



American Chemical Society
253rd ACS National Meeting
San Francisco, California
April 2 – 6, 2017

Councilor Talking Points: Summary of Governance Issues and Actions

The following summary is provided to help Councilors report to their Local Sections and Divisions on key actions of the [ACS Council](#) meeting held April 5, and Board of Directors meetings held March 31 – April 2, at the [2017 spring national meeting](#) in San Francisco, California.

Actions of the Council

Election Results

Candidates for President-Elect, 2018

- The Committee on Nominations and Elections presented to the Council the following nominees for selection as candidates for President-Elect, 2018: Bonnie A. Charpentier, Mark D. Frishberg, Anne M. Gaffney, and Willie E. May. By electronic ballot, the Council selected **Bonnie A. Charpentier** and **Willie E. May** as **candidates for 2018 President-Elect**. These two candidates, along with any candidates selected via petitions, will stand for election in the Fall National Election.

President-Elect, 2018^a

| Nominee | 1 st Round | 2 nd Round | 3 rd Round |
|------------------------|-----------------------|-----------------------|-----------------------|
| *Bonnie A. Charpentier | 200 | 210 | 242 |
| Mark D. Frishberg | 73 | 80 | - |
| Anne M. Gaffney | 26 | - | - |
| *Willie E. May | 132 | 141 | 158 |

^a431 valid electronic ballots were cast, with 216 being the majority. The results of the first preference vote totals are shown in the 1st round column. No nominee attained a majority. Following the procedures approved by Council, second-preference votes were distributed in two subsequent rounds. Those marked with an * were declared elected as candidates.

Candidates for Districts III and VI

- The Committee on Nominations and Elections announced the results of the election held prior to the San Francisco meeting to select *candidates* from the list of *nominees* for Directors from District III and District VI on the Board of Directors for the term 2018-2020. By internet ballot, the Councilors from these districts selected **Alan B. Cooper** and **Teri Quinn Gray** as **District III candidates**; and **Rita R. Boggs** and **Paul W. Jagodzinski** as **District VI candidates**. Ballots will be distributed on or before October 1 to all ACS members in District III and District VI for election of a Director from each District.

Councilor Talking Points and Summary of Governance Issues and Actions

DISTRICT III^a

| Nominee | 1 st Round | 2 nd Round | 3 rd Round |
|-----------------------|-----------------------|-----------------------|-----------------------|
| Margaret A. Cavanaugh | 7 | - | - |
| *Alan B. Cooper | 15 | 19 | 22 |
| Anne S. DeMasi | 10 | 10 | - |
| *Teri Quinn Gray | 11 | 14 | 19 |

DISTRICT VI^a

| Nominee | 1 st Round | 2 nd Round | 3 rd Round |
|----------------------|-----------------------|-----------------------|-----------------------|
| *Rita R. Boggs | 9 | 9 | 12 |
| Kevin P. Gable | 7 | 9 | - |
| *Paul W. Jagodzinski | 16 | 17 | 23 |
| Richard V. Williams | 3 | - | - |

^a The results of the first preference vote totals are shown in the 1st round column. No nominee attained a majority. Following the procedures approved by Council, second-preference votes were distributed in two subsequent rounds. Those marked with an asterisk (*) were declared elected as candidates.

Candidates for Directors-at-Large

- The Committee on Nominations and Elections announced the selection of the following **candidates for Directors-at-Large** for 2018-2020 terms: **Kenneth P. Fivizzani, Wayne E. Jones, Bonnie A. Lawlor, and Barbara A. Sawrey**. The election of two Directors-at-Large from among those candidates and any selected via petition will be conducted in the fall. Ballots will be distributed to the Council on or before October 1, 2017.

Other Council Actions

Amendments to the ACS Bylaws

- A recommendation by the Council Policy Committee to approve the Petition for the Removal of Officers and Councilors (Bylaw III, Sec. 1, i; Bylaw VII, Sec. 1, c; Bylaw VIII, Sec. 4, d) failed.
- The Council approved the Petition on the Rights of Affiliates (Bylaw II, Sec. 1, a, 2, a, 3, b, (3) and (4)).

Procedures for Removal of a Councilor or Alternate Councilor

- The Council voted to approve the Procedures for Removal of a Councilor or Alternate Councilor, contingent upon approval of the Petition for the Removal of Officers and Councilors. As the petition subsequently failed, given the interdependence of the petition and related procedures, the procedures will not take effect.

2018 Member Dues

- The Council voted on the recommendation of the Committee on Budget and Finance to set the member dues for 2018 at the fully escalated rate of \$171. This rate is established pursuant to an inflation-adjustment formula in the ACS Constitution and Bylaws.

