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HELIN Policy Governance Manual

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HELIN
Policy Governance Manual

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Preface

This document presents the governance model for HELIN, tailored to its aims and priorities.

There are four audiences for this governance model:

- The HELIN board of directors, including new board members as part of their board orientation.
- The HELIN Executive Director and HELIN office staff
- HELIN library staff who report to their library directors

I. Mission and Goals

Mission: Continually develop and sustain cooperative initiatives to enhance library collections, systems and services for all member institutions.

Goals:

- Make the user's needs central to the provision and delivery of services by HELIN member institutions
- Be the library of the future in both storing and accessing knowledge; blend the best of library traditions with the use of new technology tools
- Create efficiencies and reduce redundancies in collection services with a focus on centralized cataloging and cooperative collection development
- Resourcefully deliver professional development opportunities to library staff to meet the changing demands of the information age
- Create, implement and continually refine the model for HELIN policy governance
- Use task forces and work groups to make the organization strategic in delivering results and achieving priorities.

The mission and goals serve as the "outcomes" against which the board designs and thus pursues all initiatives.

II. What Is Governance?

Governance is exerting influence to ensure good order within an organization and to carry its mission into the world. Governance is about defining the mission, revisiting it and, if necessary, redefining it. Governance is about shaping a policy-level agenda for work and demanding that directors serve the best interest of the public trust via external stakeholders.

Governance is distinct from operations/management. The rule of thumb is that a board governs by establishing high-level policy, and the staff, usually meaning the executive director, manages the execution of board-set policy. How this initially occurs and how roles are defined is drawn from the organization's design. Yet, the most effective way to clarify the distinctions, in reality, is through experiencing the continual creative tension inherent in the differences between governing and managing.

Governance focuses on the organization's performance and the external environment in which the organization must do its business. The intent of governance is never to get involved with the internal operations. Rather, the focus is on scanning and analyzing the external environment which helps to move the organization forward and monitors key results.

Management is the executive director, who holds a dual focus: internal and external. Internally, management is the keeper of shaping the workplace culture, structure, and the key systems for serving customers and generating reports. Externally, the executive director anticipates the implications of the constantly changing conditions of threats and opportunities and the impact of those conditions on the work of HELIN.

The Board is the Keeper of the Public Trust and Mission

A not-for-profit board, HELIN must know in whose interest it acts. The answer is always the stakeholders in the community, who provide the context of the organization. A not-for-profit corporation must uphold the trust of the public who bear the cost of tax-exemption to a not-for-profit. Contrary to business corporations, a not-for-profit does not own the money that passes through the till; members of the Board serve as trustees of the money received and spent. This trusteeship puts the board in the fiduciary and legal role of being accountable to the public. This is what the IRS monitors in both granting of a tax exemption and the yearly reporting on a 990 tax return.

A well-crafted mission translates into a public cause to champion and stirs passion in people. A board governs best by stating and controlling the core ideas and values that define the cause. A vibrant mission yields shared convictions and alignment among the directors on the board.

Setting Governance Policy…. Defined

Some experts distinguish governance and management by saying, "The board sets the policy, and the executive director implements the policy." This is not distinctive enough. Managers set policy every day, so it is essential to specify who sets which type and level of policy. The directors are the authors of policy statements that relate to the governing function. Such statements serve to guide, but not box-in the executive director when implementing the policy.

Management thinker, Peter Drucker, warns that the pure policy-setting role of a board is a false icon. Rather than focusing on policy formulation in a vacuum, which can drop into a dialogue of decreasing clarity, Drucker suggests that a not-for-profit board and management focus on organizing the work to be done. His/her point is that to effectively

delineate the roles of board and management, it must be stated clearly who does what work and who is accountable for what results. In this way, the honing of policy is drawn from the specific experience of sorting out the work and the results and not generalized or "brought in" from a director's experience on another board.

The responsible board defines "what", "for whom", "at what cost", and delegates to the executive director and his/her team the "how" and the ceaseless grappling with minutiae. John Carver has evolved a progressive governance model that has the board executing a policy governance role. Carver says the board of directors defines the major outcomes. The board also defines any constraints or limitations the executive director will be held accountable for, in pursuit of the outcomes. In turn, the executive director pursues the outcomes within the limitations by any means chosen.

