

**ATLA BOARD POLICY MANUAL**  
(Revision Approved February 2019)

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## **MISSION STATEMENT**

The mission of American Theological Library Association (ATLA) is to foster the study of theology and religion by enhancing the development of theological and religious studies libraries and librarianship.

## **ORGANIZATIONAL ENDS (OE)**

Global End: All those involved in the practice, study and teaching of and scholarly communication in theology and religion worldwide are connected to others in the field and have the tools, skills, and primary sources needed to advance their work.

[Note: The ranking of the organizational ends does not dictate the proportion of resources to be allocated.]

1. Professionals engaged in librarianship and scholarly communication are advocating and collaborating in order to advance scholarship in theological and religious disciplines.
  - a. Librarians and scholarly communication professionals are developing and strengthening connections that lead to innovative solutions for shared challenges.
  - b. Librarians and scholarly communication professionals are developing increased capacities to work in diverse and changing environments.
2. Students, scholars, and information professionals have the tools they need for robust scholarly communication in the fields of theology and religion.
3. Students, scholars, and religious leaders skillfully use information resources to create knowledge, grow in wisdom, and share the results of their research.

## **EXECUTIVE LIMITATIONS (EL)**

Global Executive Limitation: The executive director (ED) shall not cause or allow any organizational practice, activity, decision, or circumstance that is unlawful, imprudent, or unethical.

### Emergency Executive Succession

1. In order to protect the board from sudden loss of executive services, the ED shall not permit there to be fewer than two other association staff sufficiently familiar with the activities of the board and the ED to enable either to take over with reasonable proficiency as an interim successor.

### Communication and Counsel to the Board

2. In providing information and counsel to the board, the ED shall not cause or allow the board to be uninformed or misinformed in its work. Accordingly, the ED shall not:
  - 2.1. Fail to provide information that enables the board to make decisions, including relevant information from association staff and external sources.

- 2.2. Present data and information in an unnecessarily complex or lengthy form.
- 2.3. Fail to submit information in a timely manner.
- 2.4. Submit inaccurate or incomprehensible information.
- 2.5. Sign a contract or otherwise obligate or commit ATLA to outlays above \$400,000 without first demonstrating to the board's satisfaction that such a contract or commitment furthers the Organizational Ends and does not violate the Executive Limitations.
- 2.6. Sell, trade, or dissolve the ATLA index, full-text serials database, preservation microform masters, or any other ATLA product without first demonstrating to the board's satisfaction that such action furthers the Organizational Ends and does not violate the Executive Limitations.
- 2.7. Fail to make known to the board relevant trends and material external or internal changes, particularly changes that challenge the values or assumptions upon which the board has heretofore based its policies.
- 2.8. Allow the board to be unaware that, in the ED's opinion, the board is not in compliance with its own policies on governance process or board-executive relationship, particularly in the case of board behavior that is detrimental to the work relationship between the board and the ED.
- 2.9. Neglect to submit monitoring reports, directly addressing provisions of board policies being monitored and including interpretations by the ED (consistent with the Board-Executive Relationship policy) and relevant data.
- 2.10. Allow the board to be unaware of any actual or anticipated noncompliance with any executive limitations policy of the board, regardless of the board's monitoring schedule.
- 2.11. Fail to submit a signed conflict of interest statement of disclosure to the ATLA president by May 1 of each year.
- 2.12. Fail to submit to the board a consent agenda containing items delegated to the ED yet required by law, regulation, or contract to be board approved, along with applicable monitoring information.

### Treatment of Personnel

3. With respect to the treatment of paid and volunteer staff of the association, the ED shall not cause or allow conditions that are unfair, inequitable, or inhumane. Accordingly, the ED shall not:
  - 3.1. Evaluate employees and candidates for employment on grounds other than their own job-relevant qualifications and/or job performance.
  - 3.2. Fail to provide association employees with a written personnel policies document that informs them about the association's mission and priorities, business practices, supervisory relationships, evaluation measures, and disciplinary procedures.

- 3.3. Fail to provide each association employee with a written position description and with information about the position's compensation and benefits.
- 3.4. Impair the dignity, safety, and right to ethical job-related dissent of employees.
  - 3.4.1. Fail to operate facilities with appropriate accessibility and privacy
  - 3.4.2. Allow the staff to be unprepared to take prompt action in the case of emergency or disaster.
- 3.5. Impair the right to ethical job-related dissent of employees
  - 3.5.1. Fail to provide procedural safeguards by means of which grievances by employees may receive a fair internal hearing
  - 3.5.2. Retaliate against any employee for non-disruptive expression of dissent (see the ATLA Whistleblower Policy in Appendix BP6)
- 3.6. Fail to acquaint staff with the ED's interpretation of their protections under this policy.

#### Compensation and Benefits

4. With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the ED shall not cause or allow jeopardy to financial integrity or to public image. Accordingly, the ED shall not:
  - 4.1. Change the ED's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
  - 4.2. Promise or imply permanent or guaranteed employment.
  - 4.3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
  - 4.4. Create obligations over a longer term than revenues can be safely projected.
  - 4.5. Administer the defined contribution retirement plan so as to cause unpredictable, inequitable, or illegal situations. Accordingly, the ED shall not:
    - 4.5.1. Fail to regularly review the safety of investment options offered to employees.
    - 4.5.2. Fail to provide employees with information about tools and services that can be used by them to monitor their investments.
    - 4.5.3. Fail to comply with all plan provisions and applicable law and regulations.
    - 4.5.4. Fail to periodically review the plan providers for appropriate fit.
    - 4.5.5. Fail to regularly review the fees charged by vendors and service providers.

#### Treatment of Members and Customers

5. With respect to interactions with members or customers or those applying to be members or customers, the ED shall not cause or allow conditions, procedures, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive. Accordingly, the ED shall not:
  - 5.1. Elicit information for which there is no clear necessity.

- 5.2. Use methods of collecting, reviewing, transmitting, or storing member or customer information that fail to protect against improper access to the material.
- 5.3. Fail to establish with members or customers a clear understanding of what may be expected and what may not be expected from the product or service offered.
- 5.4. Fail to inform members or customers of this policy, or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

#### Assets Management and Protection

6. The ED shall not cause or allow association assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the ED shall not:
  - 6.1. Allow any individual to have complete authority over a financial transaction.
  - 6.2. Fail to require each staff member to complete a conflict of interest questionnaire annually (see the ATLA Conflict of Interest Policy in Appendix BP7).
  - 6.3. Allow association property to be abused, misused, subjected to improper wear and tear, insufficiently maintained, or inadequately protected against loss, damage, or theft.
  - 6.4. Fail to insure adequately against theft and casualty and against liability losses to board members, employees, and the association itself.
  - 6.5. Unnecessarily expose the association, its board, or its employees to claims of liability.
  - 6.6. Fail to maintain adherence to a record retention policy to track and manage the association records.
  - 6.7. Fail to maximize returns and minimize costs or deposit or invest association funds, including gifts, funds from campaigns, and endowment monies, other than in accordance with board policy.
  - 6.8. Fail to protect intellectual property, information, and files from loss or significant damage.
  - 6.9. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
  - 6.10. Compromise the independence of the board's audit or other external monitoring or advice, such as by engaging parties already chosen by the board as consultants or advisers.
  - 6.11. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
  - 6.12. Operate the investment program without an investment policy that is consistent with these governance policies and outlines how the overall investment program will be implemented and monitored.
  - 6.13. Fail to perform an asset allocation/liability study every year and report the findings to the board.

- 6.14. Cause or allow an undiversified portfolio or investment strategy which does not balance short-term stability and long-term appreciation.
- 6.15. Cause or allow investment in commodities and futures contracts, private placements, options, short selling, margin transactions, or non-investment grade bonds.
- 6.16. Endanger the association's public image, credibility, or its ability to accomplish its Organizational Ends.
- 6.17. Change the association's name or substantially alter its identity in the community.

#### Management of Donor Contributed Funds

7. The ED shall not accept any gift or donation if it in any way limits ATLA's ability to raise further gifts, restricts the type or scope of its programs, is for purposes inconsistent with the mission and organizational ends of ATLA, or includes restrictions that either in fact or appearance involve unlawful discrimination. The ED shall not:
  - 7.1. Fail to have a published gift policy.
  - 7.2. Use a gift, donation, or restricted contribution for any purpose other than that stipulated by the contributor.
  - 7.3. Accept gifts or donations that involve an unreasonable burden in terms of expense or management, including gifts of tangible items.
  - 7.4. Fail to inform donors of their responsibilities with respect to claiming of charitable donation deductions.
  - 7.5. With regard to the Endowment Fund the ED shall not:
    - 7.5.1. Invest or utilize the funds in a way that jeopardizes their safety, flexibility, and growth.
    - 7.5.2. Spend any portion of the Endowment Fund, unless approved by the board. The primary strategy for the Endowment Fund is long-term growth of the fund through donations and accrued investment income.
    - 7.5.3. Fail to promote the fund by educating the membership and developing strategies for donor identification and outreach.

#### Financial Condition and Activities

8. The ED shall not cause or allow the development of financial jeopardy or allow expenditures to deviate materially from board objectives and priorities established in the Organizational Ends. Accordingly, the ED shall not:
  - 8.1. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within sixty days.
  - 8.2. Settle payroll and debts in other than a timely manner.
  - 8.3. Use any long-term reserves without first demonstrating to the board's satisfaction that such action furthers the Organizational Ends and does not violate the Executive Limitations.

- 8.3.1. Bring a request for use of long-term reserves without including a plan for repayment with interest
- 8.4. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed. The auditing firm or the executive director should not fail to notify the chair of the Finance Committee in the case of any extensions or late payments made.
- 8.5. Acquire, encumber, or dispose of real estate without first demonstrating to the board's satisfaction that such action furthers the Organizational Ends and does not violate the Executive Limitations.
- 8.6. Fail to pursue receivables aggressively after a reasonable grace period.

#### Financial Planning/Budgeting

9. The ED shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from board priorities established in the Organizational Ends, risk financial jeopardy, or fail to be derived from a multiyear plan. Accordingly, the ED shall not:
  - 9.1. Fail to provide credible projection of revenues and expenses, separation of capital and operational items, cash flow, and subsequent audit trails and disclosure of planning assumptions.
  - 9.2. Risk incurring those situations or conditions described as unacceptable in the board policy Financial Condition and Activities (EL8).

## **BOARD-EXECUTIVE RELATIONSHIP (BE)**

Global Board-Executive Policy: The board's sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled executive director (ED).

### Unity of Control

1. Only officially passed motions of the board are binding on the ED.
  - 1.1 Decisions or instructions of individual board members, officers, or committees are not binding on the ED except in rare instances when the board has specifically authorized such exercise of authority.
  - 1.2 In the case of board members or committees requesting information or assistance without board authorization, the ED can refuse such requests that require, in the ED's opinion, a material amount of staff time or funds, or are disruptive.

### Accountability of the Executive Director

2. The ED is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the ED.
  - 2.1 The board will never give instructions to persons who report directly or indirectly to the ED.
  - 2.2 The board will not evaluate, either formally or informally, any staff other than the ED.
  - 2.3 The board will view ED performance as identical to organizational performance, so that organizational accomplishment of board-stated ends and avoidance of board-proscribed means will be viewed as successful ED performance.

### Delegation to the Executive Director

3. The board will instruct the ED through written policies that prescribe the organizational ends to be achieved, and proscribe organizational situations and actions to be avoided, allowing the ED to use any reasonable interpretation of these policies.
  - 3.1 The board will develop policies instructing the ED to achieve specified results, for specified recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called organizational ends policies. All issues that are not ends issues as defined here are means issues.
  - 3.2 The board will develop policies that limit the latitude the ED may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called executive limitations policies. The board will never prescribe organizational means delegated to the ED.

- 3.3 As long as the ED uses *any reasonable interpretation* of the board's Organizational Ends and Executive Limitations policies, the ED is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the ED shall have full force and authority as if decided by the board.
- 3.4 The board may change its organizational ends and executive limitations policies, thereby shifting the boundary between board and ED domains. By doing so, the board changes the latitude of choice given to the ED. But as long as any particular delegation is in place, the board will respect and support the ED's choices.

#### Monitoring Executive Performance

4. Systematic and rigorous monitoring of ED job performance will be solely against the only expected ED job outputs: organizational accomplishment of board policies in the Organizational Ends and organizational operation within the boundaries established in board policies in the Executive Limitations.
  - 4.1 Monitoring is simply to determine the degree to which board policies are being met. Information that does not do this will not be considered to be monitoring information.
  - 4.2 The board will acquire monitoring information by one or more of three methods:
    - 4.2.1 By internal report, in which the ED discloses interpretations and compliance information to the board.
    - 4.2.2 By external report, in which an external, disinterested third party selected by the board assesses compliance with board policies.
    - 4.2.3 By direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
  - 4.3 In every case, the board will judge (1) the reasonableness of the ED's interpretation and (2) whether data demonstrate accomplishment of the interpretation.
  - 4.4 The standard for compliance shall be *any reasonable ED interpretation* of the board policy being monitored. The board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by board members or by the board as a whole.
  - 4.5 All policies that instruct the ED will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

## BOARD PROCESS (BP)

Global Board Process Policy: The purpose of the board, on behalf of the members, is to see that American Theological Library Association achieves appropriate results for appropriate persons at an appropriate cost (as specified in the policies of the Organizational Ends), and (b) avoids unacceptable actions and situations (as prohibited in the policies of the Executive Limitations).

### Governing Style

1. The board will govern lawfully, observing the principles of policy governance model, with an emphasis on (1) outward vision rather than an internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and chief executive roles, (5) collective rather than individual decisions, 6) future rather than past or present, and (7) proactivity rather than reactivity. Accordingly,
  - 1.1 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 will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
  - 1.2 The board will direct, control, and inspire the association through written policies that reflect the values with which it has been entrusted by the membership. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
  - 1.3 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, policy-making 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 scrupulously observe those currently in force.
  - 1.4 Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
  - 1.5 The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling group obligations.
  - 1.6 The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the board process and board-executive relationship categories.
  - 1.7 In accordance with the *Bylaws*, the board will appoint a qualified individual member of the association to fill the unexpired term of a director who vacates his or her position on the board (4.13). The appointed candidate will complete the term left vacant and will be eligible to run for additional terms in accordance with the *Bylaws* (4.02b). The president will ask for nominations for candidates to fill a vacancy before the completion of a term. Board members will propose candidates, keeping in mind that the candidates must be individual members, as well as all the factors necessary to maintain

the desired diversity (see Qualifications for Candidates to the Board of Directors in Appendix BP4, Section C). Discussion will follow; a slate will be moved and seconded; voting will continue until a majority is obtained. The board will keep other candidates in a list in case the elected candidate does not accept the post. The president will invite the candidate to join the board, giving the candidate a few days to consider. If the candidate accepts, the candidate will become a board member immediately. The new board member will be sent information required to become current on board concerns and will attend the next board meeting as a full member. If the candidate rejects the position, the person who was second in voting will be asked. The new board member will be oriented at the first in-person meeting attended using the approved orientation procedure.

