

From: Ad hoc BEMS/EBEA merger committee

To: BEMS Board of Directors, EBEA Council

RE: Options for merging BEMS and EBEA into one bioelectromagnetics society.

At the EBEA General Assembly and BEMS Annual Business Meeting in Asilomar in June 2015 it was agreed to set up an *ad hoc* joint EBEA/BEMS committee to investigate possible scenarios for merging the Societies, and to report back at the GA and ABM in Ghent in 2016. Both Societies have undertaken member surveys to establish views on merger issues; the survey results informed the work of the *ad hoc* group.

In this document we present recommendations from the *ad hoc* committee on options for a number of issues concerning merger.

## **1 Structure of the society and governance**

Several possible options were considered, and after discussion two emerged as plausible candidates to propose to Society members:

*Option 1:* one single global society, no regional chapters, with government a similar structure as the current BEMS and EBEA ones: a group of ~10 people, from different countries and world regions (explicitly ordered in the Statutes), with (for example) a President, vice-President, Executive Secretary and Treasurer as officers; all volunteers, not being paid for their work, possibly with a paid back office. There is the explicit ability for members to propose and run semi-autonomous bioelectromagnetics events (e.g. schools, regional meetings) within the umbrella of the society and with the prior agreement of the central administration.

*Option 2:* one single global society with regional chapters (e.g. Europe, Asia, the Americas). By chapters we mean local organisations with semi-autonomous finances and governance operating within a looser umbrella of a single global body. The central government consists partly of chapter governors (e.g. chapter governors are not central officers) plus the “traditional” society officers, i.e. President, Secretary etc as in Option 1.

The Annex to this document contains more detail on these options, and a compilation of pros and cons that the *ad hoc* group identified for each. There was consensus that no single recommendation would be made at this point. Although the surveys of both Societies indicate strong support for merger, this was in both cases without any detail of what was proposed and the *ad hoc* group does not assume that merger is a foregone conclusion. Therefore it agreed that the option to retain the *status quo* must also be included.

## **2 Merger mechanism**

After discussion of some possibilities, it was agreed by the *ad hoc* group to recommend that if a new, global, society is created, the assets of both BEMS and EBEA are transferred to the new society and BEMS and EBEA dissolve. This requires a new society to be formed and exist alongside the current ones for a time.

## **3 Other societies**

The surveys of Society members indicate clear preferences on this matter, and the *ad hoc* group follows those preferences by recommending that if BEMS and EBEA proceed to merger then this is done considering the inclusion of any other bioelectromagnetics societies of equal scientific stature that may be located, but not to allow the process of trying to locate such societies, or the process of including them in merger negotiations, to slow down the BEMS/EBEA merger.

#### **4 Meeting**

This has been run jointly by BEMS and EBEA since 2013, and all the committees associated with it are joint. The changes from any merger option would be minimal (smaller committees). The *ad hoc* committee made no recommendations on this matter.

#### **5 Journal**

Bioelectromagnetics is already the official journal of EBEA as well as BEMS. The changes from any merger option would be minimal. The *ad hoc* committee made no recommendations on this matter.

#### **6 Contractual arrangements**

##### *6.1 Abstracts submission & review system and meeting programme preparation.*

Three options were considered:

*Option 1: keep the current system, run by Lawson Health Research Institute and billed to each BioEM meeting budget, that has been used and improved for several years for joint meetings.*

*Option 2: use a development of the system used in the 2011 EBEA Rome congress, or something similar developed by Musings.*

*Option 3: tender again for this contract on behalf of a new Society.*

This was considered to be an administrative matter that should be an item of business for any new Society that might be created by merger. The *ad hoc* committee made no recommendations at this time.

##### *6.2 Contract with University of Illinois, Chicago for support of office of Journal Editor-in-Chief.*

This contract is currently with and managed by BEMS. BEMS is currently two years into a 3-year contract with UIC to cover the current Journal editor. If the merger happens within the current contract period it can transfer to any new society. The options for renewal of this contract in the future were considered to be an administrative matter that should be an item of business for any new Society that might be created by the merger.

