

HYPATIA GOVERNANCE

Hypatia, A Journal of Feminist Philosophy, was founded in 1983 in an arrangement with another journal (*Women's Studies International Forum*) and established as an autonomous journal in 1986 with the goal of providing a forum for feminist philosophy, broadly construed as including a diversity of methodologies, schools of thought, and perspectives. In its day-to-day operations the journal is managed by an Editor or Editors (an editorial team) appointed for a five-year term by the Board of Associate Editors. The Editor(s) are supported in this by the Editorial and Advisory Boards and, at the Editor(s) discretion, by local editorial advisors. What follows is a summary of conventions governing the appointment, roles, and responsibilities of the Editor(s) of *Hypatia*, the Board of Associate Editors, Editorial and Advisory Boards, and panels of local advisors. Note that these are procedural guidelines, not a set of formal bylaws; they supplement the bylaws of *Hypatia Inc.*

A non-profit corporation, *Hypatia Inc.* (WA), was registered in the state of Washington in April 2008. Its purpose, as stated in the articles of incorporation, is "to foster feminist scholarship in philosophy and related fields, including through the publication of the academic journal *Hypatia*." The primary purpose of this corporation is to provide the non-profit framework within which the journal, *Hypatia*, operates. The activities of *Hypatia Inc.* (WA) need not be limited, however, to publishing the journal; this non-profit entity could, in the future, initiate or support other enterprises that foster feminist scholarship and feminist philosophy. The bylaws for *Hypatia Inc.* are primarily a compendium of business law as it applies to non-profit corporations in the state of Washington, with a specification of meeting, filing, and fiscal deadlines, and procedures for appointing directors responsible for *Hypatia Inc.* The Bylaws do not specify the details of journal governance (as set out here), but must be consistent with them.

I. HYPATIA BOARD OF ASSOCIATE EDITORS

The Associate Editors have four primary responsibilities: to search for and appoint *Hypatia* Editor(s); to advise the Editor(s) on matters of editorial policy; to assist the Editor(s) in recruiting and reviewing submissions to the journal; and to recruit and elect new members of the Board of Associate Editors. In what follows the specifics of these responsibilities are set out, the role of the Coordinator of the Board of Associate Editors is described, and Board procedures for decision making and for electing new members are outlined.

The business of the Board of Associate Editors will normally be conducted by email, and at meetings convened as conference calls or in person (when feasible). There will be at least one such meeting annually, to be scheduled for late summer or early fall when new members of the Board have been elected and the Editor(s) have presented their annual report on journal operations, and at least two weeks in advance of the annual meeting of the Board of *Hypatia Inc.* in October. The purpose of the annual meeting will be to review the previous year's business, discuss plans for the next year, and review Editorial and Advisory Board membership. Other meetings may be called by the Editor(s) and/or the Coordinator of the Board of Editors as necessary.

Associate Editors' responsibilities

1) Editor searches and appointments

The Board of Associate Editors are responsible for recruiting nominees for the editorship, inviting and reviewing applications from prospective Editor(s) and, on the basis of this search process, appointing a new Editor or editorial team to take over the responsibilities of editing *Hypatia* at the end of each five-year editorial term. The process is as follows.