### Board Job Description

2. Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance. Accordingly, the board will provide:
  - 2.1 Authoritative linkage between the ownership and the operational organization.
  - 2.2 Written governing policies that realistically address the broadest levels of all organizational decisions and situations.
    - 2.2.1 Organizational Ends: Organizational impacts, benefits, outcomes; recipients, beneficiaries, impacted groups; and their relative worth in cost or priority.
    - 2.2.2 Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
    - 2.2.3 Board-Executive Relationship: How power is delegated and its proper use monitored; the CEO role, authority, and accountability.
    - 2.2.4 Board Process: Specification of how the board conceives, carries out, and monitors its own task.
  - 2.3 Assurance of the CEO's successful advancement of the Organizational Ends and adherence to the Executive Limitations.

### Annual Agenda Planning

3. To accomplish its intended outcomes with a governance style consistent with board policies, the board will follow an annual agenda that (1) completes a review of the Organizational Ends policies and (2) continually improves board performance through board education and enriched input and deliberation.
  - 3.1 Agenda planning for the next fiscal year (September through August) will begin at the October board meeting and will conclude at the February meeting so that administrative planning and budgeting can be coordinated with it.
  - 3.2 In order to gather input for reviewing the Organizational Ends, the board will plan consultations with the membership or other methods of gaining ownership input.

- 3.3 In order to improve its performance, the board will plan forms of governance education and education related to organizational ends determination (presentations by futurists, demographers, advocacy groups, staff, and so on).

### Board Meetings

4. Board meetings are for the single task of getting the board's job done (see Board Job Description [BP2]).
  - 4.1 Meetings will be open to members of the association except when executive session is officially announced by the president. Executive sessions will only be used when the subject matter is related to litigation, personnel, or when non-disclosure is required or deemed prudent for pursuing business matters in a competitive marketplace.
  - 4.2 Any board member may request an executive session, but (1) the reason for the request must be stated, (2) the board may include no one else or anyone else it chooses, (3) authority to declare the session is vested in the president unless overridden by majority vote, and (4) where possible, announcement of executive session should be on the published agenda.
  - 4.3 The board is the sole authority over its own agenda. The president will exercise this control on behalf of the board, though any board member—with a majority agreeing—can add or delete business from the agenda. Normally, material related to the agenda will be given to board members with adequate lead time for preparation.
  - 4.4 A consent agenda may be presented by the president at the beginning of a meeting. Items may be removed from the consent agenda on the request of any one member. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the president.
  - 4.5 Votes taken in meetings of the board must follow the requirements set out in the organization's bylaws and must comply with Illinois law governing nonprofit organizations. According to the *ATLA Bylaws*, meetings of the board may be held face-to-face or by means of any technology that allows all persons in the meeting to communicate orally with each other (4.08). When a vote is taken, a majority of the members entitled to vote constitutes a quorum, and an affirmative vote of the majority constitutes an act of the board (4.09). According to Illinois nonprofit law, voting by e-mail must follow the more stringent requirements of decision making by written consent: (1) the exact wording of the motion must be presented in writing, (2) all board members must vote, and (3) the vote must be unanimous. Because of this, the board will normally avoid voting by e-mail and will instead conduct votes under one of the conditions described in the previous paragraph.

### Chief Governance Officer's Role

5. The chief governance officer (CGO), a specially empowered member of the board, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties. This role is normally performed by the president. Aspects of the role may be delegated.

- 5.1 The assigned result of the CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - 5.1.1 Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide or to monitor.
  - 5.1.2 Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
  - 5.1.3 Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
- 5.2 The authority of the CGO consists in making decisions that fall within topics covered by the board policies Governance Process and Board-Executive Relationship, with the exception of (1) employment or termination of a CEO and (2) where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.
  - 5.2.1 The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
  - 5.2.2 The CGO has no authority to make decisions about policies created by the board within ends and executive limitations policy areas. Therefore, the CGO has no authority to supervise or direct the CEO.
  - 5.2.3 The CGO may represent the board to outside parties in announcing board-stated positions and in stating CGO decisions and interpretations within the area delegated to that role.
  - 5.2.4 The CGO may delegate this authority, but remains accountable for its use.

#### Board Secretary's Role

6. The board secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents.
  - 6.1 The secretary's job is to see to it that all board documents are accurate.
    - 6.1.1 Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or board member recognitions need not be placed in policy.
  - 6.2 The authority of the secretary is access to and control over board documents.

#### Board Archives Procedures (revised October 2013)

7. ATLA archives are housed at the Yale University Divinity School Library (409 Prospect Street, New Haven, CT 06511). Online finding aids for the collection are available at <http://hdl.handle.net/10079/fa/divinity.163> (primarily dating to 1990) and at <http://hdl.handle.net/10079/fa/divinity.163a> (primarily dating from 1991-2005). Records generated by the Board of Directors should be sent directly to Yale.
  - 7.1 The board secretary is responsible for sending to the archives:

- 7.1.1 1) A copy of the board docket after each October, February, and June board meeting, 2) any additional documents submitted to the board during the course of the board meeting, 3) the minutes of all sessions, regular, special, and executive (7.1.2), as approved by email in the weeks immediately following, as well as 4) records of any actions taken by the board via e-mail or conference call, as outlined in Appendix BP9, “Procedures for E-Mail Voting,” and especially the “summary of actions taken and issues raised regarding the motion [to approve any minutes]”. By virtue of inclusion in the docket, a complete record of board activity will be maintained for the latest version of the *ATLA Board Policy Manual*. All actions taken by the board between October, February, and June board meetings will also be submitted by the secretary as part of the docket for the next board meeting. As for the notes on the annual conference business meeting taken by the board secretary, see 7.1.3.
- 7.1.2 Full executive session minutes after each board meeting, along with the “summary of actions taken regarding the motion [to approve them]” mentioned in Appendix BP9 (7.1.1). Only current board members have access to these in the archives. For topics related to the ED, these minutes are closed to the public for ten years from the date of the end of the ED’s tenure. After that time, they are open to the public. Other topics are closed to the public for ten years from the date of the minutes. After that time, they are open to the public.
- 7.1.3 Notes on the annual conference business meeting soon after the completion of the conference.
- 7.1.4 Any bylaws changes soon after approval.
- 7.2 Other board officers are responsible for sending to the archives any official correspondence, particularly that which records significant board decisions or events, either in written or e-mail form when his/her tenure is complete. The exception is a vice president who becomes president immediately following his/her term as vice president. In that case, the vice president may wait to submit documents to the archives until the completion of that term as president.
- 7.3 Board discussion via e-mail will not be submitted to the archives.
- 7.4 The board web page will not be archived because its contents are submitted in other ways.
- 7.5 Any request for use of materials from the board section of the archives for publishing purposes must be directed to board officers, who will act as representatives for the board. The board is the copyright holder of the board section of the archives.

### Association Dues

8. The *ATLA Bylaws* (2.04) assign responsibility for setting dues to the Board of Directors.
  - 8.1 In order to assure that sufficient attention is given to maintaining dues that are fair and congruent with the needs of the association, the board, in consultation with the ED, will decide whether there is cause to reevaluate the association’s dues every three years (last evaluated in 2015, due for reevaluation in 2018), or more frequently if the board or ED identifies the need. Should it be determined either that there is reason to reevaluate the

dues or that additional enquiry is needed, the board will follow its normal process to choose a specific course of action.

8.2 Normally, the board will make a change in dues no later than at its February meeting. Members will be informed of the rationale for the proposed change through direct communication. If the board votes to change the dues, any change will take effect no sooner than the next association fiscal year.

### Board Members' Code of Conduct

9. 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.
  - 9.1 Institutions and individuals holding membership in the association constitute the “moral ownership” of the association. Since the board represents this moral ownership, it shall educate itself regarding the values held by those it represents and shall act under the influence of those values.
  - 9.2 Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
  - 9.3 Members must avoid conflict of interest with respect to their fiduciary responsibility.
    - 9.3.1 There will be no self-dealing or business by a member with the organization. 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.
    - 9.3.2 When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote but also from the deliberation.
    - 9.3.3 Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. A board member who applies for employment must first resign from the board.
  - 9.4 Board members may not attempt to exercise individual authority over the organization.
    - 9.4.1 Members' interaction with the ED or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the board.
    - 9.4.2 Members' interaction with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
    - 9.4.3 Except for participation in board deliberation about whether the ED has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the ED.
  - 9.5 Members will respect the confidentiality appropriate to issues of a sensitive nature.
  - 9.6 Members will be properly prepared for board deliberation.
  - 9.7 Members will support the legitimacy and authority of the final determination of the board on any matter, irrespective of the member's personal position on the issue.

Board Committee Principles

10. Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to ED.
- 10.1 Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
- 10.2 Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the ED.
- 10.3 Board committees cannot exercise authority over staff. The ED works for the full board, and will therefore not be required to obtain approval of a board committee before an executive action.
- 10.4 Board committees are to avoid over identification with organizational parts rather than the whole. Therefore, a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
- 10.5 This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the ED.

Board Committees of Long Standing

11. The board has four committees to complete portions of its work:
- 11.1 The Finance Committee is charged to represent the board in dealings with the audit firm handling ATLA's annual audit and with keeping the board informed about this and related financial matters by means of written reports to the board at its February and annual conference board meetings. The annual audit, in addition to being a legal requirement, is a method for external monitoring of ED performance related to financial assets. The committee will consist of at least three ATLA board members appointed by the president of the board, typically for overlapping, three-year terms of office, not to exceed their respective tenures on the board. The committee reviews the ATLA Investment Policy annually and reports to the board at the February meeting. The committee recommends which audit firm is to be engaged for the association's audit, works with the firm in the course of the audit, and assesses the firm's performance. The chair of the Finance Committee, who is the Treasurer (5.09) reviews the expense reports of the ED and submits a report to the board in the docket for the June meeting. Committee members should be financially literate, willing to devote the requisite time and energy to their work, and prepared to ask difficult questions in pursuit of their charge. The president may appoint an additional individual with financial expertise to serve on the committee in an advisory (i.e., non-voting) capacity. The latter shall be as subject to the Conflict of Interest Policy (Appendix BP 7) as the committee itself.
- 11.2 The Governance Committee monitors the board's use of the policy governance model, identifying opportunities for the board to edit the *Board Policy Manual*,

ascertaining that the *Manual* follows policy governance language, and assisting the board in interpreting the policy governance model. The committee is responsible for conducting new board member orientation. When the board sends board members to a policy governance workshop, the committee will alert the attendees in advance to particular issues requiring clarification and/or attention. The committee will consist of up to four board members. Committee members are appointed by the president of the board to serve two-year terms on a rotating basis. The secretary is normally a member of the Governance Committee. The duties of the Governance Committee chair are listed in Appendix BP2: Board Office & Committee Chair Responsibilities.

- 11.3 The Nominating Committee for Board Officers ensures that the board maintains competent governance leadership. It normally consists of those board members who will have completed their second term at the next annual conference of the association as well as those board members who have elected not to serve on the board beyond the next annual conference. See Appendix BP5 for description and schedule of responsibilities.
- 11.4 The Moral Ownership Committee, is charged with initiating and facilitating ongoing and constructive dialogue between the Board and the Moral Ownership around the Organizational Ends. “The focus of the linkage with the Moral Ownership is not in telling them what the organization is doing, but rather listening to the Moral Ownerships’ perspectives regarding values and needs, and what benefits the organization should produce”. (from FAQs Stage 1,2 Ends and Ownership Linkage) The Committee shall ensure that the Board is regularly hearing the perspectives and feedback concerning benefits produced by ATLA and that there is representative input from Moral Ownership into the Board's discussions about Organizational Ends. The committee will consist of up to four board members. Committee members are appointed by the president of the board to serve two-year terms on a rotating basis. (*Established in 2018*)

### Cost of Governance

12. Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.
- 12.1 Board skills, methods, and supports will be sufficient to ensure governing with excellence.
- 12.1.1 Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing members’ skills and understandings.
- 12.1.2 Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, financial audit.
- 12.1.3 Outreach mechanisms will be used as needed to ensure the board’s ability to listen to owner viewpoints and values.
- 12.2 Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. Typical costs include those for:
- 12.2.1 Training, including attendance at conferences and workshops.
- 12.2.2 Audits and other third-party monitoring of organizational performance.

12.2.3 Surveys, focus groups, opinion analyses, and meeting costs.

- 12.3 It is expected that members of the board of directors will attend the annual conference, paying for their own travel, meals, and lodging, normally for four nights (Wednesday-Saturday). If a board member is required to be at the conference an additional night(s), he/she will be reimbursed for lodging and meals. For all other board meetings, including the October and February meetings, ATLA will reimburse board members for all travel, lodging, meals, and incidental expenses.
- 12.4 A Presidential Discretionary Fund will be allocated annually by the ED for the purpose of supporting the president's work on behalf of ATLA. The president will report to the board at the June meeting on the use of this fund.
- 12.5 The board will establish its cost of governance budget for the next fiscal year during the month of February.

**APPENDICES TO THE ATLA *BOARD POLICY MANUAL***

The documents in this section are provided to clarify and give more detail to policies and procedures in the *Board Policy Manual*. The documents are:

Appendices Related to Executive Limitations (EL)

- EL1. Demonstrating Board Satisfaction
- EL2: Investment Policy

Appendices Related to Board-Executive Relationship (BE)

- BE1. Rationale and Process for Monitoring the Performance of the Executive Director
- BE2. Monitoring Report Procedure
- BE3. Executive Director Annual Evaluation Form
- BE4. Executive Director Annual Evaluation Schedule

Appendices Related to Board Process (BP)

- BP1. Schedule of Board Member Responsibilities
- BP2. Schedule of Board Officer Responsibilities
- BP3. New Board Member Orientation
- BP4. Nomination of Candidates and Election of Board Members
- BP5. Nomination of Officers for the Board of Directors
- BP6. Whistleblowers Policy
- BP7A. Conflict of Interest Policy
- BP7B. ATLA Board Conflict of Interest Statement of Disclosure
- BP8. Style Manual Guidelines for the *ATLA Board Policy Manual*
- BP9: Procedures for E-mail Voting.
- BP10: ATLA Board Members: Qualities, Competencies, Responsibilities
- BP11: Making Minor Changes to the *ATLA Board Policy Manual*
- BP12: Process for Board's Annual Review of 990 Form
- BP13: Guidelines for Board Resolutions Crafted for a Purpose Other than the Governance of the Association
- BP14: ATLA Record Retention & Destruction Policy

**APPENDIX EL1: DEMONSTRATING BOARD SATISFACTION**

In some of the Executive Limitations, there are specific prohibitions against certain activities “without first demonstrating to the board’s satisfaction” that such action “furthers the Organizational Ends and does not violate the Executive Limitations” (e.g. EL 2.5, 2.6, 8.3, 8.5). This appendix outlines a process for the board to demonstrate its satisfaction.