The *ad hoc* committee made no recommendations at this time other than to note that there appear to be no legal or financial barriers to merger presented by this contractual arrangement.

##### *6.3 Contract with Wiley to publish Bioelectromagnetics.*

This contract is currently held by BEMS, and BEMS receives the profit income from the Journal. The contract with Wiley has just been renegotiated and is now transferable to any new society in the advent of a merger. In future a new contract may of course be signed with a new publisher.

The *ad hoc* committee made no recommendations at this time other than to note that there appear to be no legal or financial barriers to merger presented by this contractual arrangement.

#### 6.4 *Society, website and membership management (back office functions).*

Three options were considered:

*Option 1: retain BEMS arrangements for these services.*

*Option 2: retain EBEA arrangements for these services.*

*Option 3: retender with a new specification to meet the new Society's needs.*

This was considered to be an administrative matter that should be an item of business for any new Society that might be created by merger. The *ad hoc* committee made no recommendations at this time.

#### 6.5 *Financial assets*

Both BEMS and EBEA have money on deposit. According to the Statutes of both societies, these assets could be disbursed to a successor organisation with charitable/non-profit status and similar aims. For the BEMS assets it has been established with the society's lawyer that there is no substantial barrier to such disbursement outside the US .

This was considered to be a detail of merger to be resolved after any decision to merge was taken. The *ad hoc* committee made no recommendations at this time.

## **7 History and records**

Both BEMS and EBEA have a history which should be preserved, respected and brought into any new society. This mean that records such as Newsletters, minutes and written history of both societies need to be kept available to members of any new society.

This was considered to be a detail of merger to be resolved after any decision to merge was taken. The *ad hoc* committee made no recommendations at this time.

## **8 Location**

According to the results of the surveys, Society members are quite flexible on location, with most members taking the view that the bank should be in the most amenable place for the finances to operate and the Society based in the most convenient jurisdiction.

This was considered to be a matter to be resolved after any decision to merge was taken. The *ad hoc* committee made no recommendations at this time.

## **9 Name**

A number of options for the name of a future merged Society were proposed in the member surveys and by individuals. This was considered to be a matter to be resolved after any decision to merge was taken. The *ad hoc* committee made no recommendations at this time.

## **10 Recommendations of the *ad hoc* Committee**

The Committee recommends ballots of all voting members of EBEA and BEMS on merger options 1 and 2 as described in this document, whilst also allowing members to decide, if they wished, to retain the *status quo* by the Societies not merging.

This ballot would be on a commitment to set up a new Society as explained in Article 2, and to resolve details of merger such as name, location, statutes, finances etc. It would culminate in final votes in both Societies on dissolution by merger into the new Society once these details have been resolved.

## Pros and cons of Society merger options

### 1. Merging vs not merging

This is not easily considered directly in terms of pros/cons, because the pros/cons of a merger vs not merger will depend very much on what is proposed for the merger. One merger option may be considered by some people to be better than not merging, one may be worse. For this reason it perhaps makes more sense to compare each option with the *status quo*.

*Generic arguments for considering merger at this time:*

1.1 We are the same group of people doing the same activities in two Societies:

- The two Societies cover the same scientific interests.
- There is a highly significant overlap in membership: most BEMS members are also members of EBEA and most EBEA members are also members of BEMS. Many EBEA members are in fact from countries outside Europe, and many BEMS members are from Europe.
- The membership overlap suggests that the current division into two Societies may be seen as rather arbitrary (considering the membership overlap).
- Our major activities (meeting, journal) are already shared. We already work together in 6 joint committees of the BEMS board and the EBEA Council (Meeting Quality Committee, Awards Committee, Technical Programme Committee, Local Organising Committee, Journal Committee, Liaison Committee).

1.2 We currently have two parallel management structures, and two sets of back office and administration costs. This more than doubles administration, and means that joint members pay double membership fees. Merging would allow us to reduce the costs to joint members and therefore be able to put more resources into student support, outreach and support for researchers from less advantaged countries.

1.3 Where key decisions are required on joint activities it currently requires a decision to be made in the relevant inter-society committee and then ratified by both the BEMS Board and EBEA Council. This means that decision-making is not optimal, for example with respect to annual conference, including the need to have two annual business meetings, attended by a large overlap of people. Merging would ameliorate this.