Search Process

- At the initiative of the Coordinator of the Board of Associate Editors, the Board convenes a search committee and appoints a chair who will be responsible for the search. Committee members are typically Associate Editors whose terms run through the end of the current editors' appointment.
- The search for a new Editor (or editorial team) proceeds in three stages.
 - The search committee drafts a position announcement and circulates it as widely as possible, beginning two years before the end of the current editorial term. The announcement invites nominations (or self-nominations) from the community of feminist philosophers, and all members of the Board of Associate Editors assist in recruiting candidates. The search committee contacts everyone whose name has been put forward to confirm that they are willing to accept their nomination, and invites them to submit a statement of interest that identifies the host institution, lists all members of the proposed editorial team and provides their CVs.
 - In consultation with the Board of Associate Editors, the search committee selects a subset of nominees from whom to invite initial applications. These applications should provide an outline of host institution resources (in prospect), and an editorial vision for the upcoming 5-year term.
 - The search committee reviews these initial applications and, in consultation with the full Board, invites full proposals from the two or three candidates whose submissions look most promising. Full proposals should outline plans for the journal over the five-year term of the editorship, specify how roles and responsibilities will be divided if the proposal is for an editorial team, and provide details of the support that the host institution will provide for the editorial office along with documentation of these commitments.
 - At the point when nominees are invited to prepare initial applications the search committee should provide them with a list of support requirements (to be developed in consultation with the Editors and Board of Associate Editors), as well as sample proposals, past Editors' Memoranda of Agreement, Annual Reports, a summary of provisions in the publisher's contract that affect editorial practice, and this governance document. Nominees may also want to consult with current and past editors about the details of journal operations when they are developing full applications, or earlier in the process as needed; they might request, for example, an introduction to Manuscript Central and access to current office manuals.
 - The search timeline is as follows: for an editorial term beginning in July 2013, the initial call for nominations should be widely circulated by the Fall of 2011, with a nomination deadline of March 1, 2012. The deadline for initial applications is May 1, 2012; finalists are invited to submit full proposals by October 1, 2012; and the decision is made by early November 2012. Incoming Editor(s) should confirm that they accept the editorship in writing by the end of January 2013.

Decision process:

- The search committee should provide the Associate Editors with an overview of the proposals (to include relevant background), as well as their recommendation. The Associate Editors' final decision will be based on a review of the full proposals, by a vote of the Board as a whole.
- Incoming Editor(s) will develop a Memorandum of Agreement in consultation with the Associate Editors and the current publisher's journals editor. This will confirm their acceptance of the editorship; set out an understanding of the internal division of labor among members of the editorial team (to include the role of the Managing Editor and other editorial staff) and in relation to the publisher and the host institution; and confirm that they agree to the roles, responsibilities, and procedural guidelines outlined in this governance document.

Contingencies and Eligibility:

- There is a presumption in favor of rotating the editorship to a new Editor or editorial team at the end of each five-year term. If the search committee does not receive any satisfactory proposals, the Associate Editors may invite the current Editor(s) to extend their editorship for a specified term without requesting a proposal. If the current Editor(s) accept this invitation and can secure the support of their institution, the Associate editors will seek a new Editor or editorial team to begin at the conclusion of the invitational term.
- Should a current Editor or editorial team seek reappointment for a second term they should provide the search committee an outline of projects and plans they have in view, as well as confirmation that the host institution will continue to support the editorial office, at the point when full proposals are requested from other nominees. The Associate Editors will have Annual Reports from current Editor(s) so logistical details of the sort requested from new nominees (concerning division of labor

and supervisory roles) will not be needed. No proposal is required if current Editor(s) are invited to extend their term while the search for a replacement continues, although they should provide confirmation that the host institution will provide support for the duration of their extended term.

- Should a current Editor or Co-editor resign, or should an editorial team require reconfiguration before the end of the five-year editorial term for which they are appointed, the current Editor(s) will be responsible for presenting the Associate Editors with a proposal for reformulating the original plan for their editorship. If approved, the current/continuing Editor(s) will be responsible for ensuring a smooth transition in the membership and/or organization of the editorial team. If the Associate Editors determine that the current Editor or editorial team has to be replaced, they will undertake an accelerated search for replacement Editor(s).

2) Advising on editorial matters

The Associate Editors are responsible for advising the Editor(s) on editorial policy and decisions in the following areas:

- the choice of topics and guest editors for thematic special issues and clusters:

Associate Editors will review written proposals submitted to the Editor(s) by prospective guest editors (in the form outlined in the current "Special Issue Guidelines" posted on the *Hypatia* website).

Decisions are by a vote of the Board as a whole.

- new initiatives or substantial changes in the format of the journal proposed by the Editor(s), or that the Associate Editors want to develop in collaboration with the Editor(s);

- any major changes in editorial policy, especially as related to the review process for open submissions and special issues;

- the periodic review, and renewal or termination, of publication agreements for the journal.

The Editor(s) will solicit and present publishing proposals to the Associate Editors for review and discussion; Associate Editors will vote as a whole on a recommendation to the Editor(s) (see below).

3) Assisting the Editor(s) in recruiting and reviewing journal submissions

Members of the Board of Associate Editors are responsible for actively recruiting high quality submissions, including individual articles, thematic clusters, and special issue proposals. They are also responsible for reviewing proposals for special issues and clusters presented by the Editor(s), and for providing the Editor(s) timely decisions about whether to accept or reject these proposals.

