

POLICY TYPE: GOVERNANCE PROCESS

11. POLICY TITLE: *GOVERNING STYLE*

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) leadership rather than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.
 - a. The board will plan its meetings in advance, and will expect that all board members attend all meetings annually. Board members missing more than one meeting annually will be deemed to have resigned. Such board members may be reinstated at their request, but only once per term.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
6. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-CEO Linkage categories.
7. The board will cultivate an atmosphere of openness and transparency. All board meetings will be open to core members. However, if the board deems it necessary and appropriate, a meeting may be closed at any time to discuss issues such as personnel matters, contractual negotiations, or legal issues in executive session. Executive session may be proposed by a board member in the form of a motion that must be approved by a majority of the board members present. Executive session will be used sparingly and for specified reasons.
8. The board will cultivate amicable and mutually beneficial relations with other industry partners (ABA, BINC, publishers, etc.) as a means to communicate SIBA member needs.