

Democracy within EBHA

Situation:

At the moment the constitution of the association specifies only that the council nominates the four officers (President, Vice-President, Treasurer, and Secretary) within the council. No details of the process by which this is to take place are defined except for the provision that the officers selected by council have to be approved by the annual general assembly (AGM).

The following proposal was compiled by Ray Stokes, Andrea Schneider and Alfred Reckendrees and circulated to Council for comment. It has now been agreed by Council. The proposal does not require a change in the constitution, yet the membership needs to be informed of the suggested changes and asked for confirmation during the next AGM in Miami.

The EBHA Council has decided on a modification of the election procedures for council members and the EBHA officers with the aim of making the process more transparent and accountable (date: 16.03.2015)

1. Election of members of council

The election procedure will continue as it did in the past, but the process by which elections take place will be modified somewhat in order to make the whole process smoother and easier: Members nominate candidates to the EBHA secretary, who *sets up an online voting process* no later than three weeks after the deadline for the close of nominatio. The candidates will get more space to present themselves than is the case at present, and they should also explain why they are wishing to serve on council. The election is overseen by the Secretary, as is currently the case and as outlined in more detail below.

2. Election of President and Vice-President

The existing practice as set out in the constitution to elect the Vice-President will continue. The Vice-President is then expected (as is currently the case) to serve as the next President as it allows for continuity and well prepared Presidents.

(a) The Vice President will be nominated from within council either by self-nomination or by nomination of a member of council (except for the President). The nominees will then be discussed openly within council and are then voted on by the council under the direction of the current President, who does not have a vote in the proceedings. The nominee with a majority of the votes will be presented to the AGM. If no candidate gets

a majority, there will be a new voting round among the two candidates who received most votes, and the one with the majority will be presented to the AGM.

(b) The election takes effect with the formal approval of the candidate selected by the council by the AGM. If the AGM does not approve the candidate, the AGM will be temporarily adjourned so that council can meet to put forward a new candidate. Should that candidate not be approved, s/he will serve as interim Vice President until the following year, when council will put forward a new candidate selected through the procedure outlined above.

3. Treasurer and Secretary

The two functions of Treasurer and Secretary should in general be divided, but they may be held by one person if this appears sensible to council for the smooth conduct of business.

(a) The Treasurer and the Secretary will be nominated from, and voted on within, the council, with the council members either self nominating or being nominated by other members and the nominees discussed openly within council, with nominations, discussions and selection of the candidates led by the President currently in office, who will have no vote in the selection.

(b) The election takes effect following formal approval of the candidates selected by the council by the AGM. If the AGM does not approve a given candidate, the outgoing officer will serve as acting officer until the next AGM. If s/he is not available, the council should appoint an acting officer. A new candidate will be selected by council under the procedures outlined above and put forward to the next AGM.

(c) The term of office for the Treasurer and the Secretary is four years. Either can be re-elected following the end of that term following the procedures outlined above.

As there is a need for continuity in certain duties of the Secretary and the Treasurer, formal arrangements will be made with Centres for Business History, Chairs of Business History, or academic societies to provide these services for a period of four years. These agreements may be extended, although invitations for bids from different organizations will be invited one year prior to the expiry of the four-year arrangement. These support arrangements do not necessarily have to be directly related personally or institutionally to the person holding the position of Secretary and/or Treasurer.

4. Rules of procedure for the council

The council gives itself rules for procedure that include specifications of the duties and rights of each council member and the officers. These rules clarify the information and communication processes between officers and council members as well as between council and the membership. They also make clear the topics and issues that need to be decided by the council, and those that can be decided by the officers. This set of rules should be transparent and shared openly with the members of the association.

General rules

(1) The **Council** serves as the board of the EBHA with the specific purpose of taking decisions on the general development of the organization. Its members are elected by the members of the EBHA following nomination as specified above, and they represent the EBHA membership. Decisions are taken within council by a simple majority of the council members present in an official meeting. Formal council meetings generally take place in connection with the EBHA congress; yet, decisions can also be taken by email. In this case, council members are expected to respond to a request from the President within four days, although the President needs to take into account situations when council members may not be available to respond within this time frame, e.g. because of holidays, and should extend the deadline as appropriate.

(2) The **President** looks after the ongoing business of the EBHA in close contact with the Vice-President, the Secretary and the Treasurer. S/he prepares the agenda for council meetings in consultation with the other officers for circulation to council members by the Secretary, arranges for the background or position papers needed for decisions of the EBHA council and may set up working groups for special purposes. The President is also responsible for the external representation of the EBHA.

The President consults the council on matters that have a lasting impact on the organization especially regarding conference planning, cooperation with other organizations and financial commitments.

(3) The **Vice President** is responsible for ensuring that the minutes of council meetings are written up and circulated to council within four weeks of the meeting and participates in the preparation of the council agenda and relevant background or position papers for decisions by council. As the “president in waiting” under the rules of the EBHA constitution, the vice president should consult closely with the president about any matters of relevance to the present and future development of the organization.

(4) The **Secretary** takes minutes during the council meeting and during the Annual General Meeting and delivers the former to council members within four weeks of the council meeting and the latter to the EBHA membership within four weeks of the AGM. S/he also oversees communications to the membership, and is responsible for arranging for nominations for annual elections to the council, ensuring appropriate communication to the membership in advance and that election rules are respected: e.g. no more than two people from the same country (this is defined as the place of work). The secretary oversees the delivery of ballot papers to the members either by post or electronically. In either case, the electoral roll will consist of paid members, and the list of these shall be provided by the Treasurer. Once the deadline has passed for ballots to be cast, the Secretary then tabulates the results and communicates the outcome of the election to the council and the membership.

The secretary also takes care of the EBHA homepage, and s/he maintains and updates the “EBHA Handbook” that provides an overview of practices and serves as a sort of organizational memory.

(5) The **Treasurer** develops the budget for the EBHA, presenting it to council and AGM for approval. S/he is responsible for administering the budget, taking care of all transactions of the association, and is also in charge of the accounts.

Unexpected changes are discussed and decided through discussion with the council. If a sudden decision is necessary (within less than four days) the changes are discussed and decided through discussion among the four officers of the EBHA. Immediately thereafter, the council is to be informed.

The Treasurer takes care of the membership subscriptions and compiles a list of paid/unpaid members for consideration by Council and for use as a mailing list.

The Treasurer is responsible for ensuring that an auditor has been appointed to audit the association’s accounts annually. S/he is also responsible for the preparation of the trustees’ report and all other necessary documentation for an annual report to the Office of the Scottish Charity Regulator (OSCR) because the EBHA is a charity registered in Scotland. Prior to submission, the report has to be audited, approved by the membership, usually at the AGM, and then signed by a second officer. The OSCR report must also contain a written report from the auditor of EBHA accounts.

(6) The agenda and minutes of the previous AGM are to be prepared by the Secretary and circulated to council at least six weeks prior to the AGM, and then circulated to the membership four weeks prior to the AGM. Other documents involved in the preparation of the AGM (financial report, budget, etc.) should be circulated to the council by the

Treasurer or the Secretary as soon as possible, but no later than a week before the AGM.

(7) In general it is expected that the officers provide information to the council on at least a quarterly base. If nothing significant has happened during any given period, the council should be informed of this as well.