Councilor Talking Points and Summary of Governance Issues and Actions

Distribution Formula for Division Funding

- On the recommendation of the Committee on Divisional Activities, the Council approved a formula for allocating dues funds to divisions, effective with allocations for 2017 division performance.

Extension of Market Data Collection Test: International Chemical Sciences Chapters

- On the recommendation of the Committee on Membership Affairs, the Council voted to extend the provision of \$15 commissions to International Chemical Sciences Chapters which recruit new members.

Continuation of Committees

- The Council approved the recommendation of the Committee on Committees that the Committee on Project SEED be continued; and that the committees on Chemists with Disabilities, on Public Relations and Communications, and on Women Chemists be continued contingent on approval of the Board of Directors.

Change in Local Section Name

- On the recommendation of the Committee on Local Section Activities, the Council approved a petition from the Santa Clara Valley Local Section in California to change the name of the section to the Silicon Valley Local Section.

Resolutions

- The Council passed resolutions in memory of deceased Councilors; in gratitude for the officers and members of the California and Santa Clara Local Sections, hosts for the 253rd National Meeting; the divisional program chairs, symposium organizers, and ACS staff, for the planning and execution of the meeting.

Special Discussion

The Council conducted a special discussion, “ACS Yesterday and Today: Paving the Way to Tomorrow,” to gather input for the Joint Board-CPC Task Force on Governance Design. Forty Councilors approached the floor microphones to share observations, comments, and suggestions to assist the task force in identifying opportunities and issues for governance improvement. The task force offered three questions to guide the discussion: What should the Society and its governance do differently to achieve its objects? If you could change one thing about ACS governance, what would it be? What should the task force leave “as is”? A poll conducted at the conclusion of the discussion revealed that 57% (222) of the Councilors disagreed that the current governance structure, processes and procedures are already optimal to achieving the objects of ACS in the 21st century, 16% (54) agreed, and 27% (104) needed more information. Three-hundred and six (84%) said they would be willing to provide additional input and feedback to the task force. They will be contacted by the task force in the coming weeks.

Councilor Talking Points and Summary of Governance Issues and Actions

Highlights from Committee Reports

Online Preference Forms for Councilors

All Councilors, including new Councilors, were reminded to complete their online committee preference form for 2018 committee assignments, which is open from March 27 – June 9, 2017 at <https://www.yellowbook.acs.org> (log in required).

Nominations and Elections

The Committee on Nominations and Elections solicits Councilors' input of qualified individuals for President-Elect and/or Directors for future consideration. Suggestions may be sent to nomelect@acs.org.

Budget and Finance

In 2016, ACS generated a Net from Operations of \$23.8 million, which was \$7.2 million higher than 2015. Total revenues were \$526.8 million, increasing 2.9% or \$15 million over 2015. Expenses ended the year at \$503 million, which was \$7.8 million or 1.6% higher than prior year. This was attributable to a continued emphasis on expense management across the organization. The Society's financial position strengthened in 2016, with Unrestricted Net Assets, or reserves, increasing from \$163.3 million at December 31, 2015 to \$206.5 million at year-end 2016.

Additional information can be found at www.acs.org. At bottom, click 'About ACS', then 'ACS Financial Information'. There you will find several years of the Society's audited financial statements and IRS 990 filings.

Membership

As of December 31, 2016, the ACS membership was 156,129, which is 0.5% less than on the same date in 2015. The number of new members who joined in 2016 is 23,700. The Society's overall retention rate is 83.5%. The Committee on Membership Affairs also reported that the number of international members has increased to 27,388, exceeding the committee's target by 5%. Retention of graduate students increased by 2% to 76.2%.

San Francisco Meeting Attendance

As of Tuesday, April 4:

| | |
|--------------|---------------|
| Attendees | 9,797 |
| Students | 6,914 |
| Exhibitors | 1,198 |
| Expo only | 475 |
| Guest | 466 |
| Total | 18,850 |

Councilor Talking Points and Summary of Governance Issues and Actions

Petitions to Amend Constitution and Bylaws

New petitions to amend the Constitution or Bylaws must be received by the Executive Director no later than May 3 to be included in the Council agenda for consideration at the fall 2017 meeting in Washington, DC. Contact C&B with any questions or requests for information at bylaws@acs.org

Actions of the Board of Directors

The Board's Executive Session

The ACS Board of Directors met March 31 – April 1, 2017, and considered a number of key strategic issues and responded with several actions.

