



## Michigan Library Association Board of Directors General Board Responsibilities

### Introduction

As a member of the Michigan Library Association (MLA) Board of Directors, you agree to support the work of Michigan Library Association and provide mission-based leadership and strategic governance. While day-to-day operations are led by MLA's executive director, the Board-Executive Director relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Also, as a member of the Board of Directors, you have a legal responsibility to protect the organization's assets by overseeing its financial activities and implementing "best practices" to protect the organization.

### Composition of the Board of Directors

The Michigan Library Association's Board of Directors consists of thirteen (13) voting Directors and three (3) non-voting, Ex-Officio Directors. The ex-officio positions are held by the State Librarian of Michigan, the past-president of the Michigan Association for Media in Education (MAME), and the Michigan Library Association Executive Director. Voting Directors hold their positions for three (3) years.

The officers of the MLA Board of Directors and the Executive Director make up the Executive Committee. The officer positions include: President, Past-President, President-Elect, and Secretary/Treasurer.

### Board Member Terms and Meetings

More detail regarding board member terms and positions can be found in the Michigan Library Association's By-laws. The information provided below is a general overview.

Michigan Library Association's board members will serve a three-year term. Board meetings will be held quarterly. Executive Committee meetings will be held the month prior to the Board meetings or when deemed necessary by the MLA President.

### Board Member Responsibilities

As a member of the Board of Directors, you will provide leadership to the Michigan Library Association. The MLA Board of Directors will support and sustain the work of the Michigan Library Association, and provide governance, leadership and strategic oversight. Specific responsibilities include:

- Serving as a trusted advisor to the Executive Director as they develop and implement Michigan Library Association's strategic plan

- Reviewing outcomes and metrics created by Michigan Library Association for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board meetings
- Approving Michigan Library Association's annual budget, audit reports, 990 tax form, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Contributing to an annual performance evaluation of the Executive Director
- Assisting the Executive Director and past board chair in identifying and recruiting other board members
- Partnering with the Executive Director and other board members to ensure that board resolutions are carried out
- Serving on committees or workgroups and taking on special assignments
- Representing Michigan Library Association to stakeholders; acting as an ambassador for the organization
- Develop and maintain relationships with members, partners, vendors, funders, and other stakeholders
- Review outcomes and metrics created by MLA for evaluating its impact, and regularly measure its performance and effectiveness using those metrics

## **Fundraising**

Michigan Library Association board members will consider MLA a philanthropic priority and provide assistance to the Executive Director in carrying out this priority.

## **Board Member Qualifications**

This is an opportunity for an individual who is passionate about MLA's mission and who possesses the skill sets needed on the Board. Ideal candidates will have the following qualifications/skills:

- Extensive professional experience with significant leadership accomplishments
- A commitment to and understanding of MLA's mission and guiding principles, preferably based on experience
- Diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- Personal qualities of integrity, credibility, and a passion for improving the lives of MLA's members
- Leadership, Organizational Development, Change Management, Financial, Human Resources, Fundraising, and Legal experience contribute to a well- rounded Board.

Service on Michigan Library Association's Board of Directors is without remuneration.

## **Fiduciary Duties**

As a board member, your fundamental role is to oversee the implementation of the Michigan Library Association's mission. This includes exercising your fiduciary duty to ensure that the association's financial resources are effectively managed and sufficient to assure the association's long-term financial sustainability.

Exercising fiduciary duty incorporates three basic duties: the duties of good faith, loyalty and care.

### **Duty of Good Faith**

The **duty of good faith** requires that you act in good faith, in a manner that you reasonably believe to be in the best interest of the association. This duty requires officers and directors to act in accordance with the organization's articles of incorporation, bylaws and other governing documents, as well as all applicable laws and regulations.

### **Duty of Loyalty**

The **duty of loyalty** requires faithfulness to the association. This means that officers and directors must give undivided allegiance to the association when making decisions affecting the association. In other words, officers and directors cannot put personal interests above the interests of the association. Personal interests may include outside business, professional or financial interests, interests arising from involvement in other organizations, and the interests of family members, among others. Officers and directors should be careful to disclose even *potential* conflicts of interest to the board of directors, and should recuse themselves from deliberation and voting on matters in which they have personal interests. For pervasive and continuing conflicts - such as a director of the association concurrently serving on the board of a competing association - resignation from the individual's association leadership post or from the outside conflicting responsibility may be required. Officers and directors can have business dealings with the association, but such transactions must be subject to considerable scrutiny. In such event, officers and directors must fully disclose any personal interests to the board of directors, and the terms of any transaction must be fair to the association. In addition, state nonprofit corporation statutes frequently provide specific procedures for dealing with transactions in which officers or directors have conflicts of interest.

### **Duty of Care**

The **duty of care** requires that you exercise due diligence in the oversight of corporate officers, seeking and reviewing all necessary information in order to make informed decisions.

As a board member exercising the **duty of care**, you should:

- Regularly prepare for and attend board meetings
- Read all the information provided to you
- Actively participate in board discussions, exercising independent judgment in decision making
- Ask questions so that you have a complete understanding of the organization's financial picture
- Review your organization's *Form 990* prior to filing
- Adopt and implement appropriate financial governance policies to protect your organization
- Understand the impact of various revenue and fund development approaches on your organization's financial health
- Understand the roles of the board treasurer and the executive committee and actively participate in identifying and recruiting qualified board members to fill those roles.