



Position Description of the Board of Directors

Draft - July 2021

Functions

As representatives of the membership of the association, the Board of Directors is the primary force working to realize the Association's opportunities for service and the fulfillment of its obligations to the membership, to the association as a single entity, and to the library and information services profession.

Responsibilities

1. Planning

- Works collaboratively with staff and other key stakeholders to create and approve the association's mission, vision, and values.
- Annually assesses the ever-changing environment in which the association functions and approves the association's strategy in relation to it.
- Annually reviews and approves the association's plans for funding its strategy.
- Reviews and approves the association's programs, plans, and directions.
- Reviews the association management company's performance in achieving SLA's mission, vision, and values.

2. Organization

- Regularly discusses with the Executive Director matters that are of concern to them or to the Board of Directors.
- Is assured that management continuity is properly provided.
- Is assured that the status of organizational strength and staffing is equal to the requirements of the SLA Strategic Plan.
- Determines the eligibility of candidates for the nomination of officers and directors as submitted by the Nominating Committee and receives the report of the Nominating Committee for the nomination of officers and directors.
- Annually reviews the performance of the Board of Directors and takes steps (including recommendations for its composition, organization, and responsibilities) to improve its performance.

3. Operations

- Reviews the results achieved by management as compared with the association's mission, the association's program plans, and the SLA Strategic Plan as well as in comparison with those of similar organizations.
- Ascertain that the financial structure of the association is adequate for its current needs and the implementation of the SLA Strategic Plan by approving the association's annual budget.
- Provides candid and constructive criticism, advice and comments to the President, other members of the Board of Directors, and the Executive Director.
- Approves major actions of the association, such as capital expenditures on all projects over authorized limits or major changes in programs and services.

4. Audit

- Is assured that the Board of Directors and its committees are adequately and currently informed through reports and other methods of the financial condition of the association.
- Is assured that published reports properly reflect operating results and the financial condition of the association.
- Ascertains that management has established appropriate policies to define and identify conflicts of interest throughout the association and is diligently overseeing the enforcement of those policies.
- Approves independent auditors.
- Reviews compliance with relevant material laws affecting the association.

Duties of Care, Loyalty and Obedience

Board members have a fiduciary duty to the association, including duties of care, loyalty, and obedience. In the event the duties of care, loyalty or obedience is breached, the individual breaching the duty is potentially liable to the association for any damages caused to the association as a result. This duty is a duty to the association as a whole.

1. Duty of Care: is a broad duty, requiring officers and directors to exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith. Officers and directors must act in a manner which they believe to be in the best interests of the association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
2. Duty of Loyalty: is a duty of faithfulness to the association. Officers and directors must give undivided allegiance to the association when making decisions affecting the association. Officers and directors cannot put personal interests above the interests of the association.
3. Duty of Obedience: requires officers and directors to act in accordance with the association's articles of incorporation, bylaws and other governing documents, as well as all applicable laws and regulations.

Additional Responsibilities for Specific Positions: President, Past President, President- Elect, Secretary, Treasurer, and Director.

Position Description of *President*

Serves one-year term

Functions

- As Chair of the Board of Directors and Chief elected officer, accepts responsibility for the success or failure of the enterprise. Assumes responsibility for the association's consistent achievement of its mission and financial objectives.
- Gives direction to the formulation and leadership to the achievement of the association's philosophy, mission, and strategy, and to its objectives and goals. Assures that the association is making consistent and timely progress toward the fulfillment of the SLA Strategic Plan.
- As Chair of the Board of Directors, assures that the Board of Directors fulfills its responsibilities for the governance of the Special Libraries Association.
- As a partner with the members of the Board of Directors, optimizes the relationship between the Board and the management of the association.
- As a partner with the Executive Director, helps him/her to achieve the mission of the association.

Responsibilities

- Chairs the meetings of the Board of Directors. Sees that the Board functions effectively, interacts with management optimally, and fulfills all of its duties.

- As described in the Bylaws of the Association, appoints members and designates the chair of all Standing Committees, Advisory Councils, and Task Forces as needed. Recommends committee chairs with an eye to future succession.
- Works with the Board of Directors and the Executive Director in recruiting members of the Board and other talent for whatever volunteer assignments are needed. Gets the best thinking and involvement of each Board member, stimulating each one to give his/her best.
- Reflects any serious concerns the Executive Director has in regard to the role of the Board of Directors or individual Board members. Reflects to the Executive Officer the concerns of the Board of Directors and other constituencies.
- Presents to the Board of Directors an evaluation of the pace, direction, and organizational strength of the association.
- Annually focuses the attention of the Board of Directors on matters of organizational governance which relate to its own structure, role, and relationship to the management of the association. The President must be assured that the Board of Directors is satisfied that it has fulfilled its responsibilities.
- Acts as an additional set of eyes and ears for the association.
- In coordination with the Executive Director, serves as an alternate spokesperson for the association. Serves as spokesperson for the association in concert with the Executive Director.
- Fulfills such other assignments as the President, the Board of Directors and the Executive Director agree are appropriate and desirable for the President to perform.
- Recommends a director of the Board to serve as secretary. The Board shall elect a director to serve as secretary.
- Ensures the annual evaluation of the management partner is conducted. The Past President during the year after serving on the Board is the lead on the evaluation. Input is sought from the Board of Directors on the performance review of the management partner.