1.4 There is a limited pool of people available to serve at leadership level on the BEMS Board and EBEA Council. We must always choose people with the appropriate experience and skills for Officer positions and as Committee Chairs. Since it is effectively the same set of people from which each Society chooses, having both a Board and Council reduces availability. Merging would much reduce this problem.

1.5 The Journal *Bioelectromagnetics* is the official journal of both Societies but the profit from the Journal currently goes only to BEMS. This extra income stream means that BEMS can maintain a low membership cost, pay for its back office services, undertake student support and outreach activities and not be reliant on Annual Meeting income. It makes sense to share the advantages of the Journal income across the (current) membership of both

Societies. Support for the Journal is a major activity for the BEMS Board (in terms of managing subscriptions, liaising with the publisher etc) and it would be very difficult to share the Journal activity equitably without the two societies moving together. Merging would also remove EBEA's need for donated support for its back office functions.

1.6 EBEA remains a European organisation even though it has many members from outside Europe; BEMS has grown from a US organisation to an international one, and whilst it continues to have a US base its Board is truly international (currently 2 Asia, 2 Australasia, 1 Africa, 1 USA, 5 Europe). One concern has been that by having many joint activities with a regional society, the centre of gravity is pulled more in that geographical direction, as a matter of practical outcome rather than by intention. Merging would rebalance the geographical framework to a properly global one.

1.7 The world of bioelectromagnetics as we have known it and as it has sustained our Societies for decades has changed. We have settled into a regime of smaller (but for now) stable membership numbers in a world of much less activity, but with less activity comes less funding and fewer scientists dedicating their careers to bioelectromagnetics. Already we are seeing old friends and former Society Officers moving off to other areas. This challenge can be faced, but it makes sense to face it as one unified Society.

*Generic arguments against merger:*

1.8 The current system does work, so merger is not a necessity.

1.9 Change is always difficult. Both Societies have long histories, and each has its own culture. Inevitably, any merged society would be different than the current ones and the existing cultures of each Society would be diluted. It would be necessary to work hard to try to preserve the histories of both Societies.

1.10 The current management structures of both Societies would be dissolved and new ones put in place. Both Societies have recently reformed their management structures significantly, and people have invested a lot of time and energy in getting them the way they are. It will inevitably be difficult to see that changed, but this is probably more of an issue for the Board and Council of the Societies than for most of the members.

1.11 Any merger would have to be set up so that the resulting single Society was not dominated by one or two regional groupings. There is a danger that a merger of an international Society with a regional one could result in increased influence of that region in the merged Society, but there is also the danger that the larger of the two societies will dominate the merged Society.

1.12 For each society, the possibility of specific tapping into either European or US funding might be reduced.

1.13 Less total income from membership unless membership fees increase (because of the removal of double membership). Increasing membership fees may be disadvantageous to colleagues from some regions and may lack credibility for the size of Society.

1.14 The reduction of the perceived activity in bioelectromagnetics by the contraction from two to one leading Society may contribute to a reduction in the visibility of the field.

## **2 Merger options**

### **2.1 Option 1**

One single global society, no regional chapters, with government a similar structure as the current BEMS and EBEA ones: a group of ~10 people, from different countries and world regions (explicitly ordered in the Statutes), with a President, vice-President, Executive Secretary and Treasurer as officers; all volunteers, not being paid for their work; the back office may be paid for. There is the explicit ability for members to propose and run semi-autonomous bioelectromagnetics events (e.g schools, regional meetings) within the umbrella of the society and with the prior agreement of the central administration.

#### **2.1.1 How it would work in practice**

Exactly similar to how BEMS and EBEA work currently, with all officers and Board/Council members elected by vote of all members. The difference between this and the current situation is that there would be one Board/Council and one Society, not two.

This option also accommodates specifically a mechanism to preserve existing regional activities, such as the Erice Schools, and to allow other regional or subject-specific initiatives to develop, e.g local workshops or meetings focussing on one topic only, but within the structure of one single society and with no permanent parallel set of elected officers, membership, dues etc.