1. The ED contacts the president in writing when s/he is aware that s/he is not in compliance with an EL that requires board satisfaction to be demonstrated.
2. The president notifies the board by e-mail and asks if the board is satisfied with the ED’s explanation. The president will send the wording provided by the ED and will set a deadline for feedback.
3. As with e-mail voting, **all** board members should state whether they are satisfied that the proposed action furthers the Organizational Ends and does not violate the Executive Limitations.
4. If all board members are satisfied, the president will notify the ED in writing that the board is satisfied that the proposed action furthers the Organizational Ends and does not violate the Executive Limitations.
5. If the level of satisfaction is not unanimous, the president will notify the ED in writing and schedule a conference call.
6. During the conference call, the ED may offer further evidence to address the board’s concerns. The president will request a motion from the board regarding next steps to be taken. After the motion is seconded and discussed, a vote will be taken. A majority vote will prevail.
7. The president or secretary will document the process followed so that it can be included on the consent agenda and in the docket for the next in-person meeting.
8. If the president is not able to perform the duties outlined in this appendix, the vice president will be asked to do so.

## APPENDIX EL2: INVESTMENT POLICY

### ATLA INVESTMENT POLICY

The following policy has been adopted by American Theological Library Association, effective February 22, 2018. The Finance Committee reviews the investment policy annually and reports to the board at the February meeting.

#### A. Policy Statement

The primary objective of this policy is to outline allowable investment strategies for ATLA funds.

#### B. Operating Reserve

##### I. Policy

ATLA will maintain an operating reserve that will be no less than three months (minimum) and no more than six months (maximum) of the annual operating budget. Annual budgets and three-year budget projections will include funds as needed to maintain the operating reserve at the desired level. The purposes of the operating reserve are to:

1. Fund unexpected opportunities
2. Fund unforeseen expenses
3. Fund replacement or repair of equipment and/or property

The primary investment objective for operating reserve is capital preservation and liquidity. Any spending of the operating reserve corpus must be approved in advance by the board (*see Executive Limitation 8.3*).

##### II. Operating Reserve Investments

Since capital preservation and liquidity are the two main objectives for the investment of the operating reserve funds, the portfolio will be one with a short-term focus. As such, the maturity for each investment should be no more than five years.

Permissible investments for the portfolio are:

- a) Money Market Funds – these funds should be available upon demand, must be with a financial institution that is insured and must not exceed the insured limit at the institution.
- b) Certificates of Deposit – these funds should be issued by financial institutions that are insured by the FDIC and are limited to \$250,000 in principal per institution.

c) U.S. Government Obligations – the only restriction on direct U.S. Government securities will be a limit of \$300,000 per maturity, and a maximum term of five years.

d) Federal Agency Securities – investment in government agencies that are not direct obligations of the federal government will be restricted to up to three-year maturities and a maximum of \$300,000 per agency.

### C. Endowment Fund

#### I. Policy

The purpose of the Endowment Fund is to provide long term sustainability for the association.

#### II. Endowment Fund Investments

The primary investment objective for Endowment Funds is long term growth.

*(See Executive Limitation 7.5)*

Permissible investments for the portfolio are:

- a) Money Market Funds: used only as short term holding accounts when funds are received or investments are sold pending reinvestment;
- b) Mutual Funds: are diversified through various types, including stocks, bonds, and real estate in no fewer than five instruments
  - 1) all funds that have a FASB Level 1 or Level 2 fair value hierarchy measurement,
  - 2) all funds are invested in such a way that minimizes investment fees;
- c) ETFs that trade at no cost.

### D. Scholarships and Grants Annual Fund

The purpose of Scholarships and Grants Annual Fund monies is to provide regular support for continuing education and diversification of the theological librarianship profession. Funds are expended annually to support these priorities. Therefore, these funds are not invested, but are held in an interest bearing bank account.

### E. Reporting

The board receives regular reports on the compliance of this policy via ED Monitoring Reports. Outside investment professionals may be used to implement this policy. Such professional service must be bound by these same guidelines while undertaking its investment management role, and use of professional service will be reviewed periodically.

## **APPENDIX BE1: RATIONALE AND PROCESS FOR MONITORING THE PERFORMANCE OF THE EXECUTIVE DIRECTOR**

### **Rationale for Monitoring**

#### *Monitoring Purpose*

The purpose of monitoring is to allow the board to compare current conditions or achievements to stated expectations about those conditions or achievements. As such, it allows the board to check to see whether the organization is performing satisfactorily. Monitoring performance does not exist primarily to produce a report card—though it does that. Its primary purpose is to affect performance. The policy governance model does not prescribe any specific methods for a board to check interpretations.

#### *Monitoring Schedule Purpose*

The purpose of the monitoring schedule is to request a periodic demonstration of the degree to which the organization is performing, as measured against any reasonable interpretation of its organizational ends and executive limitations policies. Since the board has delegated the authority to determine “any reasonable interpretation” to the ED, the ED must be able to interpret the policies of the board and then demonstrate the accomplishment of that interpretation. Policy governance enables a board to set whatever periodicity it wishes, for whatever reason it wishes. For example, the board might want to set more frequent monitoring early in the implementation when comfort with the system’s reliability has not been established.

#### *Elements of a Monitoring Report*

Based on the schedule, each report will state the ED’s interpretations of the designated policies being monitored and provide the summary data to demonstrate achievement of the stated interpretation. In other words, these reports contain an overall conclusion and summary data that support the conclusion.

Any time that the ED cannot demonstrate achievement of the proposed interpretation, the ED is expected to report noncompliance. Noncompliance reports are to include information as to how the noncompliance occurred or is occurring, what steps are being taken to regain compliance, and the anticipated time line for regaining compliance. Depending on the nature and severity, the board can ask for frequent updates.

#### *Board’s responsibility in interpreting monitoring reports*

In receiving a monitoring report, the board must make two judgments: whether the ED has provided a reasonable interpretation and if so, whether the data presented sufficiently demonstrates accomplishment of the interpretation. The board first asks, “Can I tell whether the board policy has been reasonably interpreted?” This is not the same as “do I agree with the ED’s interpretation?” If a board member feels that the interpretation, though reasonable, is not acceptable, the interpretation is not the problem and the board should consider revising the policy.

The board then asks, “Does the data submitted demonstrate that the ED has accomplished the interpretation?” Note that descriptions, no matter how interesting, of how the organization is *attempting* to accomplish the interpretation are not performance data. Zero performance can be a reasonable interpretation but must be justified as such. Boards need to rule whether the report demonstrates either performance of a reasonable interpretation or even a reasonable interpretation itself.

If the board decides the information received is not substantive enough to draw a conclusion about the ED’s interpretation, the board straightforwardly asks the ED to develop alternative or improved methodologies. Depending on the nature and severity, the board can ask for frequent updates.

#### *Difference between a monitoring report and incidental information*

Policy governance does allow the board to know anything it wishes under the rubric of “incidental information.” Incidental information is the information that the ED gives the board principally to sustain the board’s sense of connection with the organization. However, incidental information should generally not appear in monitoring reports. The ED should clearly label all incidental information so that the ED and board understand this distinction. Similarly the board should clarify when it is asking for incidental information.

#### *Cautions about monitoring reports*

Monitoring imposes a cost. Reports are not free; they displace other important uses of staff time and focus. A cost of governance is generated, as the board must divert effort from other parts of its own job. Make sure monitoring is necessary, prudent, and lawful.

#### *Summary Evaluation/Compensation adjustments*

The primary purpose of an annual evaluation is to provide a summarized version of how the board judges the ED’s performance. The board can discuss ups and downs of performance over time. Compensation adjustments can be made based on organizational resources, equity and market valuations for ED skills (e.g. cost of living index), and performance. Bonuses should be based on superior Organizational Ends performance as opposed to performance on the Executive Limitations.

It is particularly important for board members not to approach the ED evaluation as they might approach the performance process at their own institutions (either as employees or supervisors). In particular, the policy governance model is not prescriptive of means, so offering “areas for personal improvement” or specific ways to accomplish something would be inappropriate. The primary focus is upon the performance of the association.

## **Process for Monitoring**

### *Executive Director Monitoring Reports*

1. ED Monitoring Reports (plan to focus on different ends and limitations over an annual cycle)
2. Quarterly financial statements

3. Annual Financial Audit (typically available as early as late October)
4. Rotating set of other audits (for instance, HR, indexing and production, membership, in coordination with the ED's Monitoring Reports cycle)

*Board of Directors Response*

1. Certify as a board that the Monitoring Report is adequate and indicate any places for clarification or future improvement for either the ED or board policy.
2. Certify as a board that "reasonable interpretations" of board policy have been met and indicate any places for clarification or future improvement for either the ED or board policy.
3. Share any incidental, individual feedback.
4. Possible bonus awarded based on performance on the Organizational Ends at any point.

*Annual Evaluation and Pay Review (Board's June meeting)*

1. Evaluate the previous Monitoring Reports and responses.
2. Identify shortcomings and adjust future Monitoring Reports in addressing the Organizational Ends or the Executive Limitations.
3. Determine salary adjustment effective for September 1st (new fiscal year).

*Additional Recommendations for Continuation of Implementation*

1. For each Organizational End and Executive Limitation, the ED will state policy wording, ED's interpretation, and data. The ED will report compliance, partial compliance, or non-compliance for each Executive Limitation.
2. The board needs to openly and explicitly test the range of policy language. Board members and the ED need to brainstorm the various interpretations that might reasonably be made of policy language under consideration. Besides the board getting valuable input about policy language, the board's comfort grows in the area of "any reasonable interpretation" rule.
3. The board should periodically review each policy and the monitoring schedule and, if appropriate, adjust policy language and monitoring frequencies.
4. This document will be included in new board member orientation to clarify the process and rationale.

**APPENDIX BE2: MONITORING REPORT PROCEDURE**

Six weeks prior to board meeting, The ED uploads the monitoring report to SharePoint and notifies the president and vice president.

The vice president creates the Google form corresponding to the Monitoring Report.

The vice president sends an e-mail to the board discussion list with the subject line—ED Monitoring Response—due date (two weeks) and text:

Colleagues,

The ED Monitoring Report has been uploaded to SharePoint. Please read it carefully and respond to the list by [due date] with any comments or questions. Please note whether the ED's interpretation is reasonable and whether the data supports the assertion of compliance or noncompliance. Before reading the ED's report, please read Appendix BE1 of the *Board Policy Manual* for the fuller discussion of the Rationale and Process of Monitoring the ED. I will gather the data and summarize within the week following [due date].

Thanks,

One week after the above two week closure, the VP gathers responses from all members of the board and prepares a summary arranged by Executive Limitation and Organizational Ends numbers reported on as well as general comments (without the names of respondents). (See SharePoint for example.) The VP sends the board response summary to the board to use during the prior scheduled phone call.

Normally, 48 hours after the summary distribution, a conference call is held.

Normally, 48 hours after the conference call, the VP distributes a revised compilation or summary based on the conference call.

Within 48 hours after the distribution of the revised compilation, the board signs off on the revised summary or compilation. Then, the VP uploads the board response summary to SharePoint and sends an e-mail to the ED and board indicating it has been posted.

Using the summary, the president allots time on the agenda of the next board meeting for discussion.

The board should revisit all Monitoring Reports and summaries during the ED Annual Evaluation process in May-June.

**APPENDIX BE3: EXECUTIVE DIRECTOR ANNUAL EVALUATION FORM**

***Background***

The performance monitoring of the executive director (ED) is synonymous with the monitoring of the performance of ATLA itself. To what extent has ATLA made progress toward accomplishing the organizational ends? As such, monitoring takes place throughout the year and is particularly dependent on the Monitoring Reports. The Annual Evaluation of the ED is an opportunity to review the prior year’s work as a whole. It is expected to form the basis for consideration of compensation review and recommendations. The Annual Evaluation provides yet another opportunity to consider whether policies should be added, removed, or enhanced to clarify limitations (as opposed to proscriptions for improvements by particular means). In addition to existing reports and audits, the ED may wish to supply a self-evaluation for the board’s consideration.

***Instructions***

Each board member is expected to review the prior year’s Monitoring Reports and any external audits, as well as considering observed performance and the ED’s self-evaluation (if supplied). Please rank performance on each Organizational End and on major Executive Limitations.

***Evaluation***

To what extent did the executive director make reasonable progress towards the Organizational Ends?

**Executive Director Evaluation Process Rubric**

<b>ORGANIZATIONAL ENDS</b>	◀ <i>Performance Continuum</i> ▶			
	<i>Exceeds Expectations*</i>	<i>Satisfies Expectations</i>	<i>Needs Improvement</i>	<i>Liabile for Dismissal</i>
	Evidence of significant measurable progress towards accomplishing the end, based on ED’s interpretation.	Evidence of modest measurable progress towards accomplishing the end, based on ED’s interpretation.	Evidence of effort to accomplish the end, based on ED’s interpretation, but no signs of measurable progress.	No evidence of effort to accomplish the end, based on ED’s interpretation.
<b>OE 1:</b> Professionals engaged in librarianship and scholarly communication are advocating and collaborating in order to advance scholarship in theological and religious disciplines.				

<p><b>OE 1A:</b>                  Librarians and scholarly communication professionals are developing and strengthening connections that lead to innovative solutions for shared challenges.</p>				
<p><b>OE 1B:</b>                  Librarians and scholarly communication professionals are developing increased capacities to work in diverse and changing environments.</p>				
<p><b>OE 2:</b>                  Students, scholars, and information professionals have the tools they need for robust scholarly communication in the fields of theology and religion.</p>				
<p><b>OE 3:</b>                  Students, scholars, and religious leaders skillfully use information resources to create knowledge, grow in wisdom, and share the results of their research.</p>				

\*Board members must give specific reasons for determining that performance exceeds expectations. What evidence convinced you that there is significant improvement?

