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AIR-INS MERGER

Gentlemen:

While they are still timely, I would like to set forth some views and reactions that come to mind as a result of the several discussions during the past week at the Winter General and Board Meetings.

During the review of the underlying principles and concepts being set forth for the consolidation, it was apparent that there is primary concern regarding:

- a) the make-up of the Board as to type of representation;
- b) the manner in which the Board is to be selected: i. e., nomination and election.

I believe there was general agreement among the Board members that the Principles of Consolidation provided an inadequate coverage on these points. For whatever benefit the Merger Committee might derive from further thought on these subjects, let me express mine.

Size of the Board

I agree with the principle that the Board should be small, but I would not contend that there is anything magic about the number "25". I

would arrive at the number by considering the responsibilities and corollary functions we expect the Board to perform. If this results in 26 or 22 or 31 or some other number in the range of say 20-32, I would think the concept of smallness had been retained. A large Board results from redundancy but not from an effort to meet its responsibilities.

Responsibilities

From the viewpoint of society generally, the existence of the IEEE, as well as the current AIEE and IRE, finds its justification as an institution through the contribution it can make toward giving greater assurance that social progress through technology will be maximized. This contribution depends on the following items, as I see it:

- a) The effectiveness with which it integrates and makes more useful the sum total of technical progress in the electrical field.
- b) The extent to which it promotes greater technical activity on the part of members in the profession and in the IEEE.
- c) The extent to which it adapts itself to the changing pattern of technology and the needs of society.

These three areas account for the types of representation needed on the Board of Directors. They are sufficiently distinctive, it seems to me, to require different kinds of talent, experience, and organizational relationships. Listed in the same order, they have been referred to as:

- a) Technical representation.
- b) Geographical representation.
- c) At-Large representation.

Technical Representation

The present proposal says only the Vice President, as chairman of the Professional Technical Groups Committee, will be a direct representative of the technical activities of the Institute. Technical activity is the reason for our existence--it is the organization's "bread and butter". It should absorb at least 30 per cent of the

Board's time so that all Board members become thoroughly familiar with the spectrum of the Institute's technical activity. This coverage cannot be provided by one man. If it could, then a 25-man Board is too big. I would want to insist that each of the five Technical Divisions be represented on the Board as Divisional Vice Presidents.

Geographic Representation

The function of this group of Board members is primarily administrative and its responsibility is to promote increased contribution by members of the Institute. We should recognize that the total membership can be roughly divided into three groups:

- a) The technically "self-excited" group who, by their own initiative, will make a major contribution regardless of the organizational structure within which they may be confined. This group is not more than 10 to 15 per cent of the membership.
- b) The technically capable but passive group who will make their contribution only if the "climate" is right and the opportunities are made known to them. They need leadership. This group is 50 to 60 per cent of the membership.
- c) The "under-excited" group with low energy input. This group pays dues and goes along but doesn't contribute to technical progress. This group is behind the parade and organizational effort cannot do much for them regardless of how perfect such effort might be. This group is 25 to 40 per cent of the membership.

My point here is this. The Technical groups and similarly oriented technical activities under the leadership of the Divisional Vice Presidents readily accommodate the "self-excited" Institute members. But if the Institute's role as a technical society is to be maximized, the second group needs to have a shot of external excitation through effective "grass roots" leadership.

This is the function of Regional and District representation. It is their job to enervate and make known the potentials for contribution from the middle group described above and to promote at least the economic support of the tail-end group. Because it is a "grass roots" job, it has to recognize geography and the limits of time that Regional leadership can devote to it. Based on our experience, I

must conclude that eight regions is too few. I would not assume that 15 regions are necessary either, but I would settle for 12 pending some further study of the subject after the consolidation is in effect. I would tentatively put three of the additional four regions west of the Mississippi River.

At-Large Representation

This is the group that should be filling the role of taking the long-range look, the objective viewpoint. Their responsibility to the Board as a whole should include periodic reporting of their deliberations and appraisals regarding the long-range picture. They must obviously be top-drawer, broad gauge men with established reputations for technical judgment and coupled with a total awareness of the Institute's societal responsibilities. This group should be nominated by the Board in recognition of the fact that only Board members can be expected to be aware of the top-drawer men available and willing to accept the responsibilities involved. This group of "At-Large" Board members could include the officers of the Institute and total not more than eight.

Board Membership Summary

The above summarizes into the following as a reasonably sized Board of Directors oriented to its responsibilities and functions.

a)	Technical Divisions (nominated by the Technical Divisions and elected by the membership)	5 Vice Presidents
b)	Regions (nominated by the Regions and elected by the membership)	12 Vice Presidents
c)	At-Large (nominated by the Board and elected by the membership)	(5 Directors (3 Officers
d)	Other Board Members	<u>2</u> Past Presidents
	Total	27

As a final point, I do not object to a portion of the Board being nominated by itself. In the above, the directly nominated representation from the Technical and Geographic groups constitutes a majority of Seventeen.

These two groups would always remain a majority since growth of the Institute would increase this number faster than the "at-large" group. When growth again generates an unwieldy Board, it will be time for another reorganization. In fact, the constitution might well state that the Board must never exceed 25.

Finally, I express our appreciation for the excellent efforts being put forth by the Merger Committee. That your task requires and is getting dedicated effort is obvious. It is also likely that it may be a thankless one and awareness of this makes the dedication even more admirable.

Best regards,



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/rmg

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