Caution: boards tend to move in and fill management voids. The executive director and his/her staff must seek to leave no voids; but if they do occur, management should have a plan to fill them quickly.

The Board Is Accountable for Results

A not-for-profit organization is in business to perform, to produce outcomes for the defined public good based on the resources at its disposal. Using resources without producing results violates the public trust the board is charged with upholding.

Outcomes are measures of success that vitally affect organizational performance. These outcomes are the declared measures inherent in the strategic choices the board has made. Results are formulated at several levels, starting with a results- oriented mission/purpose (the basic definition of the organization's business.) The purpose statement answers four questions: what is provided, to whom, for what timeless outcome, and within what boundaries? When outcomes emanate from the top, via purpose, it is easier for the board to set them.

Boundary Setting … The Board/Executive Director Dynamics

The board's first boundary-setting activity is making strategic choices. Each choice must be translated into an outcome for the executive director to complete. In this way the board prescribes first the outcomes, (the key results), and then any constraints or non-permissible actions for the executive director as he/she achieves the outcomes.

The board’s second boundary-setting activity is to publicly establish philosophical or geographical limits for an executive director’s actions. The board must then ensure that the executive director has an explicit strategy for maneuvering within those boundaries. The executive director, in turn, is accountable for animating the core values of the organization, implicit in the public mission, and for pushing hard against the board-set boundaries, knowing that said boundaries are limits. This dynamic fosters a healthy, creative tension between the limits set by the board in its governing role and the executive director’s drive to expand the organization. This creative tension continually reinforces the line between what is governance and what is management.

The third boundary-setting role is asking tough questions. Since the governing body's primary focus is on the future potential of the organization, the directors engage in healthy debate on the very reason for the organization's existence and constantly ask: "What business are we in? Who are we here to serve?" Asking these kinds of questions will help the board of directors ensure sufficient financial resources for the future by developing a financial plan that goes well beyond the short-term view of a one-year budget.

The Executive Director's Role Is to Do It

The executive director executes the strategic choices that the board has framed as outcomes. There are two aspects to these choices: the executive director determines the objectives, and HELIN Office Staff allocate resources to achieve the objectives. Thus, the executive director is accountable for the day-to-day operation and is the articulator and executor of strategy. Execution of board-determined strategy, or the game plan, is management's task.

A board must not let an executive director make the policy level choices, rather it must ask for options and a rationale. Ultimately the board must choose one direction over the other. A board who recognizes that it is managing, must stop. It must decide the big policy choices for the organization, and then have the executive director report on progress against these choices. After the big choices are made, the executive director will be held accountable for the success or failure of implementation.

A director of the board must rely on an executive director's analysis of the information and trust his/her professional judgment. Management's job is to sift and sort data. Board members can't know everything, when they try they are managing. A board that wants to do its own analysis has either lost confidence in the executive director or doesn't understand its governing role. A board must look critically at the executive director's analysis, and probe deeply as to the implications of each option and rationale presented by him/her.

The board of directors exists to challenge the executive director on substance, not minutiae. The board must probe the executive director so they know he/she is performing as a leader, and not just as the board's lackey.

Tips for Organizing the Work of a Board of Directors

A well-formulated position description for the directors of the board and its chair is vital. Position descriptions for the chair and the executive director are equally critical.

Directors of a board must demand concreteness from an executive director ("Show us the outcomes!") Directors must also know how the budget reflects the organization's priorities. As noted earlier in the boundary setting section, every director of the board must continually ask penetrating questions.

The chair is the executive director's partner. The chair runs board meetings and actively draws out the best in other directors. The chair reports annually on the health and performance of the organization and is held accountable to this role.

The HELIN board of directors will use standing committees sparingly. Standing committees tend to perpetuate the process of work of a previous committee's actions. A more strategic alternative is the use of task forces for staff-driven projects and working groups for the HELIN board that focus on *executing* the organization's strategic action agenda. Before any task forces are formed, the board prepares, in concert with the executive director, a short list of work priorities for the year.

A parallel activity to establishing priorities is completing an inventory of board expertise. For each director the inventory should include: skills available, resources in the community that can be mobilized, and projects of interest.