4) Appointing new members of the Board of Associate Editors

Members of the Board of Associate Editors are responsible for recruiting and electing members of the Board in consultation with the Editor(s), through the process outlined below.

Coordinator for the Board of Associate Editors

The Board of Associate Editors will appoint a Coordinator who will be responsible for facilitating the business of the Board and liaising with the Editor(s). This is a rotating position, typically held for a two-year term although it may be renewed. The Coordinator's responsibilities include:

- co-convening with the Editor(s) the annual election of new members of the Board (details of this process follows);

- co-convening with the Editor(s) at least one meeting of the Board of Associate Editors each year in late summer or early fall (the annual meeting outlined above);

- facilitating ongoing discussion of issues raised by the Editor(s) when they seek advice from the Board;

- facilitating discussion of and voting on proposals for special issues and major editorial initiatives as these are presented by the Editor(s);

- delegating tasks to Board members and coordinating their work as needed;

- initiating the search for a new Editor or editorial team: arranging for the appointment of an editor search committee, and convening Board discussion and votes as required at the various stages of the search process (as outlined above);

- maintaining a record of decisions made by the Board of Associate Editors.

Board of Associate Editors membership

The Board of Associate Editors usually has ten members who hold five-year terms staggered so that two Associate Editors rotate on and off the Board each year. These terms begin July 1 each year, timed to coincide with the beginning of the Editor's term of appointment in years when the editorship rotates. Outgoing Editor(s) will be invited to join the Board of Associate Editors for a five year term at the conclusion of the term of their appointment as Editor(s). Other Associate Editors are elected by current Associate Editors each Spring. The total number of Associate Editors and the number of new members elected in any given year will vary depending on resignations, on how many former editors are serving on the Board, and considerations of balance in the representation of key areas of expertise.

Election process

Nominations: the current Editor(s) and Coordinator of the Board of Associate Editors will call for nominations by April 1; nominations will typically close by April 30.

- nominations can be made by Associate Editors and by Editor(s), as well as by incoming Editor(s) in a transitional year;
- anyone making a nomination must determine that their nominee is willing to stand for election and should provide the voting body of Associate Editors and Editor(s) with a brief rationale for the nomination;
- in making nominations, the goal should be to ensure broad coverage of areas within feminist philosophy; Associate Editors should consult with the Editor(s) about areas in which they feel they particularly need advice.

Voting procedure:

- the Editor(s) and the Coordinator of the Associate Editors will both receive votes electronically;
- voting will typically close on May 15.

Notification:

- the Coordinator of the Board of Associate Editors will notify new Associate Editors of the outcome of the vote, provide them an orientation to Associate Editors' roles and responsibilities (as set out in this governance document), and introduce them to current business.

Contingencies:

- Resignations: if a member of the Board of Associate Editors resigns before the end of her term the Associate Editors may either defer replacing her until the next regular election or if, with this resignation, the number of Associate Editors drops below eight, undertake to appoint a replacement member of the Board for the duration of the resigning member's term. In the case of a mid-term appointment, the same election procedure will be followed but on a timetable tailored to the circumstances. When a resigning Associate Editor is replaced at the next regular election, it will be at the discretion of the Board whether a new Associate Editor will be recruited to serve a full term or the remainder of the resigning member's term.
- Editorial team members: the presumption is that the members of editorial teams should rotate onto the Board two at a time when they have completed a full editorial term. If the editorial team includes more than two members, they should determine the order in which they will serve on the Board in consultation with current Associate Editors, with the aim of ensuring that the experience of recent editors is available to the Board and that a balance of areas and expertise is represented on the Board as a whole. When an Editor resigns before the end of the term for which she was appointed, the Board will vote on whether, and when, she should rotate onto the Board.

II. HYPATIA EDITORS

The Editor(s) appointed by the Board of Associate Editors are responsible for the day-to-day management of the journal during their editorial term. They are responsible for making arrangements with their home institutions for release time and travel support, and for securing the support necessary to house and efficiently run the editorial office from the institution that agrees to host the editorial office. It is assumed that these support arrangements will include office space, funding for student assistants, and administrative support for the editorial office, and that they will enable at least one member of the editorial team to devote half of her workload to *Hypatia*.