Consider the following questions from *Meaningful Monitoring* by Janice Moore, p.41

Based on a review of the board’s assessment of Executive Limitations monitoring reports (internal, as well as external, and direct inspection) as recorded in the minutes, over the time period being evaluated, has the CEO:

- a) Consistently operated within the constraints posed by a reasonable interpretation of the Executive Limitations?

- b) Occasionally contravened the limitations, but reported the contravention promptly, provided acceptable rationale, and a commitment for future compliance, which was met?
- c) Occasionally contravened the limitations, but without reporting the contravention, or without acceptable rationale?
- d) Frequently contravened the limitations?

On what evidence is the above judgment made?

Cite dates of specific internal monitoring reports, external monitoring reports, or direct board inspections. (This information may have already been accumulated using a chart to summarize the board's decisions on an on-going basis.)

Based on the above data only, has the CEO's performance been satisfactory or unsatisfactory?

(Do not add "extra" criteria for evaluation. ONLY the criteria that have been previously stated in your policies are relevant.)

If expectations are exceeded for OE 1, OE 2 or OE 3, do you recommend a bonus? Please give your reasons below.

### ***Submission and Compilation***

Please e-mail this review to the board vice president. The VP will compile the results and draft a statement summarizing board feedback. The VP may quote or paraphrase comments from individual board members, so board members are urged to write comments with this in mind. The VP will circulate the complete set of comments (compiled) at the same time as the draft review document is circulated.

The board will vote to approve the final version of the Annual Evaluation and will provide a copy to the ED by the day following the annual conference. The president and VP will meet with the ED to answer questions and to convey the board's decision about compensation for the coming year no later than two weeks following the conference. The ED may choose to submit a written response to the board feedback for inclusion in the personnel record.

**APPENDIX BE4: EXECUTIVE DIRECTOR ANNUAL EVALUATION SCHEDULE**

The president and vice president who begin the ED Annual Evaluation in April will complete the process in June or July even though their terms of office may have ended at the close of the ATLA conference. Dates may be adjusted each year based on the board meeting schedule.

Schedule:

April 15: ED Monitoring Report due to board.

April 30: Optional ED self-evaluation, if provided, due to board president and vice president.

May 1: President (or vice president) requests external comparable salary data from ATLA director of financial services (or other source) who submits data to president (or vice president) by May 31. This process of reviewing external data is recorded on the 990 form (Part VI, Section B, Line 15a and Schedule J, Part 1, Question 3).

May 10: VP sends Annual Evaluation packet (including review forms, relevant Monitoring Reports, ED self-evaluation, etc.) to board members. Normally, the VP schedules a board conference call in early June for the purpose of discussing the Annual Evaluation.

May 24: Board members submit Annual Evaluation forms to VP.

June 5: VP sends board and ED draft summary of Annual Evaluation.

Wednesday board meeting at annual conference: Board discusses draft summary in executive session and makes final decisions regarding review and compensation. This procedure as documented in board minutes is necessary for answering the following question on the 990 form: "Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?" (Part VI, Section B, Line 15a).

During or just after annual conference: President and VP share results of Annual Evaluation with ED who is invited to respond (orally and in writing).

Within two weeks after annual conference: ED provides written response, if any.

Within three weeks after annual conference:

VP sends final summary of process to board and ED.

President notifies director of financial services of any changes to ED compensation.

## **APPENDIX BP1: SCHEDULE OF BOARD MEMBER RESPONSIBILITIES**

### **Early June**

Board conference call to finalize response to ED's monitoring report.

### **June - Board Meeting (1-2 days prior to annual conference)**

- New board member orientation during the day prior to the board meeting (newly elected members and Governance Committee).
- Pre-conference board meeting, including evaluation of ED.
- Complete Conflict of Interest Form

### **June - Annual Conference**

- New member welcome.
- Opening reception.
- Business meetings.
- Board-planned events for connecting with moral ownership.

**Throughout the year, board members work on committees and task forces to complete various assignments.**

### **July**

- Review and vote on minutes taken at June board meeting.

### **September**

- Read and respond to ED's September monitoring report.
- Send materials to ATLA president 17 days before October board meeting for inclusion in board docket.

### **October**

- Board conference call to finalize response to ED's monitoring report.
- October board meeting, beginning third Thursday in October.

### **November**

- Review and vote on minutes taken at October board meeting.

### **January**

- Read and respond to ED's January monitoring report.
- Finance Committee receives audit at least one month in advance of February board meeting.
- Send materials to ATLA president 17 days before the February board meeting for inclusion in board docket.

**February**

- Board conference call to finalize response to executive director's monitoring report.
- Finance Committee meeting with auditors during afternoon or morning preceding the February board meeting
- Board meeting, including Finance Committee report on audit, beginning the third Thursday in February.

**March**

- Review and vote on minutes taken at February board meeting.

**April**

- Review 990 and vote to approve.
- Read and respond to ED's April monitoring report.

**May**

- Complete the Conflict of Interest form sent by the chair of the Governance Committee on or before May 1, and return it to the president by May 15.
- Review all documents in ED annual evaluation packet and complete evaluation form.
- Send materials to ATLA president 17 days before the June board meeting for inclusion in board docket.

**July** (after completion of term of service)

- Board members who have served as officers send materials to the archives according to the procedures in BP7.2 Board Archives Procedures.
- After completion of all official duties, board members destroy all print board materials in their possession. They make every reasonable effort to delete email messages and other electronic documents related to their board responsibilities.

**APPENDIX BP2: SCHEDULE OF BOARD OFFICER RESPONSIBILITIES****ATLA PRESIDENT****June**

- Closing event of annual conference; Consult with outgoing president regarding transfer of responsibilities; Present gift to outgoing president. ED supplies the gift.
- Invite board members to vote by e-mail to approve minutes of June board meeting and minutes of board executive session regarding executive director annual evaluation and compensation review.
- Update permissions and access to the board's executive session folder (currently on Dropbox).

**July**

- Write president's column for August newsletter - due August 1.
- Work with Finance Committee and ATLA staff to initiate audit process.
- Confirm appointments to board committees and task forces.
- Contact all outgoing board members to remind them at the end of their official duties to make a reasonable effort to delete all emails and other electronic documents related to ATLA board business
- Contact previous officers to remind them to send materials to the archives according to the procedures outlines in BP7.2 Board Archives Procedures.

**August**

- Write letter to go in membership renewal mailing.
- Participate in planning ATLA programming at AAR/SBL, as needed.
- Write president's column for September newsletter - due September 1.

**September**

- Distribute October meeting agenda items for board review.
- Invite persons to open board meetings in prayer, meditation, or centering.
- Complete column for October newsletter - due October 1.

**October**

- Send board docket material to ATLA staff for distribution by first Thursday in October.
- Preside at October session of the board. Invite board members to vote by e-mail to approve minutes of October board meeting.
- Consult with ATLA staff and Conference Committee if the board wants to host any special events or activities at annual conference. President may choose to attend Conference Committee planning meeting if warranted.
- Write letter for Endowment Fund solicitation.
- Appoint new member to Nominating Committee for Board Members.
- Receive the Nominating Committee's report.
- Complete column for November newsletter - due November 1.

**November**

- Complete column for December newsletter - due December 1.
- Attend AAR/SBL meetings at ATLA expense. Representing ATLA at AAR/SBL is not a requirement but is dependent on interest, availability, and other circumstances.

**December**

- Complete column for January newsletter - due January 1.

**January**

- Distribute February meeting agenda items for board review.
- Invite persons to open board meetings in prayer, meditation, or centering.
- Complete column for February newsletter - due February 1.

**February**

- Send board docket material to ATLA staff for distribution by the first Thursday in February.
- Preside at February board meeting. Invite board members to vote by to approve minutes of February board meeting.
- Appoint Nominating Committee for Board Officers, board members in final term.
- Complete column for March newsletter - due March 1.

**March**

- Welcome new board members and communicate the plan for orientation.
- Complete column for April newsletter - due April 1.
- Check with Member Programs regarding retirees, memorials, and new member welcome.

**April**

- Begin to prepare agenda and docket for June board meeting. Consult with VP as needed.
- Complete column for May newsletter - due May 1.

**May**

- Receive and review Conflict of Interest forms.
- Distribute June meeting agenda items for board review.
- Remind secretary of business meeting report (election results). Confirm acceptance procedure.
- Invite person to open board meeting in prayer, mediation, or centering.
- Complete column for June newsletter - due June 1.

**June (end of term)**

- Send materials for board docket to ATLA staff for distribution to board at least two weeks in advance of June board meeting.
- Consult with Member Programs regarding memorials and retirements a week or two before the conference.
- Preside at board meetings.
- Confer with incoming president on appointments to board committees and task forces.

- After board's executive session, meet with VP and ED to communicate results of ED performance evaluation and salary increase. Send a letter with salary information to the Director of Financial Services.
- Preside at welcome for new members and first-time attendees.
- Give welcome at opening reception.
- Preside at general business meetings.
- Present presidential address, as desired.
- Preside at closing activities, pass on gavel.
- Send material to archives as outlined in BP 7.2.
- Send files and information to new president.

## ATLA VICE-PRESIDENT

### **Before October Board meeting**

- Attend Policy Governance training with the newly elected class of board members.

### **September**

- Summarize board comments on the ED's September Monitoring Report. Distribute it to board members and the ED.

### **October**

- Summarize board comments on the ED's October 1 Monitoring Report. Distribute it to board members and the ED.

### **January**

- Summarize board comments on the ED's January Monitoring Report. Distribute it to board members and the ED.

### **April**

- Summarize board comments on the ED's April Monitoring Report. Distribute it to board members and the ED.

### **May**

- Distribute the ED Annual Evaluation Form to the board and ED during the first week of May, following the ED's submission of the April Monitoring Report. Include instructions for evaluation from the *Board Policy Manual* and require submission of evaluation forms by May 15.
- Compile the results of board's evaluation of the ED and draft a statement summarizing board feedback before the final week in May. The VP may quote or paraphrase comments from individual board members, so board members are urged to write comments with this in mind. The VP will circulate the complete set of comments (compiled) at the time the draft review document is circulated.
- Offer the ED an opportunity to submit a written response to the board feedback for inclusion in the personnel record. This response should not be included in the June meeting docket, but should be available to board members by the Friday preceding the June board meeting.
- Consult with president about upcoming agenda items for June board meetings.

**June (end of term)**

- Join president in meeting with ED to communicate results of performance appraisal.
- Assist president as needed with convening business meetings/town meetings.
- Closing activity - Consult with outgoing president regarding responsibilities at the closing activity - Present gift to outgoing president. ED supplies the gift.
- Consult with outgoing president about on-going issues, arrange transfer of files.

**July (end of term)**

- Within 3 weeks after annual conference, send final summary of evaluation process to board and ED.
- Send material to archives as outlined in BP 7.2 unless becoming president.

## ATLA SECRETARY

**October**

- By October 1, receives the slate from the Nominating Committee for Board Candidates. Sends slate to the Board of Directors for approval. The slate must be approved by Oct. 7<sup>th</sup>. Sends slate to the director of member programs and consult with director of member programs to announce the candidates to the ATLA membership. Instructions for nomination by petition in line with Appendix BP4.D. December 1 are included in both the e-mail and the *ATLA Newsletter*. Email is sent by October 15.
- Review the draft of the minutes taken at the October board meeting. Post the draft of minutes on the board listserv and send to ED for editorial suggestions. After incorporating suggestions, send the minutes to the president for approval by e-mail.
- Post the approved minutes of the October sessions (regular and special, but not executive) on the board SharePoint site as a PDF. Create a PDF version of the approved minutes of any sessions (regular and special, but not executive) held between the June and October meetings and post these in SharePoint.
- Send ATLA Member Programs PDF versions of the approved minutes for posting on the member SharePoint site.
- Summarize actions of the October board meeting for the November *ATLA Newsletter* (due November 1).
- Update *Board Policy Manual* with all changes approved at the October meeting. Post Word and PDF versions of the *Policy Manual* on the board SharePoint site. Send PDF version of *Policy Manual* to ATLA Member Programs for posting on member SharePoint.
- Send to the ATLA Archives print copies of 1) the October board docket, 2) all other documents as both distributed and revised at the meeting, 3) the minutes of all sessions, regular, special, and executive, as approved by e-mail in the weeks immediately following, as well as 4) records of any actions taken by the board via e-mail or conference call, as outlined in Appendix BP9, "Procedures for E-Mail Voting," and especially the "summary of actions taken and issues raised regarding the motion [to approve the minutes]". Revisions to the *Board Policy Manual* do not need to be submitted to the Archives since they will be incorporated in the *Board Policy Manual* distributed in the docket of the next board

meeting. (Special Collections. Yale University Divinity School Library, 409 Prospect Street, New Haven, CT 06511)

### **November/December**

- Petition Nominations. Receive petition nominations up until December 1. Statements of support for petition nominations must be sent directly to the secretary by e-mail, fax, or surface mail. Confirm that nominee and all petitioners are ATLA individual members.
- Inform each petition nominee of board member duties (see *Board Policy Manual* Appendix BP1) and verify willingness to serve. Inform director of member programs to handle further details with nominee and to put name on the ballot.
- Appoint Teller's Committee and report members to director of member programs before January 1. The Teller's Committee should conduct its business via e-mail as soon as possible after 1 February.

### **Early February (by the end of the first week in)**

- Receive letter and redacted report from Teller's Committee.
- Contact those elected by phone to confirm that they are still willing to serve.
- If any are unwilling, contact the candidates with the next highest number of votes.
- When confirmations have been received from all those elected, announce the results on the board listserv copying also the ED and the director of member programs. Move quickly to inform those newly elected so that they can make travel plans to attend the new board member orientation and June board meeting. Forward the letter from the Teller's Committee and redacted vendor report to the executive director and the director of member programs.
- Call those who were not elected and thank them for their willingness to serve.
- The ED will welcome new board members and send the books required for orientation.

### **February**

- In the March *Newsletter* (due 1 March) announce the names of the four persons elected to the board.
- Review the draft of the minutes taken at the February board meeting. Post the draft of minutes on the board listserv and send to ED for editorial suggestions. After incorporating suggestions, send the minutes to the president for approval by e-mail.
- Post the approved minutes of the February sessions (regular and special, but not executive) on the board SharePoint site as a PDF. Create a PDF version of the approved minutes of any sessions (regular and special, but not executive) held between the October and February meetings and post these in SharePoint.
- Send ATLA Member Programs PDF versions of the approved minutes for posting on the member SharePoint site.
- Summarize actions of the February board meeting for the March *ATLA Newsletter* (due March 1).
- Update *Board Policy Manual* with all changes approved at the February meeting. Post Word and PDF versions of the *Policy Manual* on the board SharePoint site. Send PDF version of *Policy Manual* to ATLA Member Programs for posting on member SharePoint.
- Send to the ATLA Archives print copies of 1) the February board docket, 2) print copies of all other documents as both distributed and revised at the meeting, 3) the minutes of all sessions, regular, special, and executive, as approved by e-mail in the weeks immediately

following, as well as 4) records of any actions taken by the board via e-mail or conference call, as outlined in Appendix BP9, “Procedures for E-Mail Voting,” and especially the “summary of actions taken and issues raised regarding the motion [to approve the minutes]”. Revisions to the *Board Policy Manual* do not need to be submitted to the Archives since they will be incorporated in the *Policy Manual* distributed in the docket of the next board meeting.

