

# IBPA Board Elections 2015

## Briefing Memo for Nominating Committee

*Prepared by Angela Bole, IBPA Executive Director (December 31, 2014)*

### Size and Make of the Board

The IBPA Board of Directors consists of thirteen (13) Directors who are recommended by the Nominating Committee to the membership for approval to serve two-year terms. All Directors must be members of the Corporation. No Director can serve more than two (2) two-year terms unless elected at the end of their fourth year to serve a term as Board Chair. At no time may more than 1/3 of the Directors collectively be members in the Non-Publisher category of Corporation membership.

### Current Members of the Board

The current members of the Board are listed below. The bold names represent Non-Publisher members of the Board. The yellow highlighted names represent those Board members whose terms are expiring (i.e., an open seat to fill).

Name	Company	Date Joined	Current Term/Year	Current Term Expires
Brooke Warner	She Writes Press	7/1/2014	1 <sup>st</sup> (Y1)	6/30/2016
Rob Price	Price World Publishing	7/1/2014	1 <sup>st</sup> (Y1)	6/30/2016
Brenda Avadian	North Star Books	7/1/2014	1 <sup>st</sup> (Y1)	6/30/2016
Shannon Okey	Cooperative Press	7/1/2014	1 <sup>st</sup> (Y1)	6/30/2016
<b>Jim Milliot</b>	Publishers Weekly	7/1/2014	1 <sup>st</sup> (Y1)	6/30/2016
<b>Mark Suchomel</b>	Perseus	7/1/2014	1 <sup>st</sup> (Y1)	6/30/2016
Rana DiOrio	Little Pickle Press	7/1/2012	2 <sup>nd</sup> (Y1)	6/30/2016
<b>Kelly Gallagher</b>	Ingram	7/1/2012	2 <sup>nd</sup> (Y1)	6/30/2016
Tom Doherty	Blue River Press	7/1/2011	2 <sup>nd</sup> (Y2)	6/30/2015
Peter Goodman	Stone Bridge Press	7/1/2011	2 <sup>nd</sup> (Y2)	6/30/2015
<b>Janice Butler</b>	Ingram	7/1/2011	2 <sup>nd</sup> (Y2)	6/30/2015
MaryAnn Kohl	Bright Ring Publishing	7/1/2011	2 <sup>nd</sup> (Y2)	6/30/2015
Christopher Robbins	Familius	7/1/2011	2 <sup>nd</sup> (Y2)	6/30/2015

### Current Board Chair

The current Board Chair is Deltina Hay of Dalton Publishing. Deltina completes her second year as Chair on 6/30/2015. During the November 2014 Board of Directors meeting, Deltina was unanimously approved to serve another 2-year term as Chair (07/01/2015-06/30/2017). The Board Chair is an Officer of the Corporation, but not a Director.

### Other Officers of the Corporation

In addition to Board Chair, other Officers of the Corporation are Secretary, Treasurer, and Executive Director. Rana DiOrio of Little Pickle Press currently serves as Secretary and Peter Goodman of Stone Bridge Press currently serves as Treasurer. Angela Bole serves as Executive Director and as the only contracted employee in the group. The Executive Director is an Officer of the Corporation, she is not a

Director. Both the Secretary and the Treasurer also serve as Directors. It is the responsibility of the Board to appoint all Officers from among the list of currently serving Directors.

## Role of the Nominating Committee

The role of the Nominating Committee is to select qualified candidates for recommendation to the membership for election to the Board. The Nominating Committee must announce its recommendations at least 60 days before the date of the election – **in this case, the report must be announced no later than February 11, 2015**. The Executive Director is responsible for announcing the report to each member with notice of the upcoming election.

The Nominating Committee is to nominate a slate of candidates equal in number to the Director positions to be filled at the election. **In this case, five (5) candidates must be nominated. One (1) of these nominations can be a Non-Publisher member.**

The following IBPA members have been selected to serve on the 2015 Nominating Committee. Each has served four or more years on the IBPA Board of Directors in the past.

