islamiccenterofirvine

Date: October 26, 2020

Subject: Follow up and clarification 'Potential Governance Changes'

From: ICOI Board of Directors (BOD)

As-salamu alaykum,

We are writing to follow up on the two letters and virtual town hall meeting regarding potential changes in governance at ICOI. We thank the community for its participation and feedback. There were some requests for specific clarifications since that time and so we are providing those details. As we explained in the original letter, the potential changes addressed the inability to buy a larger site in light of the need for guarantors who wanted a future BOD with the skills and commitment to manage such a large project.

What is the underlying problem and why would this Advisory Committee (AC) structure help?

Over the years, there have been fluctuating skill levels and time commitment of BOD members. This results in varying levels of governance that concerns ICOI donors. Some examples are:

Symptom	Root Cause
Skills on BOD are incomplete (finance, operations, human resources, etc.)	People who are capable do not see how they can contribute, do not want to go through the election process, or do not believe they can give enough time
Capability and results vary from BOD to BOD	The selection process does not allow for people to be 'vetted' for skills or time commitment. There is no formal transition process to pass on the BOD's standard procedures, activities, and historic philosophy. There is no one to 'coach' first-time BOD members on how to effectively perform their governance role (different from management) and 'grow'.
Lack of accountability	There are largely no consequences for BOD lack of performance

What other solutions were considered in the past?

There were multiple governance models studied and discussed with the community in 2015:

Model	Pros	Cons
100% of the BOD is appointed by the current BOD or other body (a model that used to exist prior to 2014)	Maximum influence over skills appointed to BOD	The community does not have a say in the BOD which can cause disenfranchisement
100% elected BOD by the community (with some appointed by BOD) (Current model)	Provides for maximum engagement of the community in the elections process	Incomplete skills on BOD. Inconsistent commitment levels. Unvetted people join BOD.
Separate operating body from asset body (sites, endowments, etc.) which is the WAQF model (that we eliminated in 2016)	Different skill sets in managing assets versus influencing people. Maximum asset protection for donors.	No real growth of community leaders to manage large projects/assets. Conflict about asset needs not being fulfilled but being held captive.

Where does the BOD proposal 'fit' in the above models and why will it solve the issues?

The proposal is a hybrid of the first and second models. It allows elections while providing a 'stabilizing' hand by using the greater experience of trusted members on AC to:

a. Help select a better mix of functional skills (legal, finance, operations) and leadership skills (teamwork, commitment) on the BOD
b. Allow the BOD to be accountable (by helping change bylaws to include consequences and provide for clear conflict of interest provisions) while 'coaching'/assisting BOD members to grow into governance roles rather than simply managerial ones
c. Provide growth path for members from committees, to councils, to BOD, to AC

Didn't community members suggest a new model after the town hall?

Some community members brainstormed models and proposed that: a) ICOI make several changes to the bylaws, b) add an Executive Director position to operate ICOI under BOD supervision, c) the new site endeavor be handled by a separate organization.

It is very encouraging to see the increased interest level in ICOI's governance and we look forward to continued engagement. It is going to take some time to develop these ideas further and then propose them transparently to the community to get further feedback.

We do not believe there is enough time to go through a process of community feedback and modification to a new proposal before the November vote. So, although we will continue to evaluate this and other community member proposals, the current proposal on the ballot will remain unchanged. If it does not pass, the board will continue to further develop and propose an alternative model in coordination with community members.

Conclusion/Summary

The current model of governance has been used for five years with varying success. The proposed changes address underlying issues while giving comfort to donors about board capability, thereby allowing ICOI to proceed with acquiring a larger new site under the current ICOI umbrella. This is the proposal that is on the ballot.

For this proposal to pass, approximately 250 people (which is two-thirds of the approximately 370 eligible voting members) will have to vote 'yes', otherwise, this proposal will not pass (absentee votes will count as a 'no' vote). As stated in the town hall, detailed voting procedures will be communicated prior to October 30, 2020.

Wa 'alaykumus-Salaam wa Rahmatullaahi wa Barakaatuhu.

ICOI Board of Directors.