or obligated to apply its own funds to the Societies Consortium expenses beyond paying AAAS' membership fee. AAAS also serves as the licensing agent for work product and intellectual property of the Societies Consortium, as provided in V.B.3 below.

2. EducationCounsel LLC—Services as Senior Administrators/Staff, Policy/Law Expert, Deliverables Production, including, e.g.:

f. **[Amplification]**: Pays associated routine, incidental office costs to deliver EducationCounsel's services—but not significant out-of-pocket costs (e.g., for paper publishing or mass mailings, if any, travel, events space outside of EducationCounsel's offices, and events catering) which will be funded by the Societies Consortium (e.g., from fees or outside funders); and

g. **[Amplification]**: Cooperates to provide for the copyright and other intellectual property rights addressed in V.C.

C. Copyright and Intellectual Property:

[Amplification regarding work product]: EC Work Product does not include materials or intellectual property created by others (even if identified by EC as good existing resources or models), or anything created by EC before, after, or outside of the scope of its paid work for the Societies Consortium.

[Amplification regarding attribution]: The Member License, Creative Commons license, and EC's license to use EC work product are conditioned upon any use of EC work product containing the following attribution: "© American Association for the Advancement of Science for the benefit of and sponsored by the Societies Consortium on Sexual Harassment In STEMM (website); original created by EducationCounsel LLC". In connection with Licensed Other IP, the creator shall be substituted for EducationCounsel LLC.

VI. Advisory Council to the Consortium **[Amplifications]**:

The Societies Consortium will engage the Advisory Council in various ways, including:

1. Holding Advisory Council meetings apart from Consortium meetings;
2. Inviting Advisory Council members to attend some Consortium meetings or portions when/if helpful to discussion of a topic; and/or
3. Inviting Advisory Council members to participation in working groups or special projects.

The Societies Consortium intends to collaborate with the National Academy of Sciences Action Collaborative of institutions and organizations of higher education so that both initiatives may benefit from sharing input and ideas. Representatives of the Action Collaborative may be invited to some Advisory Council meetings when helpful.

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

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Colleges

Entomological
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America

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Electrical and
Electronics
Engineers