Once the director/organization need match inventory is finished, work groups are formed or individual board assignments are made. A work group is accountable for producing the specified results within a predefined timeframe, and then it goes out of business. The members are freed-up to take on another action-oriented work assignment. The narrower the scope of the work group, the quicker and more effectively it will yield results. A detailed, written charge/scope of work should be prepared by the work group chair and approved by the board chair.

Each director must be held accountable for specific results. The results focus engenders an obligation on the part of each director to stay conversant with the academic library industry's core ideas and trends. The chair of the board and each director meet to agree on a set of individual to-dos for that person. The results of the meeting are then collected as the individual board member's plan of work and circulated to all directors. Because the entire board sees all the results, there is an implicit accountability held among colleagues. The written personal work-plan of board members sets a minimum performance standard of time commitments and results.

Thus, the results-driven, resource deployment plans (the work groups and all the personal work-plans of board members) serve as monitoring tools for the chair. Further, the board begins to focus more on work to be done and to nudge each other into accountability.

A successful board must be comprised of HELIN peers who trust each other. There must be camaraderie and commitment in the group. The relationship between board and executive must be cordial and professional.

A director of HELIN has to be a helpful resource to the executive director and the organization as well as serve as a trustee. Boards often confuse the roles and think everything they do for the organization is governance – not so. A director of a board must always recognize which role he/she is playing. When serving as resources, they are volunteers, taking off the board hat and reporting to the executive director. They provide counsel, information or skill to him/her. For example, board members have to keep the

organization's plan in their heads so that when vital information comes across their desks it can be passed directly to the executive director. They must not wait and bring these things up at a board meeting; it is inappropriate and probably too late. Scouting for timely information is a board member's responsibility as a resource.

Being a director of HELIN is a tough and demanding job fraught with complexities, increasing liabilities and risk. Delivering on the accountabilities becomes the measure of performance. Anything less is an absence of responsible governance.

III. HELIN Governing Style

The board will govern with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactive rather than reactive.
On any issue, the Board must **e**nsure that all divergent views are considered in making decisions, yet must resolve into a single organizational position.
Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board may use the expertise of individual board members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values.

2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long term outcomes for members and/or customers**,** not on the administrative or programmatic means of attaining those effects.

3. It is expected that the HELIN board member will be the chief librarian at each library. In lieu of the chief librarian, another senior staff from that institution may represent it on the board. Such representatives must be approved by the HELIN board and be the same person all of the time. In effect, there will be no rotating representatives.

4. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.

    - In accordance with this discipline, the board will only allow itself to address a topic after it has answered these questions:

- Whose issue is this? Who is owner or customer? Is it the board or the executive director?

- Has the board dealt with this subject in a policy? If so, what has the board already said on this subject and how is this issue related? If the board has already addressed the matter, does the board wish to change what it has already said?

- If the matter is several levels below board level, does the board agree that the matter affects the outcomes in a significant fashion? If so, then the board will determine the broadest way to address this issue so that it is still remains under existing board policy.

- It is out of order for board members to talk about an issue until these questions of appropriateness are settled.

5. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.

6. The board will allow no officer, individual, committee of the board, or committee of the organization to hinder or be an excuse for not fulfilling its commitments.

7. The board will monitor and discuss the board's governance process and performance. Self-monitoring will include comparison of board activity and discipline against the HELIN governance model (this document).

IV. Roles: Board, Chair of the Board and Executive Director

The three position descriptions are board, chair of the board and executive director.

Position Description: Board

This is HELIN's board statement of its role and responsibilities. The board will continue to debate, narrow, and add to this document so it becomes more fully the description of their role.

Board Function
As a representative and trustee of the public good, the HELIN board as one body, will be the primary strategic force pressing HELIN to the realization of its potential for service and the fulfillment of its mission and fiduciary obligations to the public trust and its stakeholders. The board ensures that *HELIN Bylaws*, *HELIN Agreement for Integrated Library and Information Services,* the *HELIN Policy Governance Manual,* and other foundation documents are current and valid.