## June

- Review the draft of the minutes taken at regular and any non-executive special sessions of the June board meeting. (See below for executive session minutes.) Post the draft of open board meeting minutes on the board listserv and send to ED for editorial suggestions. After incorporating suggestions, send the minutes to the president for approval by email.
  - Post the approved minutes of the June meeting on the board SharePoint site as a pdf.
  - Send ATLA Member Programs pdf versions of the approved minutes for posting on the member SharePoint site.
  - Summarize actions of the June board meeting for the August *ATLA Newsletter* (due August 1).
  - Update *Board Policy Manual* with all changes approved at the June meeting. Post Word and pdf versions of the policy manual on the board SharePoint site. Send pdf version of policy manual to ATLA Member Programs for posting on members SharePoint.
- Take minutes during the executive session of the board. Post minutes on the board listserv and revise with board members’ suggestions. After incorporating suggestions, send the minutes to the president for approval by email.
- Take notes at annual conference business meetings. Deliver secretary's report on the results of board member elections. Name and thank Tellers Committee. State names of newly elected board members, not vote totals. The secretary’s report should be moved, seconded and voted on by the membership. Count votes taken during business meetings with assistance of Member Programs staff.
  - Submit notes on annual conference business meetings for inclusion in the *Proceedings* and for the August *ATLA Newsletter* (due August 1).
- Send to the ATLA Archives print copies of 1) the June board docket, 2) all other documents as both distributed and revised at the meeting, 3) the minutes of all sessions, regular, special, and executive, as approved by e-mail in the weeks immediately following, as well as 4) records of any actions taken by the board via e-mail or conference call, as outlined in Appendix BP9, “Procedures for E-Mail Voting,” and especially the “summary of actions taken and issues raised regarding the motion [to approve the minutes]”. Send also 5) notes on the conference business meetings. Revisions to the *Board Policy Manual* do not need to be submitted to the archives since they will be incorporated in the policy manual distributed in the docket of the next board meeting.
- The outgoing secretary completes all duties related to the June meeting.

## ATLA TREASURER

- Review quarterly financial statements with ED and Chief Financial Officer

- Sign 990 form in the spring

#### FINANCE COMMITTEE CHAIR

- Initiate and oversee the selection of the audit firm
- Oversee annual audit and submit a written report to the board (February)
- Oversee the annual review of the investment policy and submit a report to the board (February)
- Review the expense reports of the ED and submit a report to the board in the docket for the June meeting

#### GOVERNANCE COMMITTEE CHAIR

- During Board Meetings note areas where clarifications should be made to the Board Policy Manual and Appendices
- Consult with President and Board Members on possible/proposed changes for next meeting
- Lead work with Governance Committee to propose and draft changes to the Policy Manual March or April
- Tailor orientation to new board member needs, find out Carver Governance training schedule, determine and communicate the date for May new member online orientation, communicate date and time for June Pre-conference Orientation
- After the President welcomes new members, reach out and encourage them to ask questions about the orientation process
- Attend Policy Governance Training with the newly elected class of board members.

#### May

- Send Conflict of Interest form (Appendix BP7B) to all Board Members on or before May 1, return signed forms to President by May 15; president and ED will review forms
- Coordinate 1.5 hour Web Orientation for new board members, consult with board president or vice president, ED, and Governance Committee using Appendix BP3.

#### June

- Coordinate new board member orientation on Monday before the Annual Conference; include case study & questions, time with ATLA Board President, Governance Committee members, ED and Director of Financial Programs (see Appendix BP3)
- Ask new board members to evaluate the orientation session(s) and suggest improvements

**APPENDIX BP3: NEW BOARD MEMBER ORIENTATION**

**Post-Election: ED Sends Readings and Welcome Letter to Board Members**

- John & Miriam Carver, *Ends and the Ownership*, Carver Guide Series
- John & Miriam Carver, *The Policy Governance Model and the Role of the Board Member*, Carver Guide Series

**New Members Should Download** the following from the ATLA website: Community Member Publications page. Documents will be reviewed during the online orientation.

- Bylaws & Articles of Incorporation
- current Policy Manual (including the appendices)

**Policy Governance Training**

- ATLA will arrange for new board members to attend Policy Governance Training. All members of the new class will be expected to attend training. Also attending will be the newly appointed vice-president and governance chair. The training will happen before the October board meeting.

**Mentoring for New Board members**

- Governance Committee will solicit continuing board members about mentoring a new board member and pair mentors with mentees.
- Mentors will be expected to...
  - Initiate Contact
  - Listen and respond to new board members’ questions
  - Focus on board processes
  - Encourage feedback to the whole board about unclear policies.
- Topics and timing

Background on current discussions	Around or at the June board meeting
Questions about financial / business side of association	After June orientation
Walk through OEs v. ELs and staff strategic plan	Between June and October
How to read and respond to monitoring reports	Before September
How to read an audit report	Before February
ED’s annual evaluation	Before May
Comparable salaries for association directors and other information about pay	Before May

**Phone call from Board President**

*A month or so after election new board members receive a phone call from the Board President. This call covers the following*

- Overview of board’s role

- Board relation to the ED/Staff and to the membership
- What the board has been discussing the past year

### **Session 1: Virtual Training Meeting Held One Month before Conference – 90 min.**

#### **President (or VP)**

- Brief introduction; reminder of Board's role and summarize Board's relationship to ED
- The Board's voice: speaking as one publicly; listserv etiquette
- Core Purpose, Values, Vision and Vivid Description, Organizational Ends,
- Mega Issues (Big Hairy Audacious Goals, BHAGs)
- Take time to get up to speed
- *Questions*

#### **Executive Director**

- Articles of Incorporation and Bylaws; reference to federal and Illinois not-for-profit law
- Legal Hierarchy of Board Governance Documents

#### **Governance Committee**

- Board Website (SharePoint, new members receive access in early June)
- Minutes of recent meetings
  - Review calendar and duties at meetings (Appendix BP1)
  - Review dates for upcoming board meetings ATLA Board Docket June 2017 Page 27
  - Board Committees and committee assignments
  - *Questions*
- Policy governance:
  - Introduce policy governance
  - Executive Limitations
  - Relationship between the Moral Ownership, Board, ED, Staff
  - Board Process, linkage with owners
  - Explain the function of the Policy Manual
  - Discuss how Policy Governance is applied in this context.
  - Assessment of the ED, monitoring reports, Self-assessment
  - *Questions*
- Board duties: Board member job description and expectations
  - Fiduciary responsibilities: Duties of Care, Loyalty & Obedience; confidentiality
  - Go over Conflict of Interest Statement of Disclosure if not covered previously
- Reminders for June meeting: expectations (board members attend reception, town hall & business meetings), dinner after orientation if interested

### **Session 2: June Conference Orientation Meeting**

The day before the June Board meeting the newly elected members receive orientation to financial workings of ATLA and a follow up summary review of Governance topics.

#### **Governance Committee**

- Board meeting procedure
  - Quorum
  - Ground rules
  - Consent agenda
  - The proper formulation of motions
    - “Whereas,” “Therefore be it resolved”)
    - Find and study a resolution or motion from the last Board Minutes document. For more background on how some groups formulate a motion: <http://www.constitution.org/rror/rror-01.htm>
- Monitoring Reports: New members should prepare by reading the past years’ monitoring reports and the board’s official responses
  - Go over September Monitoring Report
- Case studies including topics such as a member complaint about ATLA staff members, heated debates on the listserv, how to make a motion or a resolution, board resolutions not related to governance.

### **Executive Director and Staff**

- Fiscal responsibility. Cover the nature of the board’s financial responsibility (including the importance of confidentiality), the accounting system and a sample financial report, the disparity between the costs and revenues of Member Services, the 990 tax form, and so forth.
  - Summary of Directors and Officers insurance coverage,
  - High level information on the organization’s sources of revenue, budget overview
  - Annual report, including a list of donors
- Annual audit and recent quarterly financial statements and documents (e.g., cash flow projection, budget to actual report, etc.) including a walk-through and explanation of how to interpret the reports
- Whistleblower’s policy
- Association’s statistical trends

### **Post Orientation Assessment**

The chair of the Governance Committee will ask new members to evaluate the orientation and suggest ways to improve it. These responses will inform future orientations.

### **Post Conference, send these to new board members:**

- John Carver, *Boards That Make a Difference*. [begin with the introduction]
- Jannice Moore, *Meaningful Monitoring*, REALBoard Tool Kit 1.
- Jannice Moore, *Board Self-Evaluation*, REALBoard Tool Kit 2.
- Jannice Moore, *Connect! A Guide to Ownership Linkage*, REALBoard Tool Kit 3.
- Jannice Moore, *Future-Focused Agendas*, REALBoard Tool Kit 4.

## **APPENDIX BP4: NOMINATION OF CANDIDATES AND ELECTION OF BOARD MEMBERS**

This appendix outlines the procedures for nominating individual ATLA members for election to the ATLA board. This document does not supersede the stipulations for such nominations described in the ATLA *Bylaws*. Instead, it outlines procedures required by the *Bylaws* and those practices found helpful in promoting a fair and open nominating process that yields a slate of competent candidates. In order to distinguish those procedures that have become customary as opposed to practices required by the *Bylaws*, pertinent sections of the *Bylaws* will be referenced in the text where an action is stipulated in the *Bylaws*.

### **1. Membership of the Nominating Committee for Board Candidates**

1. This committee consists of three persons all of whom are individual members of ATLA. (Article 6.03)
2. Each committee member is appointed by the Board of Directors for a non-renewable three year term. (Article 6.03) Beginning in January and ending in December.
3. One member of this committee shall be appointed by the board each year. (Article 6.03)
4. Normally, the appointment of the new member on the Nominating Committee for Board Candidates will be made at the ATLA board's October meeting.
5. At all times, one member of the Nominating Committee for Board Candidates shall be a current member of the Board of Directors. (Article 6.03)
6. The chair of the Nominating Committee shall be the committee member who has served the longest on the committee (Article 6.03).

### **2. Responsibilities of the Nominating Committee for Board Candidates**

1. The primary responsibility of this committee is to nominate candidates for election to the Board of Directors (Article 6.03).
2. This committee must ensure that no nomination is presented to the membership of ATLA without the express consent of the nominee (Article 4.02 f) and that all potential nominees are individual members of ATLA before they are invited to be on the slate (Article 4.02 g). An ATLA member employed at the same institution as a sitting ATLA Board member may not be a candidate for the board.
3. An individual asked to allow his/her name to be placed in nomination must first be introduced to the responsibilities involved in serving on the Board of Directors and then provided adequate time to consider whether he or she wishes to serve.
4. Each potential nominee should be referred to the Nominating Committee's webpage on the ATLA website and offered the following information so that he or she can evaluate what is involved in serving as a director:
  - a. An explanation of
    - Article 4. Board of Directors in the association's *Bylaws*;
    - the term of service to which the candidate would be committing if elected to the board;
    - the normal schedule of board meetings;
    - expected attendance at governance training (2-4 days) within the first year;

- the financial arrangements for covering board members' travel costs to such meetings;
  - expectations of board members as detailed in the Conflict of Interest Policy (*Board Policy Manual* Appendix BP7).
- b. A roster of the current Board of Directors and its officers;
  - c. The timeline for the election process found in Section D below.
  - d. A reminder that a board member may not serve as an ED-appointed member of any of the association's committees or ED advisory committees, or receive payment or a stipend from ATLA for service.
5. The Director of Member Programs asks each nominee to supply biographical information along with a brief statement addressing the following three questions, also listed on the Nominating Committee's webpage. Each candidate should address each question in a statement no more than 500 words long.
- a. What do you see as the challenges of understanding the broad and diverse views of our association
  - b. The Board focuses on the future of the association and emphasizes strategic leadership. What strengths would you contribute to this process?
  - c. The Board has authority as a group, not as individuals. This means board members are expected to deliberate candidly but to speak externally with one voice once a decision is reached. If others were to describe how you participate in a deliberating body, what would they say?
6. The Nominating Committee writes communiques for the members which are disseminated by Member Programs. In May the Nominating Committee invites suggestions for potential board candidates. In August, the Nominating Committee provides an overview of the process and explains the petition nomination procedures as outlined in Appendix BP4.D.December 1.7. These are disseminated by member programs.
7. The chair of the Teller Committee will keep a copy of the official report of the election for one year. This copy may be destroyed when the results from the current election are published.

### 3. Qualifications for Candidates to the Board of Directors

1. A board member may not serve as an ED-appointed member of any of the association's committees. A board member may not be an employee of or receive compensation from ATLA (Article 4.02 g).
2. Board members do not serve on ED-appointed advisory committees.
3. Normally, all board members ending their first three year term are invited to be a candidate for a second term.
4. The Nominating Committee for Board Candidates should consider the following principles and guidelines in its identification of potential nominees for the board, not as goals or quotas, but as reminders of the need for balance and broad representation on the board:

- a. Individuals' experience in management and potential to be an officer of the association;
  - b. Individuals' past participation in ATLA committees and interest groups;
  - c. Continuity of experience on the board;
  - d. Providing opportunities for leadership to those who have never served on the board; and
  - e. Denominational, ethnic, gender, and racial balance as well as geographic distribution and variety in the size of libraries represented on the board.
5. Because of the policy governance model currently employed by the board, candidates for nomination should exhibit:
- a. A commitment to the association's "moral ownership" (its individual and institutional membership);
  - b. A propensity to think in terms of systems, the harmony and good of the whole association, and the context in which the association seeks to fulfill its mission;
  - c. An ability and eagerness to deal with values, vision, and the long term future and practice of the association; board members need to be attuned to looking beyond the present and the particular topic at hand to the values that lie behind and how those values might be worked out best in the changing context of the future;
  - d. An ability to participate assertively in deliberations;
  - e. A willingness to delegate and to share decision-making authority with others.
  - f. Other qualities, competencies, and responsibilities as outlined in the *Board Policy Manual*, Appendix BP 10.