Relationships

Maintains regular contact with the Executive Director.

Position Description of President-Elect

Serves one-year term

The President-elect is the second-ranking elected officer in the Special Libraries Association and assumes the highest elected position at the conclusion of his or her term.

He or she supports the President in fulfilling the goals and objectives of the Board of Directors by providing continuity to established programs and formulating future programs for his or her own presidency.

Responsibilities

- Assumes the responsibilities of the President in his or her absence.
- Attends Board of Directors, Executive Committee, and Business meetings of the association.
- Accepts responsibilities delegated by the President, such as representing the President at allied organization meetings, and any other duties as appropriate to the presidency.
- Shares with the President visits to SLA Communities during his or her term as President-Elect.
- Serves as a member of the Awards & Honors Committee.
- Serves as Liaison to the forthcoming Conference Program Committee, which takes place during his or her tenure as President of SLA.
- Responsible for participating in the annual evaluation of the management partner.

Position Description of Past President

Serves one-year term

Responsibilities

- Serves on Awards & Honors Committee as a member; will be chair of committee the following year.
- May be asked to conduct orientation for new Board members at January meeting.
- Supports goals and activities of the President. Provides advice, guidance, and assistance to President -- but only if asked! Similarly, is available to other Board members, committee chairs, and other association leadership and membership to provide information and suggestions as needed.
- Plays a leadership role on the Board by encouraging cooperation and teamwork. Ideally, should serve as a consensus-builder. Uses experience as previous chair of the Board to help to move Board deliberations along constructive, productive lines.
- As a member of the Board of Directors, utilizes and shares experience gained as President-Elect and President from community visits, other contacts with the membership and the community leadership, contacts with committees, dealings with association staff, and dealings with other organizations as SLA's elected leader.
- Responsible for participating in the annual evaluation of the management partner.

Position Description of Secretary to the Board of Directors

Serves a one-year term

Responsibilities

- Each year the Board elects one director, recommended by the President, to serve as secretary to the Board.
- Prepares Board conference call and in-person meeting agendas in consultation with the President and Executive Director.
- Takes minutes at all Board meetings. Submits written draft of minutes, within five days of meeting, for approval by Board of Directors.
- Posts agendas and minutes to Board Community in SLA Connect.
- Responsible for participating in the annual evaluation of the management partner.

Position Description: Treasurer

Serves a three-year term

Functions

The Treasurer shall perform the usual duties of the office and those assigned by the Board and, at the Annual Business Meeting, shall report to the members on the financial status of the association.

Responsibilities

Aside from attending all Board meetings, other duties of the Treasurer are to:

- Act as the Board's "money conscience."
- Help prepare the association's annual budget.
- Monitor expenditures and income, usually through monthly financial statements.
- Monitor the association's long-term investments.
- Stay abreast of association activities and is prepared to offer practical suggestions and advice.
- Consult with headquarters' staff on programs and services (new and old) which impact on the budget; including monthly telephone conversations with the Executive Director.
- Chairs Finance Committee.
- Present Treasurer's report to the membership at the Annual Business Meeting during

- annual conference.
- Responsible for participating in the annual evaluation of the management partner.

Relationships

Maintains regular contact with the Executive Director.

Position Description: Director

Serves a three-year term.

Responsibilities

The role of each Director is to serve a three-year term by leading, advising, and supporting the activities of the Special Libraries Association. Each Director participates by:

- Attending all board meetings prepared to further the success of the association and to support the association's mission, vision, values, and goals.
- Monitoring and mentoring standing committees and advisory councils as assigned and on an as needed basis providing advice, encouragement, and a voice for the committees to the Board.
- Responsible for nominating the Nominating Committee members during their third year.
- Accepting special assignments from the President.
- Remaining current with the activities of the association by following its communications, issues, and interests.
- Informing the Board and staying proactive in helping position the association to support its members.
- Acting as a role model, change agent and professional exemplar.
- Manage and lead SLA Communities:
 - To lead and manage the Community Forum meeting(s).
 - To develop the virtual and in- person leadership training throughout the year.
 - Proactively support for community reporting.
 - To post information and establish dialogue on the Leadership Community and other SLA communication channels as needed.
 - In conjunction with Leadership and staff, answer questions, address concerns, and generally advise community volunteer leadership through communication dissemination tools (telephone calls, email, social media, SLA Connect, etc.), community visits if possible, and personal contacts at meetings. To be available to community volunteer leadership. To attend community open houses and annual meetings at annual conference or at another point held throughout the year.
 - To read all community newsletters, emails, etc.
 - To represent community concerns to the Board of Directors and the association staff.
 - To work closely with the new Board members to prepare the individuals take on the role.
 - To serve on, monitor and mentor committees as assigned. On an as needed basis, provide advice, encouragement, and a voice for the committees to the Board.