



Governance Bylaws of the European Operations Management Association¹

[revised 10/02/2006]

Introduction

A distinctive feature and strength of EurOMA since its foundation has been its informality, supportiveness and inclusiveness. Membership of the Association has helped members to network internationally, to develop and present their research, and to source useful and up-to-date teaching methodologies and materials. Formal governance arrangements have been kept to a minimum. Yet, the Association has grown and developed to a point where the governance arrangements must be reviewed routinely. These Arrangements for Governance replace those approved at the Annual general Meeting of the Association in June 2000 and come into effect immediately following the Annual General Meeting of the Association in June 2005.

This document details the arrangements for governance of EurOMA. The arrangements keep formal Board positions to a minimum, yet aim to involve a broad base of Board Members with the energy to make things happen and, correspondingly, lighten the workload for individual Board Members. Further, the arrangements aim to maintain a continuous but dynamic balance between self-organisation and centralisation, between co-incident and control, between flexibility and institutionalisation.

Arrangements for Governance (Bylaws)

The arrangements for governance are described in five sections:

- Responsibilities and Expected Contributions.
- Elections, Terms of Office, Co-options and Resignations.
- Criteria for Nomination.
- Board Meetings.
- Team Meetings.

Responsibilities and Expected Contributions

The EurOMA Board consists of a President and up to 20 Board Members, and is supported by an Executive Secretary. Elections are held for the positions of President and for 12 Board Members. The remaining Board Members are co-opted by the Board to reflect the responsibilities associated with the annual conference, or to support such other activities that are deemed by the Board to be important from time to time. The Board appoints the Executive Secretary.

The *President* is responsible for the overall co-ordination and development of the Association. The *Board* is responsible jointly for the running and future direction of the Association. The *Financial Controller* is responsible for maintaining the accounts of the Association, preparing and presenting the audited accounts to the Annual General Meeting of the Association. The *Executive Secretary* is responsible for the day-to-day administration of the Association, including support of Board meetings, maintenance of the membership database, preparation and editing of the Newsletter.

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There is a need for balance in how the responsibilities of the Board are defined. Formalised arrangements and clear definition can create accountability and a sense of ownership. However, rigid definition can create imbalance and limit flexibility to take new initiatives. Accordingly, in addition to the day-to-day administration of the Association, the primary areas of Board responsibility are as follows:

- Education, communication & meetings.
- Funding, network development & membership.
- Financial control.

All current activities and initiatives fall within these three areas. Further, this categorisation is broad enough to accommodate future activities and initiatives. Each area, with the exception of Financial Control, is the responsibility of a *Team* of three or more Members, which reports as a Team to the Board. In agreement with the Board, each Team develops its own initiatives, reports to the Board on progress achieved, and makes recommendations to the Board for a decision and, if appropriate, a budget. Whilst the need for *Team Leaders* to make decisions between meetings is recognised, these decisions should be within the budgets and decisions already approved by the Board.

Responsibility for Financial Control rests with the *Financial Controller*.

The areas of responsibility are outlined as follows:

<i>Team</i>	<i>Area of Responsibility</i>
Education, Communication & Meetings	Development and co-ordination of the EurOMA PhD network and curriculum development, development of a portfolio of EurOMA seminars and workshops and the annual EurOMA conference; support of the local organisers of meetings, conferences, seminars and workshops; development of a portfolio of EurOMA publications; securing content for the EurOMA Newsletter
Funding, Network Development & Membership	Co-ordination of the acquisition of funding for Association level activities, including meetings, conferences, PhD network and newsletter; country co-ordination; external relations; promotion and development of EurOMA
Financial Control	Preparation and maintenance of accounts; arrangement of audit and presentation of accounts to the Board, and to the membership at the AGM

With the exception of Financial Control, each Team nominates its own *Team Leader* from time-to-time to co-ordinate the activities of the Team and to integrate them, where required, with the activities of other Teams. The Board approves the nomination. The Board appoints the Financial Controller.

On their election to the Board, the 12 elected Members volunteer for, or are assigned by the Board to, one of the two Teams or such other activity as deemed necessary by the Board from time to time. The Chairs of both the current and the next Annual Conference are co-opted by the Board and assigned automatically to the Education, Communication & Meetings Team. Other Co-opted members are assigned automatically to one or other team or as Financial Controller. All Members, elected and co-opted, may choose to contribute to the work of more than one Team but cannot remain on the Board without active and constructive involvement in at least one Team, activity or as Financial Controller. The President may participate in activities associated with all areas of responsibility.

All members of the Board, elected and co-opted, have the right to vote on all matters. The Teams can co-opt further members of the Association. These members can attend Board meetings for items related to the activities of their Team, but are not Board Members and do not have the right to vote.

The Board will sanction an *annual review* of Teams - in terms of leadership, contribution to the Association and membership - and of the Financial Controller – in terms of contribution to the Association. To tie in with the election schedule, these reviews should take place normally at the February Board meeting.

The EurOMA Board, following formal application by the candidate Country Representative and review and recommendation of either the Education & Meetings Team or the Membership Team, selects each Country Representative or co-opted Team Member. The role of the Country Representative is to develop EurOMA activities (including research and teaching related activities in the field) in their respective country, to be the contact person for actual and prospective members of EurOMA and the contact person for the EurOMA Board regarding matters of the respective country. Additionally, County Representatives are expected to increase the interest in EurOMA in their country and hence increase membership. Once per year, Country Representatives report on the status in their country to the Teams. In addition, Country Representatives may be invited to the EurOMA Board meetings to report on activities and state of membership in their countries.