Although these functions and accountabilities refer to the board as a whole, they apply to each HELIN director as well. The board as a collective and each director shall:

Board Strategic Thinking

- Affirm priority needs, wants and desires of institutional members. This planning activity is enriched through board outreach.
- Ensure that the executive director translates strategic priorities into outcomes and a plan of action that lead to achievements.
- Establish for the executive director what is not permissible or out of bounds - the limits - in the quest to achieve outcomes.

Board Organization and Finance

- Serve as the fiduciary custodian of fiscal reputation and soundness in service to the mission of upholding the public trust.
- Approve the budget as a yearly financial resource plan and long-term capital budgeting for the organization to include approved mix of resources and percentages for each resource.
- Fulfill its obligation to support publicly the decisions of the board, including those with which a director of the board may have been in disagreement.
- Act in the best interests of the organization and abide by conflicts of interest and confidentiality policies.
- Directors promote the work of the organization to all members and externally.
- Participate in a self-performance assessment and assessment of the board as a whole so there is continuous quality improvement.
- Based on the organization's performance appraisal and compensation principles and practices, annually approve the performance review of the executive director.

Board Audit

- Ensure that the executive director has established and monitors a conflict of interest policy.
- Monitor the progress of the board audit committee and review reports of independent auditors and evaluators on the organization's financial health and well-being. A regularly scheduled financial audit is a minimum requirement.

Board Accountability

- Strive with due diligence to perform all duties of the position.
- Attend to guidance, feedback and formative evaluation input from board colleagues concerning board member accountability.

Position Description: Chair of the Board of Directors of HELIN

Chair Functions

- As chair of the board, assures that the board of directors fulfills its accountabilities for the governance of the organization. This includes the distribution of the chair's duties to the vice-chair and other officers if needed.

- Creates three-way collaboration: chair, vice-chair, and executive director.
- In collaboration with the executive director, helps him/her achieve the outcomes of the organization based on the priorities of the strategic plan.
- In collaboration with the Executive Committee ensures smooth transition to new leadership of the board as well as training new board members.
- Represents the organization at key meetings in concert with the executive director.
- Optimizes the relationship between the board and the executive director.
- Leads the annual performance review of the executive director.

Chair Accountabilities

- Reflects any concerns the executive director has in regard to the role of the board of directors or individual directors, and communicates to the executive director the concerns of the board and other stakeholders.
- Chairs meetings of the board. Ensures the board functions effectively, interacts with executive director optimally, and fulfills its governance mandate. With the executive director, develops and distributes meeting agendas and other materials necessary for board use.
- Assists the executive director in recruiting expertise for whatever volunteer assignments are needed such as work groups and staff-based task forces.
- In partnership with the executive director, presents an annual report to the board evaluating the pace, direction and strength of the organization.
- In consultation with the board, prepares an annual review of the executive director and recommends compensation and benefits for consideration by the board of directors.
- Annually focuses the board's attention on matters of institutional governance with specific attention to its own structure, role, and relationship to management.
- Communicates directly with the board that it has or has not satisfactorily fulfilled all of its projected annual governance accountabilities.
- Fulfills those assignments that the chair and the executive director agree are appropriate and desirable for the chair to perform within the framework of the strategic plan.
- Assigns operational tasks to board members, executive director, and staff through the executive director.

Position Description: HELIN Executive Director

Reporting to the HELIN Board of Directors, the executive director is the general manager and chief executive officer of the organization. The executive director represents the organization in public venues and is responsible for advancing the organization's interests and influence within these venues. The executive director will provide the leadership, outreach, coordination, and financial management necessary to advance the mission and goals of the organization. He/she is responsible for overseeing and administering the day-to-day operational activities of the organization.

Executive Director: Overall accountabilities and functions

- Serves as the chief executive of HELIN, accepting the weight of accountability for its successes and failures.
- Translates the organization's mission and the board-approved strategic priorities into outcomes, and thus organizational performance.
- Serves as the board's only formal management contact in terms of accountability and performance with staff and contractors.
- Works with the chairperson of the board to facilitate how the directors of the HELIN board and the executive committee embrace their governing roles and to ensure optimum interaction between the executive director and directors of the board.

