

The Michigan Library Association (MLA) board of directors is an elected body that holds the association in trust for members past, present and future, with a guiding principle of leaving the association stronger at the end of each member's term than it was at the beginning. The board's responsibility is to see that the executive director manages MLA in a manner that responds to the expressed needs of members and their anticipated needs in the future. The board follows a strategic governance model of operation.

Operational responsibilities:

Board members *should*:

- Determine the association's mission, goals, objectives, strategies, priorities, policies, activities and desired outcomes
- Complete an annual evaluation of the board to assess its progress, recognize success and learn from mistakes
- Secure resources sufficient for the activities of the organization through membership recruitment and retention, profitable professional development, sponsorships and fundraising
- Act as an ambassador for MLA to the greater library community
- Establish fiscal policy and monitor budget performance on a regular basis
- Review an annual independent audit of the association's financial position
- Select, evaluate, appoint and, if necessary, terminate the executive director
- Ensure that the association's bylaws are being followed
- Follow the protocols expected of any other member to propose ideas or resolve conflicts
- Serve without compensation and expect to pay membership dues and registration fees

Board members *should not*:

- Engage in the day-to-day operation of the organization
- Make detailed programmatic decisions more appropriately left to staff
- Make any commitment of MLA staff or financial resources except with the prior authorization of the executive director
- Make any offer or commitment to allow exceptions to policies
- Handle grievances of staff members

Accountability:

Board members *should*:

- Attend board meetings and respectfully offer to resign if circumstances, unless highly unusual, preclude participation for more than two sequential months
- Be familiar with the association's mission, goals, objectives, programs and services
- Indicate at the start of each board meeting that all materials provided in advance have been read to ensure active, informed participation
- Participate in decision-making and ask questions if something is not clear or potentially no longer relevant such as a policy or practice
- Keep confidential information confidential including anticipated future actions or plans
- Understand the budget, budgeting process and financial situation of the association
- See that the association maintains a good financial standing
- Be certain the association is fulfilling all aspects of its 501(c)(3) status as well as following all applicable laws
- Ensure the association keeps a permanent record of all official board actions
- Avoid conflicts of interest and disclose any should they arise
- Monitor the library community and professional image of the association

Board members *should not*:

- Re-voice opposition or criticism, either publicly or privately, after a decision is made by majority vote of the board
- Allow cell phones to interrupt board meetings
- Speak out of turn or engage in side conversations
- Use computers or other devices for texting, e-mail, gaming, etc.

Other responsibilities:

Board members *should*:

- Attend the MLA annual conference and at least one other workshop or event and be visible and accessible to talk to members
- Encourage others to join the association
- Contact lapsed members to renew their memberships
- Encourage others to respond to the annual call for volunteers and to attend MLA conferences and workshops
- Encourage and thank vendors for exhibiting at the annual conference
- Recognize, thank and encourage committee and workgroup volunteers on a regular basis
- Serve in at least one other capacity, as requested, in addition to being a board member, such as an officer or a member of a task force
- Nominate at least one library professional for the board as part of the call for nominations
- Set an example for others by giving through the fundraising options available to members

Code of Conduct:

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Board members must have loyalty to the association, unconflicted by loyalties to staff, other organizations, and any personal interest as a member of the association.
2. Board members must avoid conflict of interest as outlined in the MLA Board of Directors Conflict of Interest Policy.
3. Board members may not attempt to exercise individual authority over the association.
 - a. Board members' interaction with the executive director or with staff must recognize the lack of authority vested in individual board members except when explicitly board-authorized.
 - b. Board members' interaction with association membership, the public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - c. Board members must distinguish clearly in their official statements between their personal philosophies and attitudes and those of the association. They must acknowledge and support the formal position of the Board even when they personally disagree.
 - d. Board members will not use their board position to obtain employment or influence hiring decisions in the organization. Should a board member apply for employment, he or she must first resign from the board.
4. Board members shall refrain from accepting during their term of office any form of compensation from MLA for any purpose whatsoever, including, but not limited to fees for speaking at an MLA event, fees for consulting, scholarships, and monetary or other awards (except in the case of awards specifically intended for active leaders). This excludes reimbursement of expenses paid by MLA to the board member for expenses associated with MLA business.
5. Board members will respect the confidentiality appropriate to issues of a sensitive nature. They will not disclose confidential information that might be adverse to the interests of MLA and shall not disclose or use information relating to the business of MLA for personal profit or advantage.
6. Board members will be properly prepared for board deliberation and are expected to participate in all board meetings, unless otherwise excused.

7. Board members will share expertise and special knowledge of the external environment and agree to serve in an appropriate way on committees and task forces.
8. Each board member shall be required to review annually a copy of this policy and to acknowledge in writing that he or she has done so.

It is in the best interest of Michigan Library Association (MLA) to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the MLA identify situations that present potential conflicts of interest and to provide MLA with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in MLA's operations.

1. **Conflict of Interest Defined.** In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:
 - a. A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with MLA for goods or services.
 - b. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between MLA and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 - c. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with MLA.

Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of MLA.

2. Definitions.

- a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- b. An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of MLA or a major donor to MLA or anyone else who is in a position of control over MLA who has a personal interest that is in conflict with the interests of MLA.
- c. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- d. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- e. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to MLA is not a Contract or Transaction.

3. Procedures.

- a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.

- e. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
- f. Interested Persons who are not members of the Board of Directors of MLA, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect MLA's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the Chair or the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

- 4. **Confidentiality.** Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of MLA. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of MLA for their personal profit or advantage or the personal profit or advantage of their Family Member(s).
- 5. **Review of policy.**
 - a. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
 - b. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to MLA. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
 - c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers

Directors have fiduciary duties of loyalty and care; this includes refraining from disseminating information to others that could harm the Michigan Library Association (MLA) and the interests of its stakeholders. Directors must keep sensitive matters confidential. Accordingly, Directors agree to keep confidential, during and after their service on the Board, all sensitive information pertaining to the Association. This commitment to confidentiality includes, but is not limited to:

- Strategic and financial information and plans
- Contracts with vendors
- Executive Director's performance evaluations
- Risk management/litigation
- Market and competitor's analyses
- Contract terms for the provision of services
- Analyses/recommendations regarding pending mergers, acquisitions and disposition of major assets

It is the policy of Michigan Library Association (MLA) that directors may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with MLA to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom MLA has authorized disclosure. Directors shall use confidential information solely for the purpose of performing services as a Director. This policy is not intended to prevent disclosure where disclosure is required by law.

Directors must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, Directors should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks or otherwise in plain view.

Directors understand and agree that during their service they may obtain information and documents which is confidential and/or privileged and proprietary in nature and which must be kept confidential both during and after their term of employment or service. At the end of a Director's term in office, he or she shall return, at the request of MLA, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession. Additionally, Directors are not allowed to use, forward or copy any information to be used for purposes other than those directly related to the work of MLA during and after their service.

The President of the Board is responsible for identifying sensitive topics that should remain confidential and for addressing infractions of confidentiality by individual Directors. Breaches of confidential information are subject to disciplinary action up to and including immediate removal through means specified in the Bylaws.

PURPOSE

The Michigan Library Association expects its directors, officers, staff and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Michigan Library Association, we are obligated to practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

The Whistleblower Policy of the Michigan Library Association encourages directors, officers, staff and volunteers to come forward with credible information on illegal, unfair or unethical practices or serious violations of adopted policies, specifies that we will protect the person from retaliation, and identifies how information can be reported.

POLICY

Encouragement of Reporting. “Wrongful Conduct” is defined in this Whistleblower Policy to include: a serious violation of the Michigan Library Association policy; a violation of applicable state and federal law; or the use of the Michigan Library Association's property, resources, or authority for personal gain or other non organization-related purpose except as provided under the Michigan Library Association policy. This definition of Wrongful Conduct is not intended to be an exclusive listing of the illegal or improper activity encompassed by the Whistleblower Policy. Rather, the Whistleblower Policy is intended to serve as a means of reporting all serious improprieties that potentially impact the integrity and effective operation of the association. The Michigan Library Association encourages honest complaints, reports or inquiries about “Wrongful Conduct.”

Protection from Retaliation. The Michigan Library Association strictly prohibit retaliation against directors, officers, staff or volunteers who in good faith make complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Michigan Library Association reserves the right to discipline parties who make bad faith or knowingly false complaints, reports or inquiries or who otherwise abuse this policy.

Reporting Wrongful Conduct. The Michigan Library Association encourages its directors, officers, staff and volunteers to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Any director, officer, staff or volunteer may report Wrongful Conduct to the Executive Director or the President of the Board of Directors. If the Wrongful Conduct implicates one or both of the Executive Director or the President of the Board of Directors, or if the reporting individual is not comfortable speaking with or not satisfied with response of the foregoing individuals, the issue may be reported to any member of the Board of Directors.

Acting in Good Faith. Anyone filing a complaint of Wrongful Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates Wrongful Conduct. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality. Written reports of Wrongful Conduct or suspected Wrongful Conduct may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of Wrongful Conduct or suspected Wrongful Conduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Wrongful Conduct. The Michigan Library Association Executive Director or a representative of the Board of Directors will promptly notify the complainant and acknowledge receipt of the reported Wrongful Conduct or suspected Wrongful Conduct, unless such report was submitted anonymously. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.



Agreement Covering MLA Board Policies and Conflict of Interest Declaration

I have reviewed, understand, and agree to observe MLA's Board Policies inclusive of:

- Board of Directors Code of Responsibility and Conduct Policy
- Conflict of Interest Policy
- Confidentiality Agreement
- Whistleblower Policy

To the best of my knowledge and as I have declared below, these are my known conflicts of interest. Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between MLA and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____
2. _____
3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of MLA.

I have read these documents and have submitted the information concerning any conflicts of interest above, and understand the commitments required of me and will adhere to all policies as established by the Michigan Library Association.

Name

Signature and Date

Current Employer