

YALSA Board of Directors ALA  
Annual Meeting, Washington, D.C.  
June 20 –25, 2019

**Topic:** Update to YALSA Board Member Contract

**Background:** The current YALSA Board Member Contract was approved by the Board of Directors on January 16, 2010. Since then the Board’s work has evolved to include more year-round governance discussions and decision-making by board members. Sandra Hughes-Hassell has provided the following information, including an updated Board Member Agreement for the board's consideration.

**Action Required:** Consent

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**Proposal:** To update the current board member agreement to better align it with the year-round nature of the governance work required of YALSA Board members and to better reflect the time commitment involved in serving as a YALSA Board member.

**Current Board Member Contract**

**YALSA Board Member Contract**

I, \_\_\_\_\_, understand that as a member of the Board of Directors of YALSA, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals as stated in the strategic plan. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. As part of my responsibilities as a board member:

1. Serve my full term on the board, understanding that Directors-at-Large serve three-year (36 month) terms on the board. Board Fellows and Ex-Officio members serve one-year (12 month) terms.
2. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson and role model.
3. In turn, I will interpret members' needs and values to the organization, speak out for their interests, and on their behalf, hold the organization accountable.
4. I will attend 100% of Midwinter and Annual board meetings, at least 75% of Board conference calls and at least 50% of e-chats. I will also attend at least 75% of special events held at Midwinter and Annual (Such as, but not limited to Midwinter Joint Membership Reception and the Printz, Edwards, Morris, and Nonfiction Award events.)
5. When not at Midwinter and Annual I will actively promote YALSA by participating in awareness and recruitment activities such as but not limited to holding a local meet-up or staffing a YALSA booth at a state or regional conference.

6. As a visible show of support, I will make an annual personal financial contribution to the Friends of YALSA at a level that is comfortable and meaningful to me. I will also actively support and promote Friends of YALSA fundraising activities.
7. I will excuse myself from discussions and votes where I have a conflict of interest.
8. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
9. I will participate in leadership development opportunities (which may include in-person workshops or webinars) to increase understanding of association governance.
10. I will work in good faith with staff and other board members as partners toward achievement of our goals.
11. If I don't fulfill these commitments to the organization, I will expect the board president to call me and discuss my responsibilities with me.

**The organization is responsible to the board members for:**

In turn, the organization will be responsible to me in the following ways:

1. I will be sent, without having to request them, a monthly management report that allows me to meet the "prudent person" standards of the law. (The "prudent person rule," applied in many legal settings in slightly differing language, states that an individual must act with the same judgment and care as, in like circumstances, a prudent person would act.)
2. Opportunities will be offered to me to discuss with the executive director and the board president the organization's programs, goals, activities, and status; additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working and by offering me opportunities for professional development as a board member.
4. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization. Board members and staff will work in good faith with me toward achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board president and executive director to discuss the organization's responsibilities to me.

Signed by \_\_\_\_\_, Board Member    Date \_\_\_\_\_

and by \_\_\_\_\_, Chair of the Board of Directors

Date \_\_\_\_\_

-Adapted from: <http://www.blueavocado.org/content/board-member-contract>

-Adopted by the YALSA Board of Directors January 16, 2010

***Revised Board Member Agreement with proposed changes highlighted:***

**YALSA Board Member Agreement**

I, \_\_\_\_\_, understand that as a member of the Board of Directors of YALSA, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals as stated in the strategic plan. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. As part of my responsibilities as a board member:

1. I will serve my full term on the board, understanding that Directors-at-Large serve three-year (36 month) terms on the board. Board Fellows and Ex-Officio members serve one-year (12 month) terms.
2. I will serve my full term on the board, understanding that Directors-at-Large serve three-year (36 month) terms on the board. Board Fellows and Ex-Officio members serve one-year (12 month) terms.
3. I will not take on another leadership position on another roundtable or division of YALSA such as, but not limited to, board member in another division or ethnic affiliate, or an officer position of a roundtable.
4. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson and role model.
5. In turn, I will interpret members' needs and values to the organization, speak out for their interests, and on their behalf, hold the organization accountable.
6. I will attend 100% of Midwinter and Annual board meetings, at least 50% of monthly Board chats, and at least 75% of Board conference calls, if applicable to my position. I will also attend at least 75% of special events held at Midwinter and Annual (Such as, but not limited to, Midwinter Joint Membership Reception and the Printz, Edwards, Morris, and Nonfiction Award events.)
7. I will participate in all board work that takes place virtually including, but not limited to, discussion of and voting on board documents, reviewing chair reports, and serving as the liaison to YALSA or ALA committees, and participating on board standing committees.
8. When not at Midwinter and Annual, I will actively promote YALSA by participating in awareness and recruitment activities such as, but not limited to, holding a local meet-up or staffing a YALSA booth at a state or regional conference.

9. As a visible show of support, I will make an annual personal financial contribution to the Friends of YALSA at a level that is comfortable and meaningful to me. I will also actively support and promote Friends of YALSA fundraising activities.
10. I will excuse myself from discussions and votes where I have a conflict of interest.
11. I will stay informed about what is going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
12. I will participate in leadership development opportunities (which may include in-person workshops or webinars) to increase understanding of association governance.
13. I will work in good faith with staff and other board members as partners toward achievement of our goals.
14. If I don't fulfill these commitments to the organization, I will expect the board president to call me and discuss my responsibilities with me.

**The organization is responsible to the board members for:**

In turn, the organization will be responsible to me in the following ways:

1. I will be sent, without having to request them, a monthly management report that allows me to meet the "prudent person" standards of the law. (The "prudent person rule," applied in many legal settings in slightly differing language, states that an individual must act with the same judgment and care as, in like circumstances, a prudent person would act.)
2. Opportunities will be offered to me to discuss with the executive director and the board president the organization's programs, goals, activities, and status; additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working and by offering me opportunities for professional development as a board member.
4. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization. Board members and staff will work in good faith with me toward achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board president and executive director to discuss the organization's responsibilities to me.

Signed by \_\_\_\_\_, Board Member    Date \_\_\_\_\_

and by \_\_\_\_\_, President, Board of Directors

Date \_\_\_\_\_

-Adapted from: <http://www.blueavocado.org/content/board-member-contract>

-Adopted by the YALSA Board of Directors May 2019

### **Rationale**

These changes will better align the Board Agreement with the year-round nature of the work now required of YALSA Board members and will better reflect the time commitment involved in serving as a YALSA Board member.

### **Financial Implications**

Staff time for updating the current Board Member Contract to reflect changes and to putting the contract online.

### **Measuring Impact**

Board member participation in Board duties.

### **Proposed Board Action**

The board moves to adopt the changes as outlined in this document and directs the Executive Director to work with staff to update the current board member contract and post it on the YALSA website no later than June 15, 2019, and to incorporate the board contract into Board Member trainings beginning ALA Annual 2019.

### **Additional Information**

Current Board Member Contract:

<http://www.ala.org/yalsa/sites/ala.org.yalsa/files/content/aboutyalsa/yalsahandbook/boardcontract.pdf>

Duties and Responsibilities of Board Members:

<http://www.ala.org/yalsa/aboutyalsa/yalsahandbook/boardduties>

*Vote Called May 1, 2019: 11 Yes, 3 Abstain. Motion Passed.*