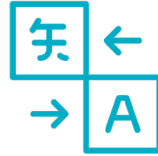




17 May 2022

Proposed Bylaws Changes

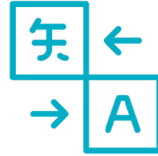
Recommendations from the Governance Committee
for procedural changes to Board nominations



The Problem

As part of the Governance Committee's governance review, we examined how GALA's leaders are identified and selected.

Our current system lacks intentionality. There is no vetting process for candidates, no procedure ensuring balanced representation, nor any means for proactively identifying potential leaders. We leave too much to chance.



The Solution

A new process that depends on ...

An open call for candidates

A nominating committee that both identifies and vets candidates, taking into consideration the need for balance and representation on the board

Contested elections in which GALA members have a choice of qualified candidates (e.g., the number of candidates exceeds the number of available positions)

What Changes? A Nominating Committee

A nominating committee ensures that potential leaders are identified and vetted according to specific, pre-determined criteria. The Governance Committee proposes the following:



- Two members-at-large from the GALA membership to be identified and selected in an open call for volunteers
- Two current board members who are not up for re-election
- One past board member to serve as chair
- Serves 2 key roles:
 - Vet candidates who nominate themselves
 - Identify candidates who demonstrate keen leadership potential and invite them to submit their nomination

What Doesn't Change? Board Terms & Headcount

After considering the problems we are trying to solve and the methods we can use to solve them, the Governance Committee recommends:



- It is not necessary to change the total number of board members (7)
- It is not necessary to change the length of terms of service (2 years per term with 2 consecutive terms permitted)
- This assumes that there continue to be additional ways to engage members in leadership, e.g., committee and SIG leadership
- This assumes GALA is committed to having a Board of Directors that looks like its membership (i.e., diverse and representative)

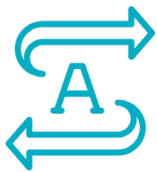
Board Competencies

The idea behind competencies is *not* that all candidates should meet all criteria, but that the board should be balanced, diverse, and representative of the general GALA membership. The Nominating Committee will consider the following when vetting and identifying potential candidates:

Skills & Attributes	Experience	Specialties	Representation
Foresight	Industry experience of >5 years at a level sufficient to have a view of the “big picture”	Finance	Language Services and Technology Companies
Commitment	Membership in GALA for >2 years	Governance and Compliance	
Open-mindedness	Participation in volunteer roles at GALA	Marketing	Universities
Collaboration		Technology	Interpreting Focused LSCs
Integrity		Standards	

Rationale for Recommendations

The Governance Committee reviewed association best practices and considered several approaches. We feel that combining contested elections with a nominating committee is the best way to ensure balance, qualification, and representation in GALA's strategic leadership.



Transparency

Sharing qualification criteria and balanced board goals will ensure that an already respectable, trustworthy process remains that way.



Engagement

Uncontested elections lead to lower rates of voting and engagement. GALA wishes to keep all members engaged and let all members have a voice. Elections will remain contested.



Diversity

The Governance Committee believes that GALA should be led by representatives who “look like” the members. Member companies vary in size, type, location, specialty, and more.



Egalitarianism

GALA believes that all members are equal and deserve equal rights and opportunities. That includes the right to vote. Each member company will receive one vote in elections and other matters.

Bylaws Changes

In consultation with GALA's legal counsel, the Governance Committee proposes the following changes to Article 4. Board of Directors, Section 4. Nominations:



~~4. **Nominations.** Nominations for the Board of Directors may be submitted by any regular member in good standing no later than 45 days before the general election.~~

~~a. **4.1 Nominating Committee.** The Board Chair shall appoint, subject to approval by the Board of Directors, a nominating committee consisting of not less than five (5) members, including two (2) GALA Members who are not current Board Members; two (2) current Board Members who are not up for re-election; and one (1) past Board Member who shall serve as Chair of the Nominating Committee.~~

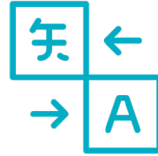
~~b. **4.2 Nomination Procedure.**~~

~~i. The Nominating Committee will submit an open call to the GALA membership for Board candidate submissions.~~

~~ii. Any GALA member may submit a nomination to the Board, provided such submission is received by the Nominating Committee no fewer than 45 days prior to the Election.~~

~~iii. The Nominating Committee will identify and vet prospective Board Members, taking into consideration the need for balance and representation on the Board.~~

~~4-iv. To ensure contested elections, the Nominating Committee shall present a prospective Board candidate slate to the current Board of Directors for approval, which slate will include a number of candidates which is greater than the number of open positions.~~



Member Action Items

Review this document

Review the proposed language changes to the bylaws

(A full version of the current bylaws can be found at <https://www.gala-global.org/gala-bylaws>)

Ask questions: aferch@gala-global.org or galaboard@gala-global.org

Have your company's voting contact complete the ballot by the deadline of 17 June



Thank you