

SIBA Board Meeting One Draft Agenda

Place: The Westin Peachtree, Atlanta, GA (Room Chastain B)

Date/Time: Sunday, March 15, 1pm-5pm

Training Questions/To Dos

Signed monitoring reports handoff from Jamie to Jill.

Discuss how to handle 1st round of monitoring reports when new, untrained board members have been elected.

Discuss how to manage a smooth ED transition.

Discuss "Review External Audit" as separate agenda item from "Acknowledge receipt and approval of monitoring reports".

Discuss where to include administrative issues re expense reports (due within 60 days of event). 11.3.b or separate policy?

Discuss whether "link owners-operators" is specific to owners/managers or includes frontline booksellers.

Decision Info Provided

Wanda to report on possible cost/scheduling of a board seminar on identifying trends.

Wanda/Linda-Marie to explain traveling outreach program and whether any decision information has come to light that board should know.

New tools available to Board: ABA Conference call system for called meetings or if a member has to miss and SIBA points system that could be used to reward members for communicating with their board.

Call to order

Review External Audit.

Acknowledgement of receipt and subsequent discussion and approval as to previous monitoring.

Have new members had time to review monitoring after training or do we want to postpone discussion to next meeting? Motion?

Schedule Call for Board Nominations

Two seats up for election: Jamie & Doug. Jamie is term-limited and cannot run. Doug, is eligible and willing to run again.

Geographical diversity considerations: NC, FL, and SC are definites. GA likely if Doug is re-elected. In my time on board we have had representation from VA & LA and AL was year before me. KY and AK are states we share with other regions and have few members in. TN & MS would be states to focus on in my opinion. I had a conversation with Erin Caudill from The Booksellers at Laurelwood (Memphis, TN) at WI10 and she seems interested. She is a buyer and coordinates closely with events manager, but is not an owner. She's a member of two regions so may give us some interesting perspectives. What about someone from MS -- anyone who is both interested and qualified? Other candidates?

Store-type considerations: Linda-Marie and Doug represent large stores. Laurelwood would be large and also represent members with multi-stores. Wild Iris, Fiction Addiction represent small stores. So we could go either way. Doug does a lot of used, I do some. Malaprops does lots of sidelines. Any other considerations?

Wanda will send call for nominations in the beginning of April with deadline 4/30/15. She will vet them, get their questionnaires, and send results to us by 5/10/15. We then need to divvy them up and interview them quickly. Do we want to pick candidates to interview or be randomly assigned?

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

See attached doc with original plan from 3/4/14 minutes and my personal analysis of results.

Create this year's plan to link owners and operators.

Policy Changes

(must be added to agenda at least 2 weeks prior to meeting date)

1. Since Wanda didn't plan 2 dinners for WI10, Jill suggests changing text of policy 13A, Meeting One section from:

“SIBA buys dinner over 2 nights for booksellers in the SIBA territory who attend WI as an outreach effort. Board members are invited to join these dinners any or all nights, but are not required.”

to

“SIBA may buy dinners over 1-2 nights for booksellers in the SIBA territory who attend WI as an outreach effort. Board members are invited to join these dinners, if scheduled, but are not required to. For nights no SIBA dinners are scheduled, SIBA will reimburse board members for their meal expenses.”

and change “Discuss results of previous year’s plan to link owners & operations” to “owners & operators”

2. Jill suggests adding the following to Policy 24A to make it easy for Board members to check that they have received complete monitoring reports:

Monitoring to Receive Prior to Meeting One

From ED:

- 1. Global Executive Constraint: Internal Monitoring Report
- 2. Treatment of Consumers: Internal Monitoring Report
- 3. Treatment of Staff: Internal Monitoring Report
- 4. Financial Planning/Budgeting: Internal Monitoring Report
- 5. Actual Financial Conditions and Activities: Internal Monitoring Report and External audit
- 6. Emergency CEO Succession: Internal Monitoring Report
- 7. Asset Protection: External audit and Internal Monitoring Report
- 8. Compensation and Benefits: Internal Monitoring Report

From CGO:

- 9. Communication and Support to the Board

Monitoring to Receive Prior to Meeting Two from ED:

- 5. Actual Financial Conditions and Activities: Internal Monitoring Report

Monitoring to Receive Prior to Meeting Three

From ED:

- 5. Actual Financial Conditions and Activities: Internal Monitoring Report
- 7. Asset Protection: Internal Monitoring Report
- 25. Mega-End: Internal Monitoring Report

From CGO:

- 9. Communication and Support to the Board

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

Jill/Wanda: SC Book Festival project

Wanda: SIBA plans/needs

Wanda: Pre-board speaker booked for BEA?

Anything new going on with each of us