

**YALSA Board of Directors Meeting
ALA Midwinter Meeting, Seattle
January 19-24, 2007**

Topic: Ad-hoc Committee Report on Board Structuring

Background: This committee was formed with the purpose of exploring the concept of creating an intern, secretary, and/or parliamentary position. At the Annual 2006 Conference the Board discussed these ideas at some length and directed the President to establish a group to review the matter further. The committee discussed these questions and came up with the following recommendations for the Board's consideration.

Action Required: Action

We are in agreement that a Secretary position be added to the Board of Directors *and* a Member-at-Large position be created.

Secretary

- Voting member of the Executive Board
- Term of 2 years
- Elected
- Duties to include keeping minutes of Board and Executive Board meetings

Member-At-Large

- Appointed to a two year term, at which point this position would be reviewed to evaluate term length and whether or not the position should continue to be appointed versus elected
- Voting member of the Board
- Duties to include making sure Board meetings follow parliamentary procedure

Concerns Addressed:

- One concern discussed often was the potential for a tie vote. We decided that if there is a tie, that would show the need for more debate and maybe a new vote. We have had even numbers of voters before when Board members were absent or had to recuse themselves from a vote.
- Adding two new positions will increase representation for our members, which we definitely need now that our organization is so large.
- Delegating parliamentary procedure monitoring to the member-at-large will free the Secretary to focus on recording meetings.
- The member-at-large position was created to satisfy the need not only for parliamentary purposes, but also to create a position that a newer YALSA member could fill.

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- Cost was also a major consideration. By having the member-at-large be on the Board, but not the Executive Board, YALSA is only having to pay for one new person at the Fall Exec Meeting (the Secretary.) This additional expense will cost YALSA approximately \$1100-1400 per year. We believe it is important for the Secretary to be a member of the Exec Board to maintain consistency with the formal documentation of Board decisions and meetings. Also, it would defeat one of the main purposes of creating the Secretary position (so that YALSA staff no longer need do this) if the Secretary were not at Executive meetings.

Committee Chair: Sarah Cornish Debraski

Committee Members: Christine Allen, Nick Buron

Size of the Board

The ideal size of a board is likely to be different for each board. One size does not fit all. Each board needs to define its optimal capacity at any given time.

Determining the best size for the board

In order to determine the best size for a board, the board should start by asking itself what it needs to accomplish. Optimal board size may vary according to the board's life cycle, its mission, its fundraising requirements, and whether it is a national or a local board.

In most states the laws dictate the minimum size for nonprofit boards. Usually it is three, but in some states only one board member is required. Some boards function under a representational mandate where their composition needs to reflect the constituency. Such a mandate can create the pressure for a larger board. As large groups often have an effect on productive communication, group dynamics may become a criterion in structuring the board.

Common characteristics of large and small boards

Large boards: Pros and cons

Having a larger board often allows for a greater number of people to more easily manage the board's workload. In addition, fundraising can become less of a burden when the responsibility is divided among its many members. And, the more people on the board, the more perspectives that are represented.

In contrast, the bigger the board, the harder it can be to engage every board member in a meaningful activity, which can result in apathy and a loss of interest. As board meetings get bigger and bigger, it may be more difficult to create opportunities to have interactive discussions among members. There can also be a tendency for the board to form cliques and core groups, which can lead to the deterioration of the board's overall cohesion. The bigger the board, the greater the danger of losing board member's individual accountability. And scheduling meetings could also be more difficult when accommodating lots of busy personal schedules.

Small boards: Pros and cons

With small boards, communication and interaction can be easier thus allowing board members to get to know each other better as individuals. As each member has the opportunity for more regular and meaningful involvement in board activities, the potential for job satisfaction exists. With fewer people to do the work, it is more apparent that every person's participation counts.

However, smaller boards may experience burnout. The heavier workload and fundraising duties can become a major burden on the shoulders of only a few. Important opinions or points of view also might not be represented.

Average board sizes

Remember that every board is different. Average figures only reflect what exists, not a recommended norm. Newly-formed boards often start cautiously with a small number of members, and expand as an organization becomes more established and its programs and services diversify. It is common to encounter large boards in older, more institutionalized organizations where a principal role of the board members tends to be fundraising. Small community-based nonprofits are often governed by a few devoted volunteers. A recent BoardSource survey found that, among those nonprofits who responded, the average size of the board is 17, the median 15.

Regulation of size in the bylaws

Normally, the size of a board is determined in an organization's bylaws. It is wise to set a guideline within a certain range, not an exact number, so that an unforeseen situation does not force the board to contradict its bylaws. Term limits and constant recruitment can help to secure a continuous balance. Some boards find it important to have an uneven number of members to avoid a tie vote, however, this can be managed by the chair abstaining from a vote or casting the determining tie breaking vote.

Resizing

Structural factors, including size, can have consequences on the board's efficiency. Downsizing or increasing the size may eliminate some road blocks, but the board's core problem may lie elsewhere. Before restructuring the board, it may be wise to search elsewhere for reasons of malfunction. Is there a lack of commitment or lack of leadership? Involving outsiders in committees, task forces or advisory groups is another way to benefit from skills and perspectives without actually changing the board's size. Executive committees may also facilitate the functioning of a larger board.

References

- Robert C. Andringa and Ted W. Engstrom, *Nonprofit Board Answer Book* (BoardSource 2001).

Accessed at <http://www.boardsource.org/Knowledge.asp?ID=1.242>

Q: Do we have to have a secretary of the board?

A: What's in a name? Whether a board needs a secretary position is primarily determined by legal regulations and the board's internal culture. Before creating the position, check your state laws to determine what and how many officer positions are required. (Visit the attorney general's Web site for starters.) Then, review your bylaws, which must concur with state laws and your articles of incorporation. Remember, the organization must be in compliance with your bylaws, but the board still has the power to change clauses in the bylaws.

In determining whether you need a board secretary, you must consider what responsibilities that person carries out. Each officer on the board should have a job description or some other list of duties that accompany his or her position. Generally, board secretaries are responsible for maintaining meeting minutes and other board records, and notifying board members of meetings. Board officers are expected to be exemplary board members. So, the board secretary sits in a seat that implicitly assumes a greater burden of responsibility.

In practice, many so-called secretary tasks are delegated to a staff member, often someone in the chief executive's office. The board secretary's job then becomes ensuring that these tasks get done. For example, a staff member might take notes during all board meetings, draft the minutes, and work with the chief executive and board secretary to finalize them. This allows the board secretary to play an active role in board meeting discussions without being distracted by note taking, and it can help ensure more efficient and timely record keeping.

Increasingly, nonprofit leaders are restructuring officer positions, both to streamline the board and to reflect reality. The role of board secretary is frequently combined with that of the treasurer, and responsibility for meeting minutes and records is then regularly handled by staff. Because of conflicts of interest, the board chair cannot also fill other officer positions.

Decisions about keeping a board secretary position must also take into account other duties of the secretary, such as participation in the executive committee, if one exists. In weighing the value of having a board secretary, you should ask yourselves what is expected of the position. What duties are currently assigned to the secretary, according to the bylaws? How might they be better handled?

References

- Charles F. Dambach, *Structures and Practices of Nonprofit Boards* (BoardSource 2003).
- D. Benson Tesdahl, *The Nonprofit Board's Guide to Bylaws* (BoardSource 2003).

Accessed at <http://www.boardsource.org/Knowledge.asp?ID=1.804>