

## **ALSC BOARD OF DIRECTORS MEETING POLICY (Approved by the ALSC Board July 2024)**

### **PURPOSE**

The ALSC Board of Directors is responsible for determining the strategic direction of the association, and as such, meetings of the Board and Executive are required to ensure the business of the association is regularly monitored, updated, and approved as required. These procedures guide the regular work of the Board and the Executive throughout each year and ensure decorum and effective conversations and actions within the space of Board meetings, whether in person or online.

### **PROCEDURES**

#### **Governance Style**

ALSC Board meetings are conducted according to the most recent version of *Robert's Rules of Order*, specifically the *Rules for Small Boards*, unless another policy within ALA and/or ALSC supercedes a given procedure within Robert's Rules. The *Rules for Small Boards* follow the same basic principles but allow for flexibility in cases related to general discussion and procedures for motions and amendments, and no member is required to rise from their place in order to speak or be recognized.

The President chairs Board meetings, unless designates the Vice President to do so (such as in cases where the ALSC President has been asked to represent ALSC at a prominent ALA meeting or program).

#### **Board Member Expectations**

Board members are expected to come prepared for discussion, having read all documents and thought about items on the agenda ahead of time.

Committee Chairs, Task Force Chairs, and Priority Group Consultants will be expected to come before the Board to present completed projects, issues that need resolution, and/or recommendations for action.

Board members must honor start and finish times; if warranted, meetings can be extended with consensus.

The President will suggest time limits for significant discussions and remind the Board when a vote is necessary to extend the time limits.

#### **Meeting Formats**

In-person and online meetings of the Board of Directors and the Executive are the primary means by which the strategic direction of the association is determined.

#### **Schedule of Meetings**

Regular meetings of the Board are held via Zoom and face-to-face at ALA Annual Conference. In between conferences, the Board and Executive meeting schedules are determined by the President and Executive Director in consultation with staff and other relevant parties. Meeting schedules will be posted to ALA Connect and the ALSC Website as early as possible.

#### **Open Meetings Policy**

In accordance with ALA Policy A.7.4 Regulations and Guidelines: Conferences and Meetings -- 1. synchronous meetings must be held in accordance with ALA's Open Meeting Policy 2. Board work that is conducted asynchronously between monthly meetings is not considered a meeting but is necessary to handle timely items and also to facilitate prep work or follow-up activity for agenda items at meetings that require additional discussion, questions, or research. As part of ALSC Board responsibilities, all Board members are expected to participate and contribute to the asynchronous board work held on ALA Connect so that decision-making is made with quorum (majority representation) and diversity of thought. Action taken during the asynchronous board work will be confirmed in the consent agenda at the next scheduled Board meeting.

ALSC or ALA members may sit in on a Board meeting at a conference; the ALSC Board's ALA Connect space is also available on a read-only basis to all ALSC members. The President, as Chair, may recognize a member to

speak during a board meeting (in-person or synchronous online). The Board will provide, at the conclusion of the membership meeting, which takes place during the ALA Annual Conference, an opportunity for ALSC members to speak. Occasionally, in cases where an individual's privacy is at stake (such as when the Board is discussing the performance of the Executive Director), Board meetings are held in Executive Session, which means closed to everyone except sitting Board members. In some cases, staff may be invited to stay.

### **Meeting Materials**

Informational and action agenda items are posted on ALA Connect prior to meetings. Notice is sent out on the ALSC Board's ALA Connect space once the agenda and supporting documents have been posted. It is the responsibility of each Board member to read the information prior to Board meetings and to bring all printed materials to in-person meetings. The ALSC Office circulates minutes following meetings, and they are approved by the Board at the next scheduled meeting. Minutes of the Executive Committee are approved by the Executive Committee; minutes of the full Board are approved by the full Board. Board minutes are posted on the ALSC website.

### **Voting**

Voting may occur in a number of contexts, including in person at a conference, via Zoom or a similar synchronous online platform, or via ALA Connect/Email in an asynchronous context. Any actions taken in an asynchronous context are not conducted as a normal meeting and results of any asynchronous votes will need to be ratified at the next regular Board meeting for the record.

As indicated in *Robert's Rules of Order*, the Chair/President, as a member of the Board, may suggest motions and vote in accordance with the rules, so long as they maintain impartiality during discussions and do not attempt to sway the will of the Board.

#### ***In Person and Online (face-to-face)***

Motions are made by Directors or Officers and recorded in the minutes. The Chair then calls for a second, and provided the motion is seconded, a vote is taken with the majority of votes in favor or opposed determining the result. For in person meetings, a raising of hands will indicate the Director's position as the Chair calls for recognition of those in favor and then those opposed.

For Online votes, the Chair may choose to have Directors raise hands as they would with an in-person vote, or they may choose to have directors indicate their vote in a chat function using "Aye/Yes" or "Nay/No." The Chair will then state the outcome of the vote and will remind the Board of any relevant action items associated with the motion. Any and all action items may be initiated thereafter if the motion is approved.

#### ***Asynchronous***

Board members will also be expected to participate in online discussions and voting in between conferences. These asynchronous votes do not constitute a meeting and will not be conducted as such.

The President will send out a communication providing context and relevant documentation via ALA Connect and/or Email, calling for a mover and a seconder, and indicating a timeline for completion of the vote.

All subsequent communications will be sent via "reply all," with a Director indicating that they move the motion, followed by a Director indicating that they second the motion. Each Director will then vote either in favor or against the motion replying to all. Once all Directors have voted or the timeline has passed, the Chair will then state the outcome of the vote and will remind the Board of any relevant action items associated with the motion.

Staff will then draft and include in the consent agenda for the next board meeting the Board Actions Passed Electronically document for ratification, and any action items can be initiated in the interim if the motion has been approved.