

## Meeting Minutes for the SIBA Board of Directors

Wednesday, 5/27/15, 7am -11am at ABA hotel, New York City

In Attendance: Jamie Fiocco, Jill Hendrix, Doug Robinson, Linda-Marie Barrett, Erica Merrell, Wanda Jewell

Call to order.

Motion to acknowledge receipt and approval of monitoring reports made by Jamie. Second by Doug. Motion passed.

Motion to finalize board slate: Doug Robinson (Eagle Eye Bookshop) and Stephanie Crowe (Page & Palette) made by Jamie. Second by Linda-Marie. Motion passed.

Advisory Council will receive a survey of the board questions Aug. 1 to respond by Aug. 7. Results will be compiled for discussion at Advisory Meeting at SIBA at 9:15-10am in Booksellers Lounge. Board discussed their responses to their four questions.

### Policy Changes

#### 3. *Treatment of Staff*

Motion to change "sexual orientation." to "sexual orientation or gender identity." Made by Erica. Second by Jamie. Motion passed.

Linda-Marie moved to accept Jill's Draft 13A. Suggested Annual Meeting Schedule to Assist in Agenda Planning. Jamie second. Motion passed.

See below.

Doug moved to accept the following changes to Policy 14. Board Nominations & Elections. Linda-Marie Second. Motion passed.

1B. Change "first meeting of the year" to "first meeting of the year (Meeting One)"

1D. Change "at second regular board meeting" to "by second regular board meeting (Meeting Two)".

2A. Change "second and third regular board meetings" to second and third regular board meetings "(between Meeting Two and Meeting Three)".

2B. Change "last regular board meeting" to "last regular board meeting (Meeting Three)".

Linda-Marie moved to change 16. Board Members' Code of Conduct: -Add: "7. Members will submit expense reports for reimbursement no later than 60 days after the expense was incurred." Erica second. Motion passed.

Board Self Evaluated the following policies:

15. CGO Role

19. Cost of Governance

- 22. Accountability of the CEO
- 23. Delegation to the CEO
- 24, 24a Monitoring CEO Performance

Erica move to approve Minutes as read. Jamie Second. Motion passed.

Meeting adjourned.

### **Jill's Draft 13A.**

#### **General**

For each meeting/event SIBA will reimburse participating board members for the event registration fee, door-to-door travel (use current IRS business travel reimbursement rate if using your personal vehicle), meals, lodging\*, and incidentals if expense report is submitted within 60 days of the trip.

\*SIBA covers ONLY 3 nights of lodging at Meeting Two.

#### **Meeting Zero at Winter Institute**

The SIBA board attends Winter Institute for the purposes of board education. SIBA does not plan to hold a board meeting unless special circumstances require it. Outgoing & incoming board members are expected to attend. Board members agree to meet together for breakfast the 3 mornings of WI. This trip should allow for board members to explore trends, consider education for themselves and their colleagues, and to meet and network with each other and publishers, authors and booksellers.

#### **Meeting One at SITS/GABBS**

This meeting should allow for board members to vet education, train, and determine what outreach and linking they want to do for the year. Board members must arrive in time to attend the mandated events, Carver Training and Board Meeting. Board members are encouraged but not required to attend SITS and the bookseller education that SIBA provides on Friday and Saturday morning. Board members are also encouraged to be seen on the GABBS exhibit floor on Friday afternoon as we are guests of the GABBS show. Carver Training takes place the Saturday of GABBS and the board meets the Sunday 8AM – 1PM of GABBS.

#### **Decision Info Provided**

Call to order

Read Minutes of Annual Membership Meeting into our Board minutes

Discussion of internal or external monitoring in cases of noncompliance or at board member request (optional)

Acknowledgement of receipt and approval as to previous monitoring (including External Audit)

Motion to add (or reject from) next Board Slate those eligible current board members whose terms are expiring this year (optional)

Schedule Call for Board Nominations

Discuss results of previous year's plan to link owners & operations

Plan to link owners and operators

Board Self Evaluation – Review the following policies:

11. Governing Style

12. Board Job Description

13., 13a Agenda Planning

14. Board Nominations & Elections

16. Board Members' Code of Conduct

Minutes

Adjourn

Incidental Info Provided

**Meeting Two at BEA**

The Board agrees to meet up to four hours (exact time TBD) on the 1st day of BEA as listed at <http://www.bookexpoamerica.com/>, even if it conflicts with programming. The board will schedule a pre-board meeting up to four hours the day before the board meeting.

Decision Info Provided

Call to order

Discussion of monitoring in cases of noncompliance or at board member request (optional)

Acknowledgement of receipt and approval as to previous monitoring

Discuss nominee interviews and prepare slate

Results of plan to link owners and operators

Board Self Evaluation – Review the following policies:

15. Chief Governance Officer's Role

19. Cost of Governance

22. Accountability of the CEO

23. Delegation to the CEO

24., 24a Monitoring CEO Performance

Minutes

Adjourn

Incidental Info Provided

**Meeting Three**

Board members are expected to attend the ticketed events and should clarify if they are not going to be present. The Board will be available to huddle if needed on Thursday afternoon with the Exec Director and attend the Trade Show Planning Meeting. The Board of Directors is responsible for their annual meeting to be held immediately following the Industry Breakfast to last no more than one hour and for meeting with their Advisory Council. The Board of Directors will hold a pre-board 8am - Noon and board meeting 1 – 6pm on Monday after the trade show.

Decision Info Provided

-CEO policy violations report (if applicable)

-CEO salary comps

-Wanda's report on SIBA's financial ability

-Economic indicators report

-External auditor engagement letter

Call to order

Discussion of monitoring in cases of noncompliance or at board member request (optional)

Acknowledgement of receipt and approval as to previous monitoring

Review Mega-Ends with owners and operators link info

Set upcoming Budget lines for CEO Salary & Cost of Governance

Motion to engage external auditor

Board Self Evaluation – Review the following policies:

10. Global Governance Commitment

17. Board Committee Principles

18. Board Committee Structure

20. Global Governance-Management Connection

21. Unity of Control

Elect upcoming President

Minutes

Adjourn

Incidental Info Provided