IBPA Board Elections 2016
Briefing Memo for Nominating Committee

Prepared by Angela Bole, IBPA CEO/Executive Director (December 18, 2015)

Size and Make of the Board
The IBPA Board of Directors consists of thirteen (13) Directors who are recommended by IBPA’s Board Nominating Committee to the membership for approval to serve two-year terms. All Directors must be members of IBPA in good standing. No Director can serve more than two (2) two-year terms unless elected at the end of their fourth year to serve a term as Board Chair. At no time may more than 1/3 of the Directors (or a total of 4 Directors) collectively be members in the non-publisher category of IBPA membership.

Current Board Chair
The Board Chair is an Officer of IBPA, but not a Director. Therefore, the Board Chair does not take one of the thirteen available Board seats. The current Board Chair is Peter Goodman of Stone Bridge Press. Peter completes his first year as Chair on 6/30/2016. Peter has agreed to move forward into the second year of his two-year term. His second, and final, year as Board Chair begins on 7/1/2016.

Other Officers of IBPA
In addition to Board Chair, the other Officers of IBPA are Secretary, Treasurer, and CEO/Executive Director. Rana DiOrio of Little Pickle Press currently serves as Secretary and Rob Price of Price World Publishing currently serves as Treasurer. Angela Bole serves as CEO/Executive Director and is the only contracted employee in the group of Officers. Just like the Board Chair, the CEO/Executive Director is an Officer of IBPA, but