#### **D. Membership of the Tellers Committee for Board Elections**

1. The Secretary convenes a Tellers Committee consisting of three (3) individual members of ATLA. This is done no later than December 10.
2. Ordinarily, a member of the Tellers Committee will serve for 3 consecutive years, with one member rotating off the committee each year and one member joining. Any member serving on the Tellers Committee cannot work at the same institution as any member nominated for the Board of Directors.
3. Ordinarily, the member in the third year of service will serve as the chair of the committee.
4. The Secretary confirms willingness to serve on the Tellers Committee and appoints a new member of the committee.

#### **E. The Election Process**

1. The election is conducted by an outside ballot vendor.
2. Votes are tallied as follows:
  - a. Each Institutional member of the Association shall be entitled to one (1) ballot.
  - b. Each individual member of the Association shall be entitled to one (1) ballot.
  - c. Candidates receiving the highest number of votes for the number of vacant positions shall be declared elected.
  - d. If a tie occurs, the Teller's Committee shall select the winners through a randomizing process.

**F. Timeline for Nominations and Elections**

October Board Meeting	The board appoints a third member to the Nominating Committee for Board Candidates.
Early Spring	The Nominating Committee writes an article for the ATLA membership which provides information on how members may submit names for consideration to the committee (due May 1). This will be disseminated by Member Programs.
Spring and Summer	The Nominating Committee identifies potential nominees to be contacted including current board members who are eligible for reelection. (See C.6 above for candidate qualifications.) Before making any contacts, the committee checks with ATLA Member Programs to ensure that potential nominees are individual members of ATLA.
Summer	1) The Nominating Committee discusses the responsibilities of board members with potential nominees and seeks confirmation of nominees’ willingness to stand for election. Nominating committee will provide information about conflict of interest issues and ask those standing for election the best way to contact them in February so as to expedite the completion of the election. 2) The Nominating Committee writes an article for the ATLA membership which outlines the nominating process which is available to members after the slate has been announced (due August 1). This will be disseminated by Member Programs.
No Later Than October 1	The Nominating Committee sends the board secretary a slate of at least two nominations for each of the four places to be filled on the board each year (Article 4.02 d). The board approves the slate no later than Oct. 7 <sup>th</sup> . The committee also sends the slate to the ATLA director of member programs.
No Later Than October 15	The secretary announces the slate to ATLA members in writing no later than October 15. Instructions for petition nominations are included in both the e-mail and other ATLA communications.
No Later Than December 1	Petition Nominations 1) Nominations other than those submitted by the Nominating Committee for Board Candidates must be submitted by a petition signed by no fewer than ten (10) individual, voting members of

	<p>ATLA and filed with the board’s secretary no later than December 1 (Article 4.02 e).</p> <p>a) Petition nominations shall convey to and collect from the nominee and the signators solicited, and then submit to the secretary, the following information:</p> <ul style="list-style-type: none"> <li>• Text of petition</li> <li>• Link to all board documents specifying qualities, competencies, and responsibilities</li> <li>• Name of nominee             <ul style="list-style-type: none"> <li>○ Affirmation that nominee is both eligible and has agreed to stand</li> <li>○ Best email address and telephone number of nominee</li> </ul> </li> <li>• Name(s) of signator(s)             <ul style="list-style-type: none"> <li>○ Affirmation that (all) signator(s) is (are) eligible to sign</li> <li>○ Best email address and telephone number of signator</li> </ul> </li> </ul> <p>b) Petition nominations may be collected and submitted to the secretary 1) by fax, email, or surface mail, or 2) by an online petitions process acceptable to the Executive Committee at point of need, prior to the December 1 deadline. After comparing the various online solutions available in early 2015, the Governance Committee recommended that Google Forms be considered. But any tool with the capacity to allow for the collection and submission of the information outlined above may be approved by the Executive Committee.</p> <p>c) The secretary asks the director of member programs to confirm that the nominee and all the petitioners are ATLA individual members.</p> <p>d) The secretary informs the petition nominee of board member duties and verifies his/her willingness to serve.</p> <p>2) The director of member programs asks each nominee to submit the material for the ballot outlined in Appendix BP4 B.5, above.</p>
<p>No Later Than December 10</p>	<p>The board secretary appoints a Tellers Committee of ATLA individual members to verify the ballot count as reported by the ballot vendor. Committee business is conducted by email and completed as soon as possible after receiving the report from the ballot vendor.</p>
<p>No Later Than January 10-31</p>	<p>The election is open for the members.</p>
<p>Three business days after receipt</p>	<p>The Tellers Committee verifies the ballot report received from the ballot vendor. The Tellers Committee reports the election results to the board secretary within three business days.</p>

<p>No Later Than February 15</p>	<p>The board secretary has 5 business days to contact those elected to reconfirm that they are willing to serve.                  If any candidate cannot serve or cannot be reached, the secretary contacts the candidate with the next highest number of votes.                  The secretary informs all candidates whether they have been elected and thanks them for their willingness to be candidates.                  The president may contact the candidates if the secretary is unable to do so in a timely manner.                  The secretary communicates the outcome of the election to the board and the executive director of ATLA within 8 business days after the election closes.                  The secretary instructs the director of member programs to announce the outcome of the election to the membership.</p>
<p>Summer Annual Conference</p>	<p>The acceptance by the membership of the secretary’s report to the ATLA annual meeting on the balloting results constitutes the formal confirmation of the election of new directors.</p>

## APPENDIX BP5: NOMINATION OF OFFICERS FOR THE BOARD OF DIRECTORS

- A. Membership of the Nominating Committee for Board Officers: The Nominating Committee for Board Officers consists of at least three board members, normally those board members who will not be serving beyond the next annual conference. In cases where there are not at least three board members rotating off the board to serve on the Nominating Committee, the president, in consultation with the full board, will appoint the other members of the Board Nominating Committee. The president may serve.
- B. Committee's Responsibilities
1. The primary responsibility of this committee is to nominate to the board a candidate for president, vice president, secretary, and treasurer from among those board members who will continue to serve on the board following the next annual conference of ATLA.
  2. This committee must ensure that no nomination shall be presented to the board without the express consent of the nominee.
  3. Any individual asked to allow his or her name to be placed in nomination for a board office must first be introduced to the responsibilities involved in serving in that office and offered adequate time to consider whether he or she wishes to serve.
  4. The Nominating Committee for Board Officers shall point out to each potential nominee Article 4 of the *ATLA Bylaws* and the section on Officer Responsibilities in the *Board Policy Manual* as well as the appropriate annual timeline of responsibilities for the board president, vice president, secretary, and treasurer found in the appendices of this manual.
- C. Qualifications for Board Officers
1. A candidate for nomination must be an individual member of the association and a member of the Board of Directors during the year to which he or she is nominated to serve as an officer.
  2. Normally, the nominee for president, secretary, and treasurer should have served at least one full year on the board immediately prior to his or her nomination for office.
  3. Normally, the vice president will succeed the president.
  4. The committee may nominate any eligible officer to a second consecutive term.
- D. Timeline for Nominations and Elections

October Board Meeting	The president appoints the known members of the Nominating Committee for Board Officers and its chair during this meeting. The president may also make provision for discussion of any anticipated circumstances or issues that might call for particular leadership skills in its next slate of officers.
Early February	When the board member elections results are confirmed in February, the president finalizes the members of the Nominating Committee.
Prior to the February Board Meeting	The Nominating Committee for Board Officers contacts each board member individually to seek counsel and then selects a nominee for each office, waiting for the results of the January election, if necessary. The Nominating

	<p>Committee for Board Officers consults with its selection of potential nominees to discuss the responsibilities of the office for which they are being considered and to allow potential nominees to consider whether to stand for nomination. Once each potential nominee has consented to be considered, the full potential slate is shared with each potential nominee individually for confirmation that she or he is willing to serve alongside the other nominees. The committee chair announces the slate of nominees for the four board officer positions to the entire board. The president places the slate on the consent agenda for the February meeting.</p>
<p>At the February Board Meeting</p>	<p>The board votes on the slate of nominees for the four board officer positions.</p>
<p>After the February Board Meeting</p>	<p>ATLA Member Services announces the officers of the Board of Directors for the next year.</p>

## **APPENDIX BP6: WHISTLEBLOWERS POLICY**

American Theological Library Association (“ATLA” or the “Organization” ) is committed to lawful and ethical conduct in all of its activities. Pursuant to this commitment, ATLA requires its directors, officers, employees, and volunteers to act in accordance with all applicable laws, regulations, and Organization policies, and to observe the highest standards of ethics, in conducting their duties and responsibilities. As such, ATLA has adopted this Whistleblower Policy, the purpose of which is to:

- prevent, detect and correct any illegal or other wrongful activity within the Organization;
- require all directors, officers, employees, and volunteers to report any situation they in good faith believe may involve illegal or other wrongful activity;
- provide an investigative process for reported acts of illegal or other wrongful activity and/or retaliation; and
- prohibit any retaliation against individuals making good faith reports of illegal or other wrongful activity.

### **Reporting**

Any director, officer, employee, or volunteer who becomes aware of any activity or conduct that he/she in good faith believes may be any one or more of the following must immediately report it to the executive director:

- a violation of federal, state, or local law or regulation;
- wrongful financial fraud or accounting practices (which include questionable accounting practices; fraud or deliberate error in financial statements, reporting, recordkeeping or other financial or accounting practices; deficiencies of internal accounting controls; misrepresentations or deliberate omissions to ATLA’s directors, officers, or accounting department regarding the Organization’s financial condition);
- misuse or misappropriation of ATLA’s resources, such as supplies, funds, and other assets;
- falsification, forgery, or alternation of ATLA documents;
- unethical behavior or practices; or
- material violations of Organization policies including but not limited to violations of the confidentiality, conflict of interest, and document retention policies.

If the executive director is believed to be involved in the matter being reported, is unresponsive, or if the employee prefers to report the matter to someone else, employees may do so by contacting the president of the Board of Directors.

Reports may be made orally or in writing. They also may be made anonymously. To assist in the Organization’s investigation, the person making the report should provide as much factual, rather than speculative, information as possible. To the extent possible, the following information should be included:

- the alleged event, matter, or issue that is the subject of the report;
- the name of the person(s) involved;
- if the report involves a specific event or events, the approximate date(s) and location(s) of each event; and

- any additional information, documentation, or other evidence believed to support the report.

### **Investigation**

ATLA will promptly investigate all reports and take appropriate corrective action (which may include disciplinary action, up to and including termination of employment, as well as civil and criminal prosecution, as appropriate) when the Organization concludes that the reported activity or conduct occurred based on the investigation. The personnel officer and/or other Organization management, as well as outside experts, may be called upon to investigate reports. All individuals are required to cooperate fully with such investigations and to provide all information that they possess regarding the conduct that is the subject of the report, whether or not they consider it relevant. Failure to cooperate fully and in a forthright manner with any such investigation may itself be grounds for action.

### **Confidentiality**

ATLA will keep all reports, including the reporting individual's identity, confidential to the extent feasible and to the extent the needs of the investigation permit. Employees are also reminded of the importance of keeping reported matters confidential. Employees with questions concerning the confidentiality or appropriateness of disclosure of particular information should contact the executive director.

### **No Retaliation**

Any director, officer, employee, or volunteer who makes a good faith report of illegal or other wrongful activity as described in this policy or as provided by applicable law, will not be subject to any retaliation for making such good faith reports or participating or cooperating in investigations of such reports. W

Any individual who believes that he/she has been retaliated against based on his/her making a good faith report of illegal or other wrongful activity as described in this policy or as provided by applicable law, or for participating or cooperating in investigations of such reports, should immediately notify the personnel officer and the executive director, or if the executive director is believed to be involved in retaliation, the president of the Board of Directors. If the Organization concludes that retaliation in violation of this policy or applicable law has occurred, it will take appropriate action to remedy the situation and make sure it does not occur again. Such action may include discipline, up to and including termination of employment, of any employee who engages in prohibited retaliation. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, or addressing valid performance concerns in the usual scope of their duties and based on valid performance-related factors.

### **Bad Faith Reports**

Any director, officer, employee, or volunteer who makes a report of alleged illegal or other wrongful activity without any basis in fact or with the knowledge that the allegation is false, is subject to disciplinary action, up to and including termination, and/or other appropriate remedial measures.

## **APPENDIX BP7A: CONFLICT OF INTEREST POLICY**

### **Section 1. Introduction**

The American Theological Library Association is a nonprofit, tax-exempt member organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for member support. The operations of ATLA are a public trust which are subject to scrutiny by the members of the association and are also accountable to authorities of the federal government.

The ATLA Board's fiduciary responsibilities include the duty of care, the duty of loyalty, and the duty of obedience. Board members are responsible for directing the affairs of ATLA honestly and prudently, and for exercising their best care, skill, and judgment for the sole benefit of the association. ATLA Board members shall not use their positions on the ATLA Board or knowledge gained through board service for their own personal benefit.

### **Section 2. Purpose**

The purpose of this policy is to describe actions and activities which, if performed by an ATLA Board member, could be conflicts of interest. The policy outlines procedures that the board as a whole and its individual members will follow to avoid conflicts of interest. These include the following understandings and expectations:

- Potential candidates for the board understand the policy before accepting the invitation to be nominated.
- Board members are familiar with the terms of the policy.
- Board members refrain from activities that have been declared conflicts of interest.
- Board members annually disclose potential conflicts of interest.
- Board members voluntarily disclose any potential conflicts which arise during the year.
- The board reviews the annual self-disclosures and other submissions during the year.
- The board resolves actual and potential conflicts of interest according to the procedures established in the policy.

### **Section 3. Definitions**

*A conflict of interest* is any circumstance that compromises the ability of a board member to act or to make decisions in the best interests of ATLA and which also personally benefits the board member or a family member. A family member is a spouse, child, parent, sibling, or domestic partner.

*A potential conflict of interest* is a circumstance that could, under certain conditions, lead a board member to act contrary to the best interests of ATLA. While those conditions do not yet exist, they can be anticipated and should be avoided.

*A perceived conflict of interest* is not likely to compromise the ability of a board member to act in the best interests of ATLA. However, the board wishes to avoid the risk that uninformed individuals will incorrectly conclude that the board member is receiving personal gain through

board service. Therefore, board members should avoid activities which may be perceived as conflicts of interest. The board determines when a perceived conflict of interest must be addressed.

A *conflict of interest* may exist when a board member has a *financial interest* or may otherwise benefit from a decision made in the course of his or her duties as a board member.

A person has a *financial interest* if the person has, directly or indirectly, through business, investment, or family members:

- A compensation arrangement with ATLA or with any entity or individual with which ATLA has a transaction arrangement.
- An ownership or investment interest in any entity with which ATLA has a transaction arrangement.
- A potential compensation arrangement with, or ownership or investment interest in, any entity or individual with which ATLA is negotiating a transaction or arrangement.