Country Representatives and co-opted Team Members may choose to contribute to the work of either Team but cannot remain as Country Representatives or co-opted Team Members without active and constructive involvement in one Team.

Elections, Terms of Office, Co-options and Resignations

Elections are held for the positions of President and for 12 Board Members.

An election of the *President* is held every three years before the AGM. Normally, the election is held immediately before the commencement of the AGM. Election is by simple majority. The President is elected for a term of three years, regardless of his/her remaining term as a Board Member. The term begins at the AGM immediately following the election. During the AGM, the outgoing President hands over to the newly-elected President. The President may not be re-elected as President for an immediately consecutive term, but may be elected as Board Member for an immediately consecutive term of three years.

An election of *Board Members* is held before each AGM. Normally, the election is held immediately before the commencement of the AGM. Election is by simple majority. A Board Member is elected for a term of three years. The term begins at the AGM immediately following the election. During the AGM, the outgoing Board Members stand down and are replaced by the newly-elected Board Members. A Board Member may be re-elected for a second consecutive term of three years.

Voting Members are defined as fully-subscribed members of the Association for the calendar year in which the election is held, who have paid or renewed their annual subscription for that year at any time up to the date of the election. Normally, a Voting Member will vote in person at the elections held immediately before the commencement of the AGM. However, the Board may permit voting by means other than in person, such as by e-mail or via the Internet.

The Board will publish a call for *Applicants* four months in advance of an election. At the same time, the Board will appoint a *Nominating Committee* from among the Board Members. The call for Applicants will close no later than two months in advance of the election, at which point the Nominating Committee will screen the list of Applicants before recommending a list of candidates

to the Board for publication. In addition, the Nominating Committee will propose to the Board for approval the voting procedure and forum, including personal, e-mail or Internet voting.

At each AGM, the Board will co-opt the *Chair of the following year's Annual Conference* as a Member of the Board to serve for two years: the year immediately preceding their Conference and the year immediately after.

In the event that no one of the elected Board Members is appointed to the position of Financial Controller, the Board will co-opt a Financial Controller, who will serve for up to three years.

Other co-opted Members may serve for a term of three years. Names of any co-opted Members to the Board must be brought to the Board for consideration and agreement before the individual is informed.

The Board appoints the Executive Secretary.

To ensure continuity, a rolling system of *retirement* of elected Members will operate. In steady state, four elected Board Members will retire each year on completion of their three-year terms. Accordingly, election of four Members will be held each year. At each AGM, the Conference Chair of the previous year's Annual Conference will retire, while the Conference Chair of the following year's Annual Conference will be co-opted. If the Conference Chair of the following year's Annual Conference is already a Member of the Board, no further co-option may be made in relation to that Conference.

All Members, elected and co-opted, cannot remain on the Board without active and constructive involvement in at least one Team, activity or as Financial Controller. The Board reserves the right to suggest that a Member resigns or does not stand for re-election to the Board if there is evidence to suggest that the Member has not taken an active role in the governance of EurOMA during his/her term on the Board.

In the event of *resignation* by the President, the Board will appoint a replacement President from among the Board Members to serve out the remaining term of the resigned President.

In the event of resignation by a Board Member, the Board may co-opt a replacement Member to serve out the remaining term of the resigned Member. Normally this would be based on the result of the most recent election.

Criteria for Nomination

In general, Board Membership should provide an outlet for those with energy and commitment to the Association:

- To advance initiatives of value to the Association and of interest personally.
- To work with other members.
- To develop a sense of ownership for the activities of the Association.
- To develop rather than to cap their careers.

Accordingly, criteria for nomination do not to exclude younger academics, earlier in their careers, with the energy to make things happen, and without the institutional burdens that more established members of the Association may have to carry.

In particular, to merit consideration for nomination, applicants will require the following background and evidence of support:

- President: current membership of the Association; nominated by three members of the

- Association; current or past service as Board Member for at least three years.
- Board Member: current membership of the Association for a minimum of two years; nominated by three

Board Meetings and Decisions

The President, or his/her nominee drawn from among the Board Members, acts as convener of all Board meetings, giving three weeks written notice of meetings and circulating minutes, prepared with the support of the Executive Secretary, within three weeks of each meeting. A Board meeting requires a quorum of 50% of all Board Members plus one. The Board will hold three formally scheduled meetings each year. One of these meetings will coincide with the Annual Conference, at which a schedule of formal meetings for the coming year will be agreed. In addition to these formally scheduled meetings, the Board may meet as and when requested, and at a time agreed, by a majority of the Board.

Where necessary, decisions will be made by majority vote of the Board.

Team Meetings and Decisions

Each Team Leader, or his/her nominee drawn from among the Team Members, acts as convener of all meetings of his/her Team, giving three weeks written notice of meetings and circulating minutes within three weeks of each meeting. A Team meeting requires a quorum of 50% of all Team Members plus one. Each Team will hold three formally scheduled meetings each year, ideally immediately preceding the formally scheduled Board meetings. These Team meetings may be in different forms - for example, face-to-face, conference call, or virtual e-mail supported discussions. In addition to these formally scheduled Team meetings, each Team may meet as and when necessary, at a time agreed among the Team members.

Where necessary, decisions will be made by majority vote of the Team. Teams will report on the outcome of their discussions at the formally scheduled Board meetings.