Executive Director and Strategic Thinking

- Shares with the board responsibility for the longest and broadest vision for the future of HELIN. Provides continuous strategic thinking. The vision is not developed by the executive director alone, but is based, first and foremost on board direction and limitations, on member priorities, and on board policies. Translates this vision and board-stated strategic choices into a strategic direction for the organization.
- Engages with the board in continuous strategic planning and produces relevant documents when the situation requires it, e.g., action plans for the goal-driven initiatives.
- Strategically maneuvers HELIN through the competitive environment. Monitors the external environment for significant threats and opportunities that will impact the performance of the organization. Establishes an environmental scanning system to scout for, gather and codify conditions and trends that influence the strategy and direction of the organization. This information is to be, presented to the board and requires no immediate action, but ignites focused discussion.
- Provides direction that reflects the core values, ideas and principles or the character of the organization (the board is accountable for debating and approving values and principles.)
- Ensures that the values and principles are embodied in everything the organization does.

Executive Director and Program Delivery

- In keeping with board directed policies, establishes and implements programs and services - current and new - for delivery to the members. Builds the organization's community by qualified members and retaining current members, where possible.
- Using the board-established strategic priorities as areas of policy develops continuous methods for engaging members.
- Ensures that Board-driven Work Groups, Executive Director-driven Task Forces, and Staff-driven Affinity Groups have well-defined goals which support HELIN's mission and strategic direction as well as align with member priorities.
- Collaborates with other organizations to benefit the library industry and HELIN.

For example, build new and strengthen existing alliances, partnerships, and joint ventures with leading companies in the industry, telecommunication providers, regional and national advanced network initiatives, leading research and educational institutions, and state and federal governments.

- Represents the organization in academic networking venues and is accountable for representing the organization's interests and influence within network constituents.
- Manages the organization's public image on website, print materials and mission-critical services.

Executive Director and Board

- Along with the chair, ensures that the board is accurately applying HELIN's emerging policy governance model. The board sets the strategic priorities along with the limitation policies within which the executive director is free to choose the means for achieving the board-set outcomes within the limits.
- With the chair of the board, collaboratively develops agendas for the board and executive committee meetings to ensure that the board and executive committee fulfill their governing accountabilities.
- Sees that the chair, the board and executive committee are always kept informed of the present and emerging conditions of the organization, and alert them to problems and weaknesses.
- Ensure board and executive committee meetings materials and agenda's are prepared in a timely fashion.
- Collaborates with the chair to elicit the best thinking and involvement from each board member.

Executive Director and Operations

- Creates a strong and stable financial position for the organization and presents an accurate, transparent picture of the finances.
- Makes certain that the flow of funds permits HELIN to consistently move toward achieving its intended outcomes, and that those funds are allocated properly to reflect present and future priorities. Seeks sponsored or other funding in support of the organization's projects and activities.
- Establishes an effective and collaborative management approach to implement the strategy.
- Enters into and executes all contracts, with the consent of the Board, relating to furthering the business and affairs of the organization.
- Ensures that there are appropriate human resources in place to carry out the implementation of the strategic plan. Sets qualifications and arranges for professional education for staff as needed.
- Hires, fires, and evaluates-HELIN staff. Assigns, with staff or contractor input, their accountabilities, and sets their compensation, with the approval of the Board. (To clarify, the HELIN board is responsible for the hiring, firing, evaluating, and setting the compensation for the executive director).
- Formulates and administers operational policies.

- Serves as the chief spokesperson for the organization, thereby ensuring that it is, at all times, properly represented to the members and public.
- Directs all purchases and disbursements.
- Prepares and submits a draft operating budget for the year and annual report.
- Allocates resources within the board-defined budget parameters (plus or minus line item budget percentages set by the board) for each broad budget area, e.g., personnel/contractors.
- Provides financial transparency including the presentation of financial reports when required.

V. BOARD-EXECUTIVE DIRECTOR LINKAGE

Global Governance-Management Connection
The board's sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled executive director.

Unity of Control
Only officially passed motions of the board are binding on the Executive Director. Accordingly:

1. Decisions or instructions of individual board members, officers, or work groups are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.

2. In the case of board members or work groups requesting information or assistance without board authorization, the executive director can refuse such requests that require, in the executive director's opinion, a material amount of staff time or funds or is disruptive.