The local activities could be run in a similar way to the BioEM meetings, with their own budgets and local organising groups and be expected to break even. The resources of the Society could be used to help with publicity, start-up costs etc and the Society's name could be attached to the activity, just as with BioEM. Each activity would have to be presented to and approved in outline by the Board/Council before it is launched but after that it would be run by the organising group, for example the Erice school is currently organised separately from the EBEA Council.

#### **2.1.2 Benefits**

- One single central governing body elected by all members; no duplication of governance, membership etc. Will simplify job of Treasurer/back office in dealing with single subscriptions and not having to work out cross-society liabilities. Will also simplify annual accounting.
- All members equally represented, including those in locations where regional self-organisation is unlikely (e.g Middle East, Africa).
- Streamlined decision-making on activities.
- Preserves ability to run regional actions.
- Allows future regional activities, e.g. outreach into less-represented locations, via local collaborations without cutting across or requiring Chapter programs/finances.

- Allows groups of members to set up worldwide actions based on e.g. one area of bioelectromagnetics, without any expectation that the action has to have general appeal to all members.
- A merger into a single new Society gives a chance to adopt the best from each current society into a new one, and get rid of those aspects that did not work so well. A single new global Society would come across as truly 'international'.
- A single global academic society is in a better position for effective advocacy on global issues.

### 2.1.3 Disadvantages

- Less "regionally-responsive" than Option 2.
- The regional flavours we have now in the two Societies might be diluted.
- Specific funding opportunities (e.g. US or EU) may require recipient organisations to be based within the specific jurisdiction

## 2.2 Option 2

One single global society with regional chapters (e.g. Europe, Asia, the Americas). By chapters we mean local organisations with semi-autonomous finances and governance operating within a looser umbrella of a single global body. The central government consists partly of chapter governors (e.g. chapter governors are not central officers) plus the "traditional" society officers, i.e. President, Secretary etc as in Option 1.

### 2.2.1 How it would work in practice

There would be regional chapters that would be in effect their own small sub-society with their own Council/Board, own memberships, own elections, own accounts etc. Each Chapter would nominate a representative or representatives to the global Board/Council. In addition to the regional representatives there would also be, at global level, Society officers (President, Secretary, Treasure etc.) elected directly by all members. Regional activities would be run by the regional chapters without direct reference to the central Council/Board.

### 2.2.2 Benefits

- Makes organisation of regional events easier and may facilitate future regional activities sustained by the Council/Board.
- Preserves regional flavours.
- Potentially better connections with regional authorities.
- Potentially better connections with groups not within BEMS and/or EBFA (e.g. the people organizing the 'Mediterranean' meetings).
- May encourage new chapters to develop in areas where we are currently not very active.
- May improve the probability of more regional funding.
- The outcome would be more like the *status quo* than full merger as in option 1) and people who do not like change may prefer it for this reason
- A chapter with only a very small number of members would get a guaranteed representative on the central Board/Council and not always be dominated by members from larger communities.

### 2.2.3 Disadvantages



- Even more duplication of governance, membership administration etc. than currently, assuming there is more than one regional chapter.
- Any regional chapters will require resources – either physical back office resources and/or financial ones, such as bank accounts and budgets. This may recreate on an even wider scale the current problem of having duplication of effort and costs.
- Legal status of chapters in particular jurisdictions unclear – legal and incorporation costs involved.
- If there are multiple regional chapters, bioelectromagnetics would be atomised rather than unified in the face of future challenges.
- It would be very difficult to find enough people, both willing to volunteer and capable of doing a good job, to run governance at both global level and across a range of regional entities.
- Realistically, we could expect a relatively strong regional chapter in Western Europe, and perhaps also a weaker one in North America, but in other regions there is unlikely to be the necessary self-organisation, and in some regions (i.e. Africa, S/Central Americas) there are just too few members for it to happen.
- All members not equally represented; those in locations where regional self-organisation is unlikely won't get a specific voice on the central Board/Council.
- A chapter with only a very small number of members would get a guaranteed representative on the central Board/Council, and therefore they could have a stronger voice than other members.