In the case of an editorial team, the division of responsibilities among Co-editors and other members of the team will have been outlined in their proposal for the editorship. The following arrangements should be clearly set out in a Memorandum of Agreement when the Editor(s) accept the invitation to take on a five-year editorial term:

- who is responsible for securing and maintaining host institution support;
- who has primary responsibility for ensuring the smooth operation of the editorial office;
- who is responsible for recruiting and supervising the Managing Editor and editorial staff;
- who will handle the ongoing financial and administrative business of the journal editorial office;
- who will serve as liaison (for various purposes) with the journal Publisher;
- who will co-convene meetings and elections with the Coordinator of the Associate Editors;
- how editorial responsibilities will be distributed among editors in relation to areas of expertise and editorial functions (e.g., book reviews, web content, design).

In relation to the journal, the Editor(s) are responsible for:

- soliciting high quality original contributions for the journal, with the help of the Associate Editors as well as members of the Advisory and Editorial Boards;
- maintaining a rigorous and efficient peer review process which ensures consistent standards of acceptance and rejection of submissions for both open submissions and thematic special issues or clusters;
- tallying and publishing yearly rates of acceptance and rejection of submissions;
- compiling a list of referees who have reviewed *Hypatia* submissions in the previous year, for public recognition and thanks at the beginning of each new volume;
- hiring and supervising a Managing Editor who will coordinate the work of the journal's editors and editorial assistants, referees, copyeditors, proof-readers, some of whom may be hired by *Hypatia*'s publisher;
- hiring and supervising a copyeditor on behalf of the journal and the publisher;
- working with the publisher to establish and maintain a quarterly publication schedule, a high quality print publication, and a state-of-the-art online web presence for *Hypatia* that includes electronic current contents and back issues;
- developing and maintaining an editorial office website that lists the names of all current Editor(s), Associate Editors, Editorial and Advisory Board members, the Managing Editor and others involved in the production of the journal, as well as links to the publisher (for subscription and permissions information), current guidelines for submission of articles and proposals for special issues, special issue calls for papers, and other content related to the journal's activities;
- transferring *Hypatia* records (electronic and hard copy) to the journal archive at the University of Illinois-Edwardsville;
- facilitating the transfer of the journal to the next Editor(s), including electronic and print files, annual reports, financial and legal records, current procedures manuals that document office operations, any equipment purchased with journal funds, as well as a reasonable pipeline of peer-reviewed manuscripts for open submission issues and for the special issues slated to appear in the first one to two years of the next editorial term.

In relation to the Board of Associate Editors, the Editor(s) will consult the Associate Editors about matters of editorial policy and they will present, for review and a vote, proposals for special issues, thematic clusters, and new initiatives. They will also consult with the Associate Editors in the process of reviewing and negotiating publishing contract proposals (see below). Specific roles and responsibilities include:

- co-convening the election of new members of the Board with the Associate Editors' Coordinator;
- keeping the Associate Editors apprised of editorial policy issues as they arise through the year;
- presenting an annual report on the operations of the journal in the previous calendar year for review at the annual meeting; this shall include a financial statement for the editorial office, as well as an overview of editorial activities;
- presenting plans for editorial initiatives and a budget for the editorial office in the coming year;
- co-convening with the Coordinator of the Associate Editors at least one meeting of the Board each year in late summer or early fall (the annual meeting outlined above).

In relation to the Editorial Board and Advisory Boards, the Editor(s) will review Editorial Board membership annually and Advisory Board membership biennially to determine who will be rotating off these Boards and how many new members should be recruited to join them. The Editor(s) will work with the Associate Editors to develop a list of prospective Editorial and Advisory Board members from which a slate of nominations for election to these Boards will be drawn (as outlined below).

In relation to the publisher, the Editor(s) will ensure that the operation of the editorial office meets the requirements of the current publishing agreement, and will review this agreement in a timely way when it is due for renewal or renegotiation. When the term of a publishing agreement is coming to an end, the process is as follows:

- the Editor(s) will review the current agreement and make a recommendation to the Associate Editors to either renew or renegotiate the current agreement;
- if the Editor(s) and Associate Editors decide that the current agreement should be renegotiated, the Editors will be responsible for negotiating a new offer from the current publisher and/or for soliciting competitive publication proposals from other presses which they will present to the Associated Editors for discussion;
- the Editor(s) and Associate Editors will vote on which proposals to pursue, and the Editor(s) will negotiate the terms of a contract with the chosen publisher, in consultation with the Associate Editors and with the Directors of *Hypatia Inc.*.