Accountability of the Executive Director
The executive director is the board's only link to operational achievement and conduct, so that all authority and accountability of HELIN office staff, as far as the board is concerned, is considered the authority and accountability of the executive director. Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the executive director.

2. The board will not evaluate, either formally or informally, any HELIN office staff other than the executive director.

3. The board will not set or suggest compensation for any staff person. The board approves a budget line item for personnel, for which the executive director uses to determine staff salaries based on comparable compensation in the library market.

4. The board will instruct the executive director through written charges which prescribe the organizational outcomes to be achieved, and describe organizational

situations and actions to be avoided, allowing the executive director to use any reasonable interpretation of these policies.

5. The board will review annually the performance of the executive director to ensure that it is aligned with organizational performance and board stated charges and outcomes.

6. All charges that instruct the executive director will be monitored at a frequency and by a method chosen by the board. The board can monitor any charges at any time by any method, but will ordinarily depend on a routine schedule to be developed.

VI. EXECUTIVE LIMITATIONS

Global Executive Constraint
The executive director shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics.

Treatment of Members and/or Customers
With respect to interactions with consumers or those applying to be members and/or customers, the Executive Director shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, discriminatory or unnecessarily intrusive.

Treatment of Staff
With respect to the treatment of paid and volunteer staff, the executive director may not cause or allow conditions which are unfair, undignified, disorganized, or unclear.

Further, without limiting the scope of the foregoing by this enumeration, he/she shall not:

1. Operate without written personnel rules which: (a) clarify rules for staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism, grossly preferential treatment for personal reasons, or discrimination as prohibited by law or based on sexual orientation.

2. Discriminate against any staff member for non-disruptive expression of dissent.

3. Prevent staff from grieving to the board when (A) internal grievance procedures have been exhausted and (B) the employee alleges that board policy has been violated to his/her detriment.

Compensation and Benefits
Without limiting the scope of the foregoing by this enumeration, he/she shall not:

1. Promise or imply permanent or guaranteed employment.

2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

Financial Planning/Budgeting
Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from board's priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Financial Condition and Activities
With respect to the actual, ongoing financial condition and activities, the executive director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in policies and budget.

Asset Protection
The executive director shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

Emergency Executive Director Succession
In order to protect the board from sudden loss of executive director services, the executive director shall keep the HELIN chair and vice chair familiar with board and executive director issues and processes.

Communication and Support to the Board
The executive director shall not permit the board to be uninformed or unsupported in its work.

Further, without limiting the scope of the foregoing by this enumeration, he/she shall not:

1. Let the board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.

2. Fail to advise the board if, in the executive director's opinion, the board is not in compliance with its own policies on this governance model for HELIN and Board-Executive Director Linkage, particularly in the case of board behavior which is detrimental to the work relationship between the board and the executive director.

3. Fail to marshal for the board as many staff and external points of view, issues and options as needed for fully informed board choices.

4. Fail to provide a mechanism for official board, officer or committee communications.

5. Fail to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or board work groups duly charged by the board.

6. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.

7. Fail to supply for the consent agenda all items delegated to the executive director yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.

VII. Board 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 ownership, without conflicted loyalties to staff, other organizations, and any personal interest as a member and/or consumer.

2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.

    a. There will be no self-dealing or business by a member with the organization. Board members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.

3. Board members may not attempt to exercise individual authority over the organization.

    a. Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.

4. Members will respect the confidentiality appropriate to issues of a sensitive nature.

VIII. Board Standing Committees

The only board standing committees are those which are set forth in this policy.

1. Executive Committee
    a. This committee will include the Past Chair, Chair, Vice Chair, Treasurer, Secretary, and Executive Director (ex. officio).

2. Audit Committee

    a. Product: Specification of scope of audit every two years prior to outside audit.

    b. Authority: To incur no more than an amount approved by the board for direct audit charges.

    c. A new auditor will be selected at least every six years. In the event of a single source vendor, a new field team will be required at least every three years.

    d. The audit committee will meet with HELIN staff at mid-year to review HELIN's financial activities and will report back to the HELIN Board at its next regular meeting.

    e. The committee will set the date to meet with the auditor to review the audit. After the review, the audit will be presented to the board.

    f. The committee will include the treasurer and two members of the board who are not on the executive committee. They will be selected by the board for a two year term.