A person has a *duality of interest* if the person, directly or indirectly or through a family member, serves in a substantial leadership role with another organization whose interests may be adverse to, in conflict with, or in competition with those of ATLA.

- A duality of interest is not necessarily a conflict of interest. In some cases, it may be to the advantage of ATLA for a director to have a substantial leadership role with another organization.
- The board shall determine whether the duality of interest constitutes a conflict of interest.

#### **Section 4. Reimbursements, Compensation, and Relationships**

Normally, an ATLA board member may not receive payment from ATLA for anything other than board-related expenses. ATLA reimburses board members at the established rate for travel and development expenses associated with board service. Any other payment from ATLA to a board member or a board member's institution is a potential conflict of interest and must be disclosed.

When payment is made to a board member, ATLA issues a 1099 tax form. Compensation must be recorded on the association's annual IRS 990 form.

Grants given to institutions which employ a board member do not have to be reported on the 990 form; only compensation to individuals is listed. An institution that employs a board member may apply for ATLA grants which have stated criteria. ATLA will only give grants to institutions that meet the criteria for the program thereby avoiding the appearance of favoring a board member's employer.

Familial and employment-based relationships between board members may lead to conflicts of interest. A candidate for board service shall not serve in a supervisory or reporting relationship with another board member or candidate. If such a relationship occurs through change of employment or other circumstance, the board member whose change of situation has created the relationship will resign from the board within five months.

## **Section 5. Disclosure of Conflicts of Interest**

Each year, board members complete the Conflict of Interest Statement of Disclosure listing all circumstances which might be conflicts of interest. In signing the statement, the board member affirms that he or she

- has read and understands the ATLA Board Conflict of Interest Policy.
- agrees to comply with it.

Board members are encouraged to err on the side of disclosure and to report any set of circumstances that may appear to pose a conflict of interest, even when uncertain whether such circumstances need to be disclosed. They are encouraged consult with the Board Executive Committee for guidance. A board member must promptly submit an amended statement of disclosure to reflect any material changes or additions to the submitted information that may arise during the course of the year.

If the ATLA executive director has reasonable cause to believe that a board member is in a conflict of interest situation, the executive director shall inform the ATLA President. ATLA employees who have a reasonable causes to believe that a board member is in a conflict of interest situation shall consult with the executive director, who determines whether the ATLA president shall be informed. ATLA members who have a reasonable cause to believe that a board member is in a conflict of interest situation shall inform the ATLA president.

If the board has reasonable cause to believe that a member has failed to disclose potential, actual, or perceived conflicts of interest, the president shall inform the member of the basis for such belief and request an explanation of the alleged failure to disclose. If, after hearing the response and gathering evidence, the board determines that the board member should disclose a potential, actual, or perceived conflict of interest, it will proceed with evaluating the circumstances and voting on a resolution as in Section 6 below.

## **Section 6. Procedure for Identifying and Resolving Conflicts of Interest**

1. This Conflict of Interest Policy and the Conflict of Interest Statement of Disclosure are Appendix BP7A and B of the ATLA Board Policy Manual.
2. The chair of the Governance Committee distributes the statement of disclosure to all board members no later than May 1.
3. Board members return the statements to the president by May 15. Board members may address questions of clarification to the president.
4. The president, the vice president, the executive director, and the chair of the Governance Committee review the forms and identify issues for discussion at the June board meeting. The president may seek guidance from a qualified advisor.
5. Board members submit an amended statement of disclosure to the president whenever necessary during the year. When an amended statement is received, the president may schedule a board meeting by conference call to discuss it or wait until the next scheduled face-to-face board meeting.

6. The board reviews the issues brought by the president and identifies disclosures that may be potential, actual, or perceived conflicts of interest.
7. A board member whose disclosure is under review may describe the issues involved and may answer questions from the board. The member then leaves the room while the board deliberates. While the review is pending, the board member whose relationships or activities are under consideration may not participate in deliberations, debate, or vote on the disclosed relationship or activities.
8. The remaining board members shall decide if a conflict of interest exists using established voting procedures.
9. If the board determines that a board member's relationship or activities constitutes a potential, actual, or perceived conflict of interest, it will be resolved by the board as appropriate including but not limited to one of the following ways:
  - a. Waive the conflict of interest as unlikely to affect the board member's ability to act in the best interests of ATLA and require no action on the part of the individual.
  - b. Take deliberate steps to ensure that the member or members involved are not in situations where their ability to act in the best interests of ATLA would be compromised. Make adjustments to policy and procedures to reduce the likelihood that this situation would occur again.
  - c. Determine that the board member is recused from all board discussion and decision-making related to the particular transaction or relationships that gives rise to the actual, potential or perceived conflict. This resolution is appropriate when the transaction or relationship is one that presents minimal conflict or potential conflict.
  - d. Require the board member to remedy or withdraw from the situation which has caused the conflict so that he or she is free to act in the best interests of ATLA and to act without possibility of personal benefit to the board member or a related family member.
  - e. Require the board member to resign from ATLA Board service because the actual, potential or perceived conflict is highly significant or pervasive.
10. The ATLA executive director preserves signed statements of disclosure according to the *ATLA Document Retention and Destruction Policy*. The board president may request statements from the executive director or the ATLA Archives by as needed.

### **Section 7. Records of Proceedings**

The minutes of the ATLA Board shall contain:

- The name of each board member whose disclosure was reviewed by the board.
- The nature of the disclosure and the process used to evaluate it.
- The board's determination as to whether a potential, actual, or perceived conflict of interest in fact existed and the resolution of that determination.
- The names of board members who were present for the discussion, the content of the discussion including any proposed alternatives, and a record of any votes taken.

### **2015 Supplement to Policy: Examples of Benefits Not Available to Board Members**

This supplement clarifies and provides examples of the Conflict of Interest Policy. It is not part of the policy and may be changed by the board without revision of the policy.

To avoid the appearance of favoritism, an ATLA board member may not be paid for services to an ATLA member library with funds from an ATLA consultancy grant.

Compensation which must be reported on the IRS 990 form includes but is not limited to the following:

- Payment for services provided to ATLA
- Cash grants including Conference Travel Grants

**APPENDIX BP7B: ATLA BOARD CONFLICT OF INTEREST STATEMENT OF DISCLOSURE**

ATLA Board Conflict of Interest Statement of Disclosure  
February 2015

1. List all corporations, partnerships, associations or other organizations of which you are an officer, director, trustee, partner, or employee that you have reason to believe could have or appear to have interest in conflict with ATLA. Describe your affiliation with each entity.
2. List any publication that you serve in an official capacity which has or could have business dealings with ATLA. Describe your role.
3. List all corporations, partnerships, or other entities in which you have a material financial interest as defined in the policy that you have reason to believe could have or appear to have interests in conflict with ATLA.
4. List all business dealings that you, your family members, and/or entities listed above have had with ATLA in the past year.
5. List any proposed business dealings between ATLA and you, your family members, and/or entities listed above. Describe each such relationship listed and your best estimate of any potential financial benefits you may realize as a result of those dealings.
6. Are you aware of any other relationships, arrangements, transactions, or matters which could create a conflict of interest or the appearance of conflict? If so, please describe.
7. List any compensation (financial or other) which you or a family member have received in the past year from ATLA. Do not list reimbursement for expenses related to board service. Describe the nature of the compensation and reason for it.

I have received a copy of the ATLA Board Conflict of Interest Policy. I have read it and understand it. I will comply with it.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Name Printed \_\_\_\_\_

**APPENDIX BP8: STYLE MANUAL GUIDELINES FOR THE ATLA BOARD POLICY MANUAL**

*ATLA Newsletter* is italicized; newsletter is not, nor capitalized.

Prefer use of Oxford comma.

Website, web page, e-mail, Internet, PDF—see CMS 7.76.

Spell out numerals from 1-100—see CMS 9.2.

Do not capitalize officers, titles of jobs—see CMS 8.26.

Full names of boards, associations are capitalized; the association—see CMS 8.69.

Full names of committees are capitalized; the committee—see CMS 8.69.

In “numbered lists,” preference will be for numbers in parentheses; (1), (2)...—see CMS 6.123.

Reports (things we would consider our publications) are italicized, capitalized (*Bylaws, Board Policy Manual*)—see CMS 8.183.

Reports (Monitoring Report, Annual Evaluation...) are capitalized, not italicized.

Sections of report, manual, are placed in quotation marks (“Executive Limitations,” when it refers to the section of the manual)—see CMS 8.175.

**APPENDIX BP9: PROCEDURES FOR E-MAIL VOTING**

As per the *Board Policy Manual* (Board Process 4.5), e-mail votes will normally be avoided. However, there are circumstances that may warrant an e-mail vote such as noncontroversial, time-sensitive issues. This appendix outlines procedures for such e-mail voting.

According to Illinois nonprofit law, voting by e-mail must follow the more stringent requirements of decision making by written consent: (1) the exact wording of the motion must be presented in writing, (2) all board members must vote, and (3) the vote must be unanimous.

1. The ED or a board member may request an e-mail vote by making a motion in writing to the Executive Committee.
2. The president will send to the board and ED the exact wording of the motion and request a second by a specific date and time.
3. The president will call for discussion and set a date and time by which to conclude discussion.
4. Once the deadline for discussion has passed, the president will call for a vote by a specific deadline.
5. Each board member will “reply all” to the president’s e-mail call for a vote.
6. The motion will pass only if all board members vote and the vote is unanimous.
7. The president or secretary will prepare a written summary of the actions taken and issues raised regarding the motion. This summary will serve as the official record of the motion and vote and will be included on the consent agenda of the next in-person board meeting so that it becomes a part of the board’s permanent record via the docket.
8. If the president is unable to lead the voting process, the vice president may do so.

## **APPENDIX BP10: ATLA BOARD MEMBERS: QUALITIES, COMPETENCIES, RESPONSIBILITIES**

### **Qualities**

- Integrity (ethical, legal, and otherwise)
- Self-confidence, courage, and willingness to take informed risks
- Appreciation for and commitment to the cultivation of diversity
- Collegiality and a sense of humor
- Flexibility and an openness to change, innovation, new ideas and directions
- Willingness to
  - assume the duties of care, loyalty, and obedience
  - learn, adjust and adhere to, communicate, and defend the principles of Policy Governance
  - familiarize (and constantly re-familiarize) oneself with the *Bylaws* and the *Policy manual*
  - follow established procedures
- Readiness to
  - disclose all possible conflicts of interest
  - prioritize and come prepared to Board meetings
  - give Board-work the time it requires, including work between meetings and the work of self-education
  - lead committees of the Board or serve as an officer

### **Competencies**

- Breadth of experience and familiarity with one or more areas of theological librarianship
- Ability to focus on what the Association should be delivering for its beneficiaries
- Understanding of and appreciation for group process and the dynamics of board decision making. Ability to
  - listen to, weigh, and learn from the opinions and arguments of others
  - articulate one's own opinions and judgments
  - make and second motions, facilitate the emergence of consensus
  - function as a member of a team that must speak with a single voice (stand behind Board decisions for which one did not vote)
- Familiarity with parliamentary procedure, and a willingness to adhere to meeting ground rules
- Group leadership skills, i.e., the ability to
  - Articulate purpose
  - Establish an agenda
  - Motivate; elicit contributions from all concerned
  - Work at a pace that allows all to participate and complete tasks on time
  - Identify key issues and help the group come to a single voice
- Computer literacy and an openness to the use of helpful new tools, including those that facilitate remote collaboration

**Responsibilities**

- Provide legal and moral oversight; perform the duties required by law:
  - Avoid actual or perceived conflicts of interest and complete conflict of interest form
  - Understand basic non-profit finances or be willing to learn; review financial reports
  - Read and sign the IRS Form 990
  - Assume ultimate legal responsibility
- Forge and maintain a connection with the moral ownership through formal and informal means; listen with empathy to the needs and concerns of members; strive to understand the full range of its values and needs; and represent the moral ownership in board deliberations; advance the Association as a whole, in all of its diversity, over the long term
- Envision the future of theological librarianship
  - Articulate organizational values, see the big picture
  - Analyze trends in higher education, theological education, and librarianship
  - Exercise foresight; envision the future; think strategically
- Develop and revise policies that are responsive to the needs and expectations of members, set the direction of the organization (Organizational Ends), minimize risk (Executive Limitations), govern the Board-Executive relationship, ensure the smooth and consistent functioning of the Board over time (Board Policy), and are consistent with the Policy Governance model
- Monitor achievement of Organizational Ends and compliance with Executive Limitations
  - Assess the reasonableness of the executive director's interpretations, as well as the evidence of compliance and achievement provided
  - Share in the responsibility of the Board to hire, monitor, evaluate, compensate, and fire the executive director
- Monitor Board quality and performance
  - Ensure the presence of a capable and responsible Board
  - Regularly evaluate one's own and the Board's performance
- Promote a positive public image of the Association

**APPENDIX BP11: MAKING MINOR CHANGES TO THE ATLA BOARD POLICY MANUAL**

The Governance Committee may make minor editorial changes to the *Board Policy Manual* without approval of the board.

The Governance Committee approves minor editorial changes to the parts of the policy manual that outline internal procedures. The goal is to maintain consistent expression according to the style guidelines spelled out in Appendix BP8 and to make minor changes that result from board decisions.

- Example: A change in the schedule for a procedure requires changing dates in an appendix.

The Governance Committee does not change the content or meaning of documents without board approval.

The secretary makes minor editorial changes at the direction of the Governance Committee.

The Governance Committee describes changes to the board in a document in the consent agenda of the next meeting.

Each new version of the manual includes minor editorial changes made by the committee since the last board meeting.

The following portions of the manual will **not** be modified without board approval:

- Organizational Ends
- Executive Limitations
- Board-Executive Relationship
- Appendices that are statements of policy such as
  - EL2 Investment Policy
  - BP6 Whistleblowers Policy
  - BP7 A and B Conflict of Interest Policy

**APPENDIX BP12: PROCESS FOR BOARD'S ANNUAL REVIEW OF 990 FORM**

1. Executive director or director of financial services posts a draft of 990 to board community site and notifies the president when 990 form is ready for board review.
2. The president emails the board to ask everyone to review the 990 form, inviting questions and providing deadline (sample text below). Questions should be sent to board listserv. ALL board members must indicate via email that they have reviewed the 990 form.

ATLA's year 990 form is ready for the board's review. Please review it (especially parts VI and VII) and send an email response by date. In your response please note that you accept the 990 as is or that you accept it with the following changes (and note those changes). Please remember that everyone must respond so that we can provide documentation to our auditors. I will provide a copy of the summary that I will give to Brenda and the auditors. This summary will be included in our next consent agenda.