The Board's Committees

The Board of Directors received and discussed reports from its committees on Executive Compensation, Strategic Planning, Corporation Associates, Professional and Member Relations, and the Joint Board-Council Committee on Publications.

- The Board received an extensive briefing and approved several recommendations from its Committee on Executive Compensation. The compensation of the Society's executive staff receives regular review from the Board.
- On the recommendation of the Joint Board-Council Committee on Publications, the Board voted to approve the reappointments of Editors-in-Chief for several ACS journals.
- On the recommendation of the Committee on Professional and Member Relations, the Board approved screened lists for the 2018 Priestley Medal and the ACS Award for Volunteer Service. From these lists, the Board will select the recipients of these awards.

The Executive Director/CEO Report

The Board received a report from the Executive Director and CEO on issues relating to the Information Technology area, the Executive Leadership Team retreat, ACS financials, and Board Regulations on the Governing Board for Publishing. His direct reports updated the Board on the activities of Membership Division, Chemical Abstracts Service (CAS) and the ACS Publications Division.

Other Society Business

The Board heard reports from the Presidential Succession on their current and planned activities for 2017.

As part of its ongoing commitment to consider the most important strategic issues facing the Society, the Board held a discussion and provided input to its Strategic Planning Committee on context setting and change drivers to be addressed during the strategic planning process.

Councilor Talking Points and Summary of Governance Issues and Actions

The Board is developing a statement based on the Society's Core Value of diversity and inclusion in response to the repeal of the North Carolina law known as House Bill 2 ('bathroom bill') and similar proposed legislation in Texas, and is assembling a representative group of stakeholders to advise it on actions relating to the location of Society meetings.

Board Retreat

The Board held a discussion on timing and topics of a possible facilitated retreat for all Board members during 2017. The Board regularly holds these retreats to consider strategic issues in depth or for ongoing development.

Board Resolution

The Board passed a resolution expressing appreciation to Denise L. Creech for her 27 years of service in the Membership and Scientific Advancement Division, which she led as director for nearly 14 years.

The Board's Regular (Open) Session

The Board held a well-attended open session which featured two "TED type" presentations. Dr. Joseph M. DeSimone, CEO and Co-founder of Carbon, Inc.; Chancellor's Eminent Professor of Chemistry, UNC-Chapel Hill; and William R. Kenan, Jr. Distinguished Professor of Chemical Engineering at NC State University and of Chemistry at UNC, spoke on "Future Fabricated with Light: The Launching of Carbon."

Anne Milasincic Andrews, Professor of Psychiatry and Chemistry & Biochemistry; Semel Institute for Neuroscience & Human Behavior, Hatos Center for Neuropharmacology, and California NanoSystems Institute; University of California, Los Angeles, spoke on how "The Brain is More Than a Computer."

Prior to the presentations, members of the presidential succession and the Executive Director and CEO offered brief reports on their activities. The officers provided more extensive reports on their activities and/or future plans as part of their written and oral reports to the Council.

Contact the Board

Your Board of Directors is elected by and acts in the best interests of the members of our Society. Please contact them with your comments, concerns, ideas, and suggestions at secretary@acs.org.

Councilor Talking Points and Summary of Governance Issues and Actions

SUPPLEMENTAL INFORMATION FOR COUNCILORS

The following is a list of URLs and email addresses for supplemental information presented in reports at the Council meeting.

Officers

| | |
|---|--|
| Allison A. Campbell, President | a.campbell@acs.org |
| Peter K. Dorhout, President-Elect | p.dorhout@acs.org |
| Donna J. Nelson, Immediate Past President | djnelson@ou.edu |

ACS Offices

| | |
|--|--|
| Office of Secretary & General Counsel | secretary@acs.org |
| Chemists Celebrate Earth Day Coordinator | outreach@acs.org |

Committees

| | |
|-----------------------------------|--|
| Budget and Finance | www.acs.org → About ACS → Financial Information |
| Constitution and Bylaws | bylaws@acs.org |
| Economic and Professional Affairs | |
| Work-related Visa Working Group | policy@acs.org |
| Joint Board-CPC Task Force on | |
| Governance Design | governancedesign@acs.org |
| Local Section Activities | www.acs.org/getinvolved |
| Nominations and Elections | nomelect@acs.org |
| Women Chemists | wcc@acs.org |

Web

| | |
|--------------------------------------|--|
| Committee Preference Forms | www.yellowbook.acs.org |
| Highlights of ACS Achievements | www.acs.org/acshighlights |
| Governance Design, ACS Network Group | www.acs.org/govdesign |
| Governing Documents | www.acs.org/bulletin5 |