3. Nominating Committee

    a. The Nominating Committee shall be comprised of the Past Chair, and one member of the Board not serving on the Executive Committee.

    b. The Committee will present at least one nominee for each elective position provided in these bylaws, and shall forward their recommendations to the Secretary for inclusion in the agenda for the June meeting.

Appendix

HELIN Board Work Group, HELIN Task Force, and Affinity Group Structure

Organization/operational work groups:

Getting work done in organizations is often complex, requiring multiple people to get engaged and work together in groups. The complexity is often found in the layering that occurs among members of a group where some have to work solo or rely on multiple people to make a contribution to the group effort. It can also be among groups where there are interdependencies across the groups such as where one group has to get something done before another can start.

People working as a group can take multiple forms in the organization:

- A Board-driven Work Group
- An Executive Director-driven Task Force
- A Staff driven Affinity-Group

All HELIN Board Work Groups, Executive Director Task Forces, and Staff Affinity Groups will require a formal charge that includes elements such as: direction, boundaries to be set, decision making authority allocated, and sometimes taken, to produce results and make well-informed decisions. The formal charge takes the form of a directive that defines the outputs, targets and authority of the group. Constant feedback must be given to a task force or work group as to – this is working, this requires correcting – so it can sharpen its focus to achieve results.

Further, once the Work group, Task Force, or Affinity group starts to work and learn together, it may discover its original charge was not defined fully enough and now a more effective way forward is clear. This change or evolution in scope is a natural process. In such cases, the scope should be reworked.

Board Work Groups and Executive Director Task Forces Scope of Work

The Goal: Describe the primary expectation of the group. Think of the goal as both the reason for being of the group and the ultimate intention or result.

Interdependencies: State (if necessary) where the group will have to collaborate with other groups, or even other projects. The interdependency can be either across the board as whole groups or with isolated elements of another group. The group will be able to make considerable progress on its own on the elements that are relatively independent. Often, there has to be facilitated coordination with other groups to establish the declared areas of interdependency.

Immediate and Emergent Conditions: This is an external scan of conditions that defines the full picture of the current and emerging reality surrounding the group's efforts. State the truths and the facts that describe the immediate and emergent conditions. Immediate conditions are those fully present and the impact is known and felt. Emergent conditions are on the horizon most likely headed your way – the impact stated is a gut hunch.

Declare the Performance Targets: In pursuing the qualitative goal, what is on the short list of performance targets/outcomes to strive for? A short list of targets can be as few as 2, yet no more than 4. With each target sort the measures to pursue into time-based buckets such as 1 year, 2-4 years, or 5-plus years.

Accountable Outputs/Deliverables: For each target, state the result as an output or deliverable. The output is what the group proposes to put in place to help achieve the performance target. An output stays in place over-time and continues to help produce results.

Momentum/Leverage: What is in place, in motion or planned that this group can capitalize upon to achieve targets or produce outputs? Momentum or leverage could include recent successes, a visible champion, a project underway, a project planned, or results from another project.

Barriers/Blocks: What are the primary obstacles on the path to achieving targets or producing outputs? What is in the way of success? And then state: what are the most likely ways to move these obstacles or shatter them? State where end runs will be required?

Resources are in Multiple Forms: Resources to achieve targets or produce outputs are more than money. Think more about the human know-how to apply, networks to mobilize, or data to collect and analyze. Focus on what is most required to achieve performance. Be specific.

Authority to Make Decisions: Most groups need some authority to make things happen such as completing certain work or making independent decisions. If required, state the decisions which must be checked and with whom. Be specific by creating two lists: your independent decisions and those which require external approval. As noted earlier, it always helps move things along when a person with the requisite authority is in the group.

Limits and Boundaries: State what this group cannot address. Be specific. What is out of bounds/off limits? Stating what the group won't examine, helps define a sharper scope for the actual work to be done. It can help keep a group from tangents.

List Members of the Work Group, Task Force, or Affinity Group: Begin by stating the criteria for selecting group members without naming names. The group criteria present the substance that must be present for the group to achieve results. Criteria could include: the specific know-how, authority, networks that have to be accessed, and perspective that must be present for the group to work efficiently to pursue targets and produce outputs.

