ARLIS/NA Board Meeting Minutes: May 15, 2007

Participating: Deborah Ultan Boudewyns, Cate Cooney, Sue Koskinen, Marilyn Nasserden, Rebecca Price, Elizabeth Schaub, Fran Scott, Ken, Soehner, Amy Trendler, Ann Whiteside

Regarding the process of this online meeting: (Ultan Boudewyns) Meeting was conducted via email from Tuesday afternoon through Friday afternoon with Ultan Boudewyns sending out agenda items as separate emails. We will evaluate the effectiveness of this format afterwards.

1.) Revised EB Reconfiguration
See minutes from 5/9/07 meeting for proposed functions.

Discussion regarding the EB Reconfiguration: There is general agreement to the outline presented by Ultan Boudewyns. The board feels it allows forward movement while also giving time to redefine the roles and responsibilities. Several advantages to this structure were mentioned: that the Chapters’ Coordinator would help with the yearly funding requests.

2.) Professional Development Committee
1.) Mentor Program – ARLIS/NA’s current insurance coverage ARLIS/NA does not cover sexual harassment issues. The Professional Development Committee would like us to be covered for the mentorship program. What are our options? How much would our coverage increase to include EPL – quoted text below is from Bruce Minty received by Elizabeth Clarke:

“General Liability does not cover claims of alleged sexual harassment in the workplace, and neither does a standard D&O. Most D&O policies these days though are extended to cover EPL (Employment Practices Liability). It is the EPL which would defend any allegations of wrongdoing in the area of employment. This would include sexual harassment as well as wrongful termination.

Although EPL is most often provided as an extension of the D&O policy, it can be purchased as a "stand-alone" product. Although combining it with D&O is, perhaps, the most efficient method (one less policy to worry about), it may have some drawbacks because of the Aggregate limit under the policy.

At least one company, the Guarantee Company of North America, have not excluded employment practices in their D&O wording leading one to conclude, that because of the silence, coverage is provided by the D&O. They are currently reviewing their position as they feel that the insurance brokers (and buyers) may perceive that a competitor's product is better because it includes EPL.

A final word of clarification - I am referring specifically to "sexual harassment" and not "sexual abuse". The latter is a coverage that is rarely made available and when it is, will likely only cover the cost of defending a claim and not any judgment which may be awarded. When it is available, it is usually for such operations as a religious institution, child care or care of the aged & invalid."

2.) Amend wording of PROPOSAL (f.viii) ---from--- the Education Officer will be a co-chair of the mentorship task force ---to--- the Education Officer will be a co-chair of the mentorship sub-committee.
Discussion regarding liability issues and the Mentoring program: The board discussed the financial implications of the liability issue (#1 above). Do we need separate pricing for a stand-alone Employment Practices Liability policy, in addition to a Directors & Officers’ policy? Could we simply have an EPL extension on our current D&O policy? We need to consider risk factors. It was emphasized that knowing actual risks will inform our decision and should be explored before we spend any money. We also need to know more about cost in order to weigh risk. Elizabeth will inquire about the cost. (She notes that when seeking legal counsel for such decisions, she tends to use a free of charge legal counsel service provided by the American Society of Association Executives. If further counsel is needed, then she hires someone who has experience with not-for-profit organizations.

**ACTION ITEM #10A:** Elizabeth Clarke will look at cost of an EPL policy, whether an extension to our current policy or a stand-alone policy. (deadline: June 15)

**General agreement that PDC can change the wording as they suggest. (#2 above)**

3.) Nomination Committee

1.) Bylaws changes

a.) It is proposed that we change the nomination process to an open-call process rather than nomination by petition. Changes will have to be made to Sections 2 & 4 in the Bylaws, requiring a membership vote. It is intended that the open call will happen in conjunction with recruitment. Do we want to keep Section 4?

Here's the current process for nominations as stated in the Bylaws:

**Section 2.** The Nominating Committee shall submit to the Executive Board a list of nominees consisting of the single most qualified candidate for each position to be filled. Elections one year shall be for the Vice President/President-Elect, the Treasurer, and two Regional Representatives, and in the alternate year, for the Vice President/President-Elect, the Secretary, and three Regional Representatives. The list of nominees shall be submitted to the Executive Board for approval by the date specified by the Executive Board.

**Section 4.** Nominations may also be entered by petition of at least ten members eligible to vote and shall be filed with the Nominating Committee. Each nomination must be accompanied by the specified supporting documentation. A call for nominations by petition will be issued in an official publication of the Society, with the deadline for submission no more than 30 calendar days from the date of the announcement.

Proposed change:

**Add to Section 2.** The Nomination Committee will recruit candidates during and after the national conference and then two weeks following the national conference put out an open-call for nominations of candidates on ARLIS-L. All potential candidates will submit the required documents (see Section 3.) in order to be considered. The Nominating Committee shall submit to the Executive Board a list of nominees consisting of the single most qualified candidate for each position to be filled. Elections one year shall be for the Vice President/President-Elect, the Treasurer, and two Regional Representatives, and in the alternate year, for the Vice President/President-Elect, the Secretary, and three Regional Representatives. The list of nominees shall be submitted to the Executive Board for approval by the date specified by the Executive Board.

b.) It is suggested that the specific date of January 1 be removed from the Bylaws.
Section 1. The Vice President shall appoint the chair of the Nominating Committee by January 1.