In relation to Hypatia Inc., the Editor, or one member of the editorial team, will serve as a member of the Board of Directors of the nonprofit corporation for the term of their editorship. The Board will also recruit one additional Director from among past editors or current Associate Editors of the journal to serve additional three-year terms on the Board. The Editor(s) also have the following fiscal and legal responsibilities to the nonprofit corporation.

Fiscal reporting and planning:

- the Editor(s) will maintain detailed, current records of expenses incurred by the editorial office and will provide a calendar year financial report to the Board of Directors of *Hypatia Inc.* by the end of April each year so that the Treasurer of the Board can prepare the annual tax return for *Hypatia Inc.*;
- the Editor(s) will develop an annual budget outlining anticipated expenses of the editorial office for the upcoming calendar year; this should be presented to the Board of *Hypatia Inc.* for review and adoption or revision at least two weeks in advance of their annual meeting in October.

Business license registration and local taxes:

- the Editor(s) will be responsible for determining what types of registration are required for *Hypatia Inc.* as a business operating in the jurisdiction of the editorial office and will work with the Treasurer to ensure that initial registration and annual renewals are handled appropriately;
- the Editor(s) will be responsible for any fiscal reporting and payment of state or municipal taxes required in the jurisdiction of the editorial office.

Publishing contracts:

- the Editor(s) will present to the Board of *Hypatia Inc.* the publishing contract(s) they have solicited and negotiated in consultation with Associate Editors. The Directors of *Hypatia Inc.* will ratify the contract recommended by the Editors and Associate Editors on behalf of the nonprofit, contingent on securing a satisfactory financial and legal review of the terms of the contract.

III. EDITORIAL BOARD / ADVISORY BOARD / EDITORS EMERITA

Editorial Board Members:

The Editorial Board is made up of feminist philosophers who are actively publishing in the field and who represent a broad cross-section of the areas of feminist scholarship published by *Hypatia*. The Editorial Board should typically include 25-30 members who are appointed for five year terms with the expectation of renewal for a second term unless an Editorial Board member declines renewal or is unable to provide the Editor(s) advice and support in the various areas specified below. The expectation is that Editorial Board membership will not extend for more than two consecutive terms unless a member is playing an especially active role or represents an area of expertise in which there is a limited pool from which to draw Editorial Board members.

Expectations of Editorial Board members:

- they agree to referee two to three *Hypatia* submissions a year;
- they actively recruit promising submissions, and proposals for Special Issues and topical clusters of papers, for *Hypatia*;
- they advise the Editor(s) on web development, and help solicit content for the *Hypatia* website.

Appointment process:

- the Editor(s) will contact members of the Editorial Board who have served five years and invite them to renew their membership for a second term if they have actively supported the journal, or propose that they rotate off the Editorial Board if they have been inactive; they will notify members who have served two consecutive terms that they will be rotating off the Editorial Board;
- the Editor(s) should initiate this process of reviewing the Editorial Board membership each Spring (on the same cycle as elections of new Associate Editors), and determine the number of new Editorial Board members to be appointed for the year by mid-summer, when they present their annual report to the Associate Editors;
- the Associate Editors and current Editor(s) will develop a list of prospective Editorial Board members, to be updated annually when the Editor(s) year-end report is discussed at the annual meeting convened in late summer or early fall (see above);
- the Editor(s) will choose a slate of new Editorial Board members based on their contributions to the journal and considerations of balance in the representation of areas of philosophical expertise and interest;
- the Associate Editors and Editor(s) will vote on the proposed slate;
- the Editor(s) will notify prospective members that they have been proposed for appointment to the Editorial Board, outline their responsibilities and, unless they decline, add them to the list of Editorial Board members posted on the journal website and published in the journal.