Keep in mind it is not necessary to have every resource required in the group that regularly meets. You can organize in multiple tiers of participation. Other people can provide council and advise the group, but do not have to come to meetings. People can come and go as the tasks demand, and not be permanent group members.

Tasks and Timeline: Instead of making a long list of tasks, begin by identify the first phase – the first 4 to 6 tasks as you now see them. State how much time this group will require to complete its first phase of work. By what date will this group produce what? When tasks are completed, check them off and declare the next ones. The experience of completing early actions will define what has to happen next.

Definitions

Board of Directors Work Groups

Three or more members of the board of directors asked by the Executive Director or Chair of the Board to work on a special project of limited scope and for a limited time period of generally 3-6 months. Invitations are based on individuals' known areas of expertise, interest, as well as their availability to work on the project. A Board Work Group's purpose is to further the Mission and Goals of the organization as stated in the HELIN Policy Governance Manual, by conducting research into areas of strategic interest to the consortium. The group serves in an advisory capacity, providing reports and recommendations, but cannot establish policies without full board approval.

Executive Director Task Forces

An Executive Director Task Force is comprised of three or more individuals currently employed in any capacity at any HELIN member library, recommended and approved by their Director, and invited by the Executive Director to work on a strategic initiative related to the Mission and Goals of the organization as stated in the HELIN Policy Governance Manual. (Examples of such initiatives include investigation of a new product, service or technology; the planning and coordination of a HELIN event; or the revision of a HELIN policy or procedural manual.) A Task Force will address the specified strategic initiative for a limited time period of generally 3-6 months. Invitations to join a Task Force are based on an individual's known areas of expertise and interest, as well as availability to work on the project with their director's approval. In establishing a Task Force, the Executive Director will seek from Board members names of staff recommended for participation in the Task Force. The Executive Director can also invite a Board member to participate on a Task Force. When serving on a Task Force, Board members are volunteers, shedding their role as a member of the Board and reporting to the Executive Director. Each Task Force is answerable to the Executive Director and will work closely with the Executive Director and the HELIN office staff, providing reports, recommendations, and other strategic support as articulated by the formal charge of the Task Force, but cannot establish policies without Full Board Approval.

Staff Affinity Groups

A Staff-Driven Affinity Group provides the opportunity for people from different HELIN libraries but with similar responsibilities and interests to come together to think strategically, and share knowledge and ideas about a variety of professional topics. A group of unspecified size, meeting 1-4 times a year, an Affinity Group assists in the fulfillment of the organization's Mission and Goals as stated in the HELIN Policy Governance Manual.

Affinity Groups are driven by the mission and goals of the organization, and may be formed to discuss policies, procedures, best practices, as well as new applications and trends in relation to ILS-specific operational areas such as Acquisitions, Cataloging,

Circulation, etc. Affinity Groups may also be formed in relation to special interests such as emerging technologies, freedom of information, research education, etc. Affinity Groups may work closely with the HELIN Central Office. Affinity Groups may make recommendations to the Executive Director.

To form an Affinity Group: Any staff member currently employed in any capacity at any HELIN member library may, with the approval of their Director, submit a proposal. A proposal form will be made available on the HELIN website. The proposal form will be submitted online to the Executive Director. A proposal may be submitted at any time during the year, and must identify the activity of the group as it relates to the organization's Mission and Goals. The proposal will also indicate the anticipated meeting schedule, and anticipated discussion items. All proposals will be reviewed by the Board of Directors, and the Executive Director will respond to the proposal within 30 days of submittal. Affinity groups will generate and distribute written summaries of meeting activities, and post meeting schedules and meeting summaries to the HELIN listserv. Meeting summaries will be archived in the HELIN Digital Repository. Affinity Groups are not automatically renewed but can be re-established annually through submittal of a new proposal.

This document was created using Robert Leaver's (New Commons) *High Performance Governance and Management for Not-for-Profit Organizations* and the *Michigan Library Consortium Board Policy Manual*:
http://mlc.lib.mi.us/objects/rte/mediaupload/File/aboutdocs/policymanual.pdf

Further refinement of this document will continue throughout 2010.