Discussion regarding removal of specific date: The suggestion was made because it was felt that we didn’t need to state such a specific time and that an open-ended date would be better. One board member suggested that we could replace the January 1 date with the directive that the nominating committee chair should be appointed "at least 2 months (3 months, 6 weeks, whatever) before the annual conference." So not a specific date and lots of wiggle room for early appointments without leaving it too late.

c.) Shall we ask the Nomination Committee to facilitate a vote on the bylaws changes using Survey Monkey? They could combine all of the changes that need a vote into one form? Or should this come from the EB?

Discussion regarding vote procedure: The Nominating Committee cannot change the voting on the bylaws. This has to come from the Board.

2.) Candidate Submission Guidelines – It is proposed that specific guidelines are developed so that the candidates submit similar documents supporting their nomination (relating to Section 3 below). Procedural question: Should we ask the Nominating Committee to create the guidelines for us to vote on? Should this become a Policy and/or a Bylaw change?

Section 3. Each nominee shall provide supporting documentation consisting of acceptance and goals statements, a photograph, and a brief biography or résumé. The Nominating Committee shall prepare the documentation for distribution to the members.

Discussion regarding Candidate Submission Guidelines: It was agreed among the board that the Nominating Committee should create Candidate Submission Guidelines. The board would then vote on those.

3.) EB approve/accept Nomination Committee slate of candidates - this will probably be resolved by the development of more specific candidate submission guidelines, so I am thinking to leave this discussion alone. Agree?

Discussion regarding Nomination procedure: It was suggested that new candidate submission guidelines will not resolve the issue of the Board approval/acceptance of the slate of candidates. The process needs checks and balances and the Board should have more than a rubber-stamping role in the creation of a slate of candidates. There is concern that one single body in ARLIS/NA has so much power in this decision for everyone else. We want to develop the process so that there is a fair process of electing members to office.

It is hoped that by implementing an equal submission of materials from the candidates the Board is better able to review all equally. It was agreed that the submission guidelines must be unambiguous and detailed. By formalizing the process, clarity is brought to it. This will hopefully also clarify the role of the committee and the nature of its communication with the board.

It was pointed out that the process is now not truly an electoral process, but rather a selection process with an electoral procedure. Should the Nominating Comm. be called the Appointments Committee, as that more accurately reflects their work?
That would take us from the misleading impression that this is an electoral process.

Yes, it is not a true electoral process, but the Board (and Nominating Comm.) do represent the membership. Several agree with the idea that there do need to be checks and balances built into the nominating (or appointing) process. There was a suggestion that the board be informed informally which candidates are being considered for nomination and could then have an opportunity for questions or concerns early in the process. This also gives the board a chance to comment on the proposed candidates before the formal membership period for commentary. Any concerns of the Nominating Committee could be addressed right away. Concern about any ‘informal’ communication between the Board and the Committee was raised. Most important is that the process be clear and that procedures be consistently applied. The possibility that the board may reject a recommendation is slight, but has to be kept open.

4. TX-Mex Chapter Membership/Affiliation Issues
Elizabeth Schaub brought forward the issue of non-ARLIS/NA members in the Texas-Mexico Chapter and asks for advice on what role the Board can play to guide the chapter.

“Here is a recent exchange related to the quandary chapters will find themselves in as they adhere to membership bylaws in the wake of the affiliation agreement.

Right now, the TX-MX chapter has members who are not members of ARLIS/NA. I know in the future that it will be incumbent upon the chapter to confirm that members are in good standing with ARLIS/NA before accepting membership at the chapter level. However, it might be helpful for the Board to put forth a set of guidelines for chapters to follow when confronted with this scenario. Another point to ponder: What will HQ's role be, if any, in addressing this issue in order to help promote membership at the NA level and how that relates to chapter membership?”

Discussion regarding TX/Mex Chapter affiliation issues: All were reluctant to ask the Chapters to police their members, making sure that they are ARLIS/NA members before they can be Chapter members. At the time of conference registration, we can check affiliation in order to assign the correct rate for registration. The membership list isn’t necessarily accurate enough. Local chapters should do what they can to encourage ARLIS/NA membership. They could also provide an affiliation category (such as the NY Chapter “Friends of ARLIS/NY” group). One board member suggests that we could provide wording that all chapters could follow, so that there is consistency in the way this is addressed.

Another suggested that the Chapters Council could address this – noting that there is a fine line between the Board telling the Chapters what to do and leaving them to address as they see fit. We could offer tips, but not require that all follow the same form. Something for the Chapters Coordinator to think about.

Schaub suggests that every chapter needs to include on their membership form:
1) A list of all membership categories including a non-ARLIS/NA membership category if the chapter opts to provide one.
2) A clearly stated list of privileges each category of membership allows.
3) A place for the chapter member to indicate on the form their level of membership (ARLIS/NA and/or local).
Regional Representatives could work with the Chapters and the Chapters Coordinator to ensure these modifications occur. But we agree that ARLIS/NA will not hold the Chapters accountable if members do not choose to sign up for ARLIS/NA.

**Action Item 12:** Cooney will create some guidelines for the Chapters to use (or not) following Schaub’s suggestions. **Deadline: July 30**

5.) **Meebo**
We will test Meebo next week to see if it is a viable means of meeting. More information about joining will follow during the week.

Approved: 9/17/07
Submitted: Rebecca Price, ARLIS/NA Secretary