Advisory Board Members:

The Advisory Board is made up of former and founding Associate Editors who are senior members of the profession, who have broad publishing experience, and whose long-time involvement with *Hypatia* puts them in a position to provide current Editor(s) and members of the Board of Associate Editors with advice and thoughtful perspective when needed. Members of the Advisory Board typically serve ten-year terms. Advisory Board membership is reviewed by the Editor(s) and Board of Associate Editors every two years following the same procedure as for members of the Editorial Board.

Local Advisors:

At the discretion of the Editor(s), and with the agreement of the Associate Editors, colleagues at the Editor(s) institutions may serve as members of an informal local advisory group. Their primary role should be to assist with the logistics of the editor(s) institution(s) (e.g., in securing and maintaining host institution support, organizing local *Hypatia*-related events and initiatives); they may also serve as ad hoc referees and as a source of advice in assigning referees in their areas of expertise. They will be listed as local advisors on the website and in the journal for the term of the Editor(s) appointment.

IV. HYPATIA INC. (WA)

This non-profit corporation provides the legal framework within which the journal, *Hypatia*, operates and may function as an umbrella organization through which other initiatives can be developed that support the broad mission of advancing feminist scholarship in philosophy and related fields. The Bylaws of *Hypatia Inc.* specify the terms of service on the Board of Directors of this nonprofit corporation but, to effectively manage the business of the journal, the Editor, or one member of the editorial team, will serve on the Board of Directors for the duration of their editorial term. The Board of Directors will also include one additional past editor or current member of the Board of Associate Editors. The primary responsibility of *Hypatia Inc.* with respect to the journal is to ensure its fiscal health and sustainability. This requires the following:

Funding for the editorial office:

- the Board of Directors will review of the budget presented by the Editor(s) for the upcoming calendar year at their annual meeting, and will vote to approve or amend this budget;
- the Treasurer will ensure that funds required by this budget, as approved, are transferred to the editorial office on a quarterly basis or as needed;
- mid-year amendments to this budget will be negotiated with the Treasurer and brought to the Board of Directors for approval as needed.

Funding for other initiatives:

- any member of the Board of Directors, the *Hypatia* Editor(s) or any member of the Board of Associate Editors, may bring recommendations for funding special initiatives to the Board of Directors for their review and for a vote of the Board;
- depending on the nature of the initiative, the Directors may establish a temporary or standing committee to review and to administer it. A special initiative committee will include at least two members of the Board, and will be subject to constraints on action specified in the Bylaws of the corporation;
- the individuals or committees responsible for special initiatives that receive funding from *Hypatia Inc.* will keep the Board of Directors informed of their activities and will provide a detailed account of their use of *Hypatia* funds for the previous calendar year by the end of April (for tax reporting purposes), and an annual report on their activities at the October meeting of the Board.

Business registration and tax returns:

- the Treasurer will ensure that federal tax returns are prepared and filed on a timely basis, as required to maintain the nonprofit status of *Hypatia Inc.*;
- the Treasurer will be responsible for annual renewal of the consent resolutions and incorporation of *Hypatia Inc.*;
- the Treasurer will work with the Editor(s) to ensure that any business registration and tax requirements specific to the jurisdiction of the editorial office are met in a timely way;

V. OTHER PROVISIONS

Statement on Commitment to authors' intellectual property rights. [under discussion]

Procedures for amending this governance document

Any current Editor or member of the Board of Associate Editors can bring a motion to amend this summary of governance practices and procedures directly to the Editor(s) and Associate Editors. Members of the Editorial and Advisory Boards, Editors Emerita, and Directors of *Hypatia Inc.* may also propose amendments by requesting that the current Editor(s) and/or Coordinator of the Associate Editors present a motion on their behalf. The procedure for considering amendments is as follows:

- unless the matter is urgent, motions for amendment should be discussed and voted on at the annual meeting of the Board of Associate Editors;
- they should be precirculated to Editor(s) and members of the Board of Associate Editors at least two weeks in advance of this meeting;
- the Editor(s) and Coordinator of the Associate Editors should ensure that any amendments they consider are consistent with the Bylaws of *Hypatia Inc.* before they are presented for discussion and a vote;

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- amendments to the governance document require a two-thirds majority of a vote by current Editor(s) and Associate Editors for adoption;
- the Editor(s) and Associate Editors should review the governance document and ensure that it is up to date and accurate every five years.