

**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 @eTd (e)Tj 5.35014 0 Td (c)Tj 5.29002j 6.01139 0 Td
 - Delegating parliamentary procedure monitoring

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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

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>