Please note that this form includes information for year.

If you have any questions, please ask. Thank you very much!

3. Note: regarding Part VI, Section B, Q15, "Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?" Because the board (independent persons) reviews compensation and comparability data regarding the ED's salary, holds an in-person executive session, and documents that session, we can answer "yes" to this question.
4. After the deadline, the president compiles questions from the board and forwards them to the executive director.
5. The executive director addresses all board questions.
6. The president writes up a summary of the 990 review process, which is to be included in the consent agenda of the next meeting. The summary should include the original email sent to board, a list of any questions and responses (unless confidential), and a statement that all board members have reviewed the form. This summary is needed by the auditors.
7. The president ensures that the final 990 form is posted to the board's community site in the 990 folder.

### **APPENDIX BP13: GUIDELINES FOR BOARD RESOLUTIONS CRAFTED FOR A PURPOSE OTHER THAN THE GOVERNANCE OF THE ASSOCIATION**

The core purpose of the American Theological Library Association is “To promote worldwide scholarly communication in religion and theology by advancing the work of libraries and related information providers.” An association with a core purpose such as that is bound to consist of members whose interests in, and opinions, judgments, and convictions on matters of religious, ethical, social, and political significance are sometimes diametrically opposed. Indeed, a strength of the American Theological Library Association, developed over the course of a history of hard-won inclusion, has been the differences of its members and their ability to collaborate and form deep and lasting friendships even while respectfully disagreeing on matters of real importance.

For this reason the Association has stated that it values, in addition to “excellence in library collections and services” and the “widest possible access to relevant information and ideas,” “hospitality, inclusion, and diversity,” as well as “collegiality and collaboration” (not to mention “creativity, innovation, and transformation”). It must therefore be careful to represent its membership as a whole.

Committed to values such as these, the ATLA board will normally restrict itself to the formulation of resolutions designed to *govern the Association*. The Board may consider the formulation of resolutions on other matters when all or most of the following conditions obtain:

1. The matter at hand is directly related to or in conflict with the core purpose of the Association.
2. The matter at hand is directly related to or in conflict with the primary activities of the membership considered as a whole.
3. Association members are directly affected.
4. A minimum of ten Association members formally requests action from the board, and does so in response to a specific event or pressing issue.
5. The board has heard from the membership and is able to meet in real time to produce a timely, carefully-considered, and appropriate response.
6. The resolution in question cannot reasonably be construed to pit the opinions of one segment of the membership against those of another.

Guided by its core purpose and values, the board of course supports the widest possible access to information and ideas relevant to the open and hospitable discussion of such issues with an eye to the positive transformation of society, and encourages the members of the Association to act as libraries and related information providers have always done in bringing a balanced array of scholarly communication to bear upon the pressing issues of the day.

**APPENDIX BP14: ATLA Record Retention & Destruction Policy****ATLA RECORD RETENTION AND DESTRUCTION POLICY**

Adopted by ATLA, June 3, 2014

**Purpose**

The purpose of this Policy is to ensure that necessary records and documents are adequately protected and maintained and to ensure that records that are no longer needed by the American Theological Library Association (ATLA) or are of no value are discarded at the proper time. This Policy is also for the purpose of aiding employees of American Theological Library Association in understanding their obligations in retaining electronic documents - including email, text, audio, video, PDF, Microsoft Office and any other formatted files.

**Policy**

This Policy represents the American Theological Library Association's policy regarding the retention and disposal of physical records and electronic documents.

**Administration**

Attached as Appendix A is a Record Retention Schedule that is approved as the initial maintenance, retention and disposal schedule for physical and electronic records of American Theological Library Association. Appendix B describes cloud storage and local data backup guidelines. The Executive Director (the "Administrator") is the officer in charge of the administration of this Policy and the implementation of processes and procedures to ensure that the Record Retention Schedule is followed. The Administrator is also authorized to: make modifications to the Record Retention Schedule from time to time to ensure that it is in compliance with local, state and federal laws and includes the appropriate document and record categories for the American Theological Library Association; monitor local, state and federal laws affecting record retention; annually review the record retention and disposal program; and monitor compliance with this Policy.

**Suspension of Record Disposal In Event of Litigation or Claims**

In the event the American Theological Library Association is served with any subpoena or request for documents or any employee becomes aware of a governmental investigation or audit concerning the American Theological Library Association or the commencement of any litigation against or concerning the American Theological Library Association, such employee shall inform the Administrator and any further disposal of documents shall be suspended until such time as the Administrator, with the advice of counsel, determines otherwise. The Administrator shall take such steps as is necessary to promptly inform all staff of any suspension in the further disposal of documents.

**Applicability**

This Policy applies to all physical and electronic records generated in the course of the American

Theological Library Association's operation, including both original documents and reproductions.

**APPENDIX A – PHYSICAL AND ELECTRONIC RECORD RETENTION SCHEDULE****SECTION TOPIC**

- A. Accounting and Finance
- B. Contracts
- C. Corporate Records
- D. Correspondence and Internal Memoranda
- E. Grant Records
- F. Insurance Records
- G. Legal Files and Papers
- H. Miscellaneous
- I. Payroll Documents
- J. Pension Documents
- K. Personnel Records
- L. Property Records
- M. Tax Records
- N. Contribution Records
- O. Programs & Services Records

**A. ACCOUNTING AND FINANCE**

<b>Record Type</b>	<b>Retention Period</b>
Accounts Payable ledgers and schedules	3 years
Accounts Receivable ledgers and schedules	3 years
Annual Audit Reports and Financial Statements	Permanent
Annual Audit Records, including work papers and other documents that relate to the audit	7 years after completion of audit
Annual Plans and Budgets	3 years
Bank Statements and Canceled Checks	7 years
Employee Expense Reports	3 years
General Ledgers	Permanent
Interim Financial Statements	7 years
Notes Receivable ledgers and schedules	7 years
Investment Records	7 years after sale of investment
Credit card records (documents showing customer credit card number)	3 years

**Credit Card Record Retention and Destruction**

A credit card may be used to pay for the following American Theological Library Association products and services: Donations, dues, publications, etc. All records showing customer credit card number must be locked in a desk drawer or a file cabinet when not in immediate use by staff. If it is determined that information on a document, which contains credit card information, is necessary for retention beyond 3 years, then the credit card number will be obscured. Credit card number submissions via our HTTPS website will be deleted immediately after payment has been processed.

**B. CONTRACTS**

<b>Record Type</b>	<b>Retention Period</b>
Contracts and Related Correspondence (including any proposal that resulted in the contract and all other supportive documentation)	7 years after expiration or termination

**C. CORPORATE RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Corporate Records (minute books, signed minutes of the Board and all committees with Board authority, corporate seals, articles of incorporation, bylaws, annual corporate reports)	Permanent
Licenses and Permits	Permanent

**D. CORRESPONDENCE AND INTERNAL MEMORANDA**

**General Principle:** Correspondence and internal memoranda should be retained for the same period as the document they pertain to or support. For instance, a letter pertaining to a particular contract would be retained as long as the contract (7 years after expiration). It is recommended that records that support a particular project be kept with the project and take on the retention time of that particular project file.

<b>Record Type</b>	<b>Retention Period</b>
Routine letters, documents, emails and notes that require no acknowledgment or follow up	2 years max
Form letter/email that require no follow up	2 years max
Letter/email of general inquiry and replies that complete a cycle of correspondence	2 years max

Letter/email of complaints requesting specific action that have no further value after changes are made or action taken	2 years max
Other letter/email of inconsequential subject matter or that definitely close correspondence to which no further reference will be necessary	2 years max
Chronological correspondence files	2 years max
Non-routine matters or having significant lasting consequences	Permanent

Please note that copies of interoffice correspondence and documents where a copy will be in the originating department file should be read and destroyed/deleted, unless that information provides reference to or direction to other documents and must be kept for project traceability.

**E. GRANT RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Original grant proposal (if funded)	Permanent
Grant agreement and subsequent modifications, if applicable	Permanent
All requested IRS/grantee correspondence including determination letters and “no change” in exempt status letters	7 years after completion of grant period
Final grantee reports, both financial and narrative	Permanent
All evidence of returned grant funds	Permanent
All pertinent formal correspondence including opinion letters of counsel	7 years after completion of grant period
Report assessment forms	7 years after completion of grant period
Documentation relating to grantee evidence of invoices and matching or challenge grants that would support grantee compliance with the grant agreement	7 years after completion of grant period
Pre-grant inquiry forms and other documentation for expenditure responsibility grants	7 years after completion of grant period
Grantee work product produced with the grant funds	Permanent

**F. INSURANCE RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Annual Loss Summaries	10 years
Audits and Adjustments	3 years after final adjustment
Certificates Issued to the American Theological Library Association	Permanent
Claims Files (including correspondence, medical records, injury documentation, etc.)	Permanent
Group Insurance Plans - Active Employees	Until Plan is amended or terminated
Group Insurance Plans – Retirees	Permanent or until 6 years after death of last eligible participant
Inspections	3 years
Insurance Policies (including expired policies)	Permanent
Journal Entry Support Data	7 years
Loss Runs	10 years
Releases and Settlements	25 years

**G. LEGAL FILES AND PAPERS**

<b>Record Type</b>	<b>Retention Period</b>
Legal Memoranda and Opinions (including all subject matter files)	7 years after close of matter
Litigation Files	10 year after expiration of appeals or time for filing appeals
Court Orders	Permanent
Requests for Departure from Records Retention Plan	10 years

**H. MISCELLANEOUS**

<b>Record Type</b>	<b>Retention Period</b>
Consultant's Reports	2 years
Material of Historical Value (including pictures, publications)	Permanent
Policy and Procedures Manuals – Original	Current version with revision history
Policy and Procedures Manuals - Copies	Retain current version only
Annual Reports	Permanent
Sponsorship agreements	Permanent

**I. PAYROLL DOCUMENTS**

<b>Record Type</b>	<b>Retention Period</b>
Employee Deduction Authorizations	4 years after termination
Payroll Deductions	Termination + 7 years
W-2 and W-4 Forms	Termination + 7 years
Garnishments, Assignments, Attachments	Termination + 7 years
Labor Distribution Cost Records	7 years
Payroll Registers (gross and net)	7 years
Time Cards/Sheets	4 years
Unclaimed Wage Records	6 years

**J. PENSION DOCUMENTS AND SUPPORTING EMPLOYEE DATA**

**General Principle:** Pension documents and supporting employee data shall be kept in such a manner that ATLA can establish at all times whether or not any pension is payable to any person and if so the amount of such pension.

<b>Record Type</b>	<b>Retention Period</b>
Retirement and Pension Records	Permanent

**K. PERSONNEL RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Commissions/Bonuses/Incentives/Awards	7 years
EEO- 1 /EEO-2 - Employer Information Reports	2 years after superseded or filing (whichever is longer)
Employee Earnings Records	7 years after separation
Employee Handbooks	1 copy kept permanently
Employee Medical Records	6 years after separation
Employee Personnel Records (including individual attendance records, application forms, job or status change records, performance evaluations, termination papers, withholding information, garnishments, test results, training and qualification records)	7 years after separation
Employment Contracts – Individual	7 years after separation
Employment Records - Correspondence with Employment Agencies and Advertisements for Job Openings	3 years from date of hiring decision
Employment Records - All Non-Hired Applicants (including all applications and resumes - whether solicited or unsolicited, results of post-offer, pre-employment physicals, results of background investigations, if any, related correspondence)	2-4 years (4 years if file contains any correspondence which might be construed as an offer)
Job Descriptions	3 years after superseded
Personnel Count Records	3 years
Forms I-9 (note: supporting documentation destroyed immediately)	3 years after hiring, or 1 year after separation

**L. PROPERTY RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Correspondence, Property Deeds, Assessments, Licenses, Rights of Way	Permanent
Original Purchase/Sale/Lease Agreement	Permanent
Property Insurance Policies	Permanent

**M. TAX RECORDS**

**General Principle:** ATLA must keep books of account or records as are sufficient to establish amount of gross income, deductions, credits, or other matters required to be shown in any such return. These documents and records shall be kept for as long as the contents thereof may become material in the administration of federal, state, and local income, franchise, and property tax laws.

<b>Record Type</b>	<b>Retention Period</b>
Tax-Exemption Documents and Related Correspondence	Permanent
IRS Rulings	Permanent
Excise Tax Records	7 years
Payroll Tax Records	4 years
Tax Bills, Receipts, Statements	7 years
Tax Returns - Income, Franchise, Property	Permanent
Tax Workpaper Packages - Originals	7 years
Sales/Use Tax Records	10 years
Annual Information Returns - Federal and State	Permanent
IRS or other Government Audit Records	Permanent

**N. CONTRIBUTION RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
Records of Contributions	Permanent
American Theological Library Association's or other documents evidencing terms of gifts	Permanent

**O. PROGRAM AND SERVICE RECORDS**

<b>Record Type</b>	<b>Retention Period</b>
American Theological Library Association convenings	Permanent (1 copy only)
Research & Publications	Permanent (1 copy only)

**APPENDIX B – CLOUD STORAGE & LOCAL DATA BACKUP GUIDELINES**

**CLOUD STORAGE**

**General Principle:** A subset of ATLA data resides in cloud storage (third party online storage). Cloud documents should follow the same retention policy stated in Appendix A. Any other type of electronic document falling outside of the scope will apply to this retention policy.

<b>Service</b>	<b>Retention Period</b>
Microsoft Exchange – Office365	Permanent
Microsoft SharePoint – Office365	Permanent
Cloud Storage (ex. Dropbox)	Permanent
Hosting Service (ex. Blue Host)	Permanent

**Cloud Storage Retention Policy**

Cloud storage providers will have a one month hold on all deleted files and email.

**DATA BACKUP**

**General Principle:** Backup tapes are used as a safeguard to retrieve lost information within a one-year retrieval period should documents on the network experience problems. The tape backup copy is considered a safeguard for the record retention system of ATLA. These backups apply to onsite networked storage only. No backup procedures are in place to retain data from end-user computers and cloud storage. ATLA staff are required to post critical data to its proper network storage location.

<b>Backup Type</b>	<b>Backup Window</b>
Differential Backup – Onsite	Nightly (Monday - Thursday)
Full Backup – Onsite	Weekly
Tape Storage – Offsite (Bank Vault)	Quarterly
Tape Storage – Offsite (Iron Mountain)	Semiannually

**Offsite Tape Storage Retention Policy**

Offsite tape storage at Iron Mountain may be retained up to 1.5 years.