

SCBA GOVERNANCE POLICY

(Approved on November 16, 2005 by the SCBA Board of Directors)

Mission of SCBA

1.0 The mission of the Southern California Booksellers Association is to foster community amongst its core members, provide opportunities for peer interaction and learning, maintain the notion of Southern California as a viable and important part of the national bookselling landscape, and to advocate on the behalf of its core members.

2.0 Ends to Achievement of Mission:

- Promote Independent Bookselling
- Provide Members Opportunities for Networking
- Promote Southern California as a Viable, Literary Bookselling Market
- Advocate on Behalf of SCBA's Core Members
- Provide access to educational opportunities to build business skills to our membership
- Promote Literacy

Executive Limitations

3.0 With respect to the business and operations of SCBA, the Executive Director (ED) shall not cause or allow any practice, organizational circumstance, activity or decision that is illegal, unethical, immoral, unsafe, unduly inconvenient, or disrespectful.

3.1 The ED shall not allow SCBA assets, whether real, intellectual or virtual, to be unprotected, inadequately maintained, or unnecessarily risked. In keeping with this, he or she shall not:

- 3.1.1 Fail to insure against liability losses to board members, staff and the organization itself in an amount less than the average for comparable organizations.
- 3.1.2 Allow unbonded personnel access to material amounts of funds.
- 3.1.3 Receive, process, or disburse funds in a manner not keeping with generally accepted accounting practices.
- 3.1.4 Invest or hold operating capital in unsecured and/or non-conservative instruments including non-interest bearing accounts.
- 3.1.5 Endanger SCBA's credit rating.

3.2 With respect to SCBA's ongoing financial condition and activities, the ED shall not cause or allow the development of fiscal jeopardy, or cause or allow expenditures to deviate materially from Board-established priorities and parameters. In keeping with this, he or she shall not:

- 3.2.1 Expend more funds in the fiscal year to date than had been actually received in the previous fiscal year without explicit Board approval.
 - 3.2.2 Use the Board reserve fund.
 - 3.2.3 Fail to settle all financial obligations in a timely manner.
 - 3.2.4 Use SCBA funds or credit cards for personal use.
- 3.3 With respect to the treatment of volunteer and paid staff, the ED may not cause or allow conditions which are unfair, undignified, disorganized, unclear, or discriminatory.
- 3.4 The financial activities of SCBA shall not deviate materially from the Board's stated Ends priorities, or fail to be based upon and derived from a cohesive financial plan. In keeping with this, the ED shall not:
- 3.4.1 Fail to maintain a credible documented projection of revenues and expenses, ongoing cash flow, and planned assumptions.
- 3.5 In order to protect the association from a sudden loss of ED services, the ED shall not fail to provide a clear written emergency plan and a designated emergency person.
- 3.6 The ED shall not permit the Board to be uninformed or unsupported in its work. In keeping with this he or she shall not:
- 3.6.1 Neglect to submit monitoring data required by the Board, in a timely manner set forth by the Board, and in an accurate and understandable fashion.
 - 3.6.2 Fail to advise the Board if, in the ED's opinion, the Board is not in compliance with its own policies.
 - 3.6.3 Fail to obtain for the Board as many external points of view, issues, or options as the Board determines it needs for fully informed debate and choices.
 - 3.6.4 Fail to deal with the Board as a whole.
- 3.7 The ED may not cause or allow the image of the SCBA organization or membership to be compromised. In keeping with this he or she shall not:
- 3.7.1 Speak for the record without due consideration of his or her remarks.
 - 3.7.2 Distribute information that is inaccurate, misleading, or insensitive.
 - 3.7.3 Express opinions publicly which are opposed to those of the Board.

Board/ED Relations (Linkage)

4.0 The Board's sole official point of contact to the operations, achievements, and conduct of SCBA shall be through the ED.

4.1 Only official motions passed by the Board as a whole are binding on the ED.

Accordingly:

4.1.1 Decisions or instructions of individual Board members, officers, or committees are not binding on the ED.

4.2 The ED maintains all authority and accountability of all SCBA staff.

Accordingly:

4.2.1 The Board shall not give instructions to persons who report directly or indirectly to the ED.

4.2.2 The Board shall not evaluate or discipline and staff other than the ED.

4.2.3 The Board shall view ED performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board stated limitations will be viewed as successful ED performance.

4.3 The Board delegates all authority and all accountability for achieving ENDS to the ED. The ED will be bound in his or her actions only by the Executive Limitations established by the Board.

4.4 The Board will monitor the ED's degree of achievement of Ends and compliance with Executive Limitations through written reports (Monitoring Data) submitted by the ED as required by the Board, and through direct observation or other means. The ED shall submit the following required reports:

4.4.1 An ED Report outlining the progresses and shortcomings achieving the Ends, presented to the Board no later than 5 business days in advance of a regularly scheduled Board meeting.

4.4.2 Financial Monitoring Data to include:

a) Balance Sheet

b) Profit and Loss Budget vs. Actual

c) List of Accounts Receivable

d) Any additional details that the ED deems necessary

4.4.3 Copies of all information mailed to the membership by ED will be mailed to the Board of Directors.

4.5 Annual Evaluation of the year and Formal Plan for following year to be conducted in November.

4.5.1 ED will submit a proposed budget for coming year to include ED contract / retainer proposal for the coming year.

- 4.5.2 ED will submit a calendar and timeline for the coming year.
- 4.5.3 A committee of 3 members of the Board of Directors (one to be the President) shall meet with the ED prior to the November Board meeting to review the above documents and make recommendations to the Board of Directors at the November meeting.

Board Governance

- 5.0 The purpose of the Board is to govern SCBA with an emphasis on:
 - 5.0.1 Outward vision rather than inward preoccupation
 - 5.0.2 Encouragement of diversity of viewpoints
 - 5.0.3 Conceptual leadership rather than administrative detail
 - 5.0.4 Clear distinction between the roles of the Board and the ED
 - 5.0.5 Collective rather than individual decisions allowing the Board to speak with one voice
 - 5.0.6 A forward-looking approach to the industry
 - 5.0.7 Proactivity rather than reactivity.
- 5.1 To work toward achieving its mission, the Board will follow an annual agenda which:
 - 5.1.1 Annually re-examines the Three Year Strategic Plan & modifies as necessary.
 - 5.1.2 Annually re-examines the Ends and modifies as necessary.
 - 5.1.3 Strives to improve Board performance through Board education and deliberation.
 - 5.1.4 Provides for discussion of means as necessary.
- 5.2 The Board President, a specially empowered member of the Board, assures the integrity of the Board's process
- 5.3 The Board members must conduct the business of the SCBA Board in a manner that is ethical, businesslike, and lawful. Board members must:
 - 5.3.1 Have a loyalty to the ownership of SCBA which is uncomplicated by loyalties to other entities.
 - 5.3.2 Be properly prepared for Board deliberation.
 - 5.3.3 Respond to Board Communications within 48 hours when unless out of town.
 - 5.3.4 Conduct Board business in a timely manner, prepared for all SCBA meetings and commitments.
 - 5.3.5 Board members will advocate on behalf of the board by attending as many SCBA sponsored events as possible and by networking with the SCBA membership.