- Florrie Binford-Kichler
- Carlene Sippola
- Marcella Smith
- Stephanie Stewart
- Kent Sturgis
- Nick Weir-Williams

In addition, Angela Bole (IBPA Executive Director) and Terry Nathan (IBPA Chief Operations Officer) also serve on the 2015 Nominating Committee. The Chair of the Nominating Committee is Carlene Sippola.

## Nominations by Members

IBPA members representing 2% of the voting power (in this case, at least 60 members) may nominate candidates for directorships at any time before the 60<sup>th</sup> day preceding the election – in this case, no later than February 11, 2015. On timely receipt of a petition signed by the required number of members, the names of the candidates on the petition will be placed on the ballot along with those candidates named by the Nominating Committee.

## Candidate Criteria

In creating the slate of candidates for the election, the Nominating Committee should keep in mind the following:

The IBPA Board's core responsibilities include representing member interests when developing the vision and strategic plan for the Corporation and providing oversight and advice to the Executive Director carrying out the work of the Corporation. Being an IBPA Board member entails a commitment of responsibility and time. The Board currently meets quarterly (twice in person for multi-day sessions and twice online for full-day sessions). Board time is not reimbursed, although travel stipends are available to cover flight, food, and lodging for those who require it.

Candidates recommended to the IBPA Board should be leaders in the independent publishing community and should have a clear understanding of the independent publishing process. Prior

involvement with IBPA is strongly recommended. Familiarity with current IBPA projects is helpful, but not a prerequisite.

In addition to the above, candidates should be proven professionals with the ability to adhere to standards of conduct commonly referred to in association management circles as “the 3 Ds” – duties that can be neither delegated nor abdicated.

1. **The Duty of Care:** The Board and the Board member’s obligation to be reasonably informed, to act in good faith, and to be diligent in making decisions.
2. **The Duty of Loyalty:** The Board and the Board member’s obligation to be accountable by putting their personal interests aside for the greater good of the Corporation.
3. **The Duty of Obedience:** The Board and the Board member’s obligation to comply with legal, regulatory, and reporting requirements and to serve as a guardian of the Corporation’s mission.

Finally, candidates should have the proven capacity to think and act strategically. Although some Board members do participate in side projects that require tactical skills, the IBPA Board as a whole is a strategic Board, not a tactical Board. Consider this:

*“Two of the most important concepts in a leader’s toolkit are context and perspective. But it is easy for association leaders to get caught up in responding to the problems of the day and to under-invest in viewing the big picture to be responsive to opportunities and threats. One of the qualities ascribed to star athletes is their capacity to play hard while keeping the whole game enterprise in mind as if they stood on a balcony above the field of play. Like stellar athletes, the best boards try not to get swept up in the daily fray of tactics and immediate problems. Rather, they scan the horizon and calibrate the association’s appropriate pace of change for the industry or profession it serves.”*

***Governing for Growth: Using 7 Measures of Success to Strengthen Board Dialogue and Decision Making by Nancy R. Axelrod (ASAE, 2009)***

## Meetings of Nominating Committee (and Candidate Selection)

The Nominating Committee will host a kick-off meeting on January 6, 2015 at 1:00PM Pacific. The meeting will be recorded for those Nominating Committee members who can’t attend. During this meeting, the Committee will review this briefing memo and receive the applications and resumes of all applicants. The Committee will then spend 1 week reviewing the applications before coming back for a second meeting to discuss everyone’s top candidates.

Eight (8) candidates will be chosen for personal interviews. Nominating Committee members are invited to join IBPA’s Executive Director and Chief Operations Officer for the interviews. Each Nominating Committee member should make best efforts to attend at least two (2) of the personal interviews.

A third, and final meeting of the Nominating Committee will be held in the last week of January to discuss results from the personal interviews. It is during this meeting that a slate of five (5) candidates will be chosen for recommendation to IBPA membership for approval during the April 11, 2015 Annual Meeting of Members in Austin, Texas.

In Sincere Appreciation for Your Service,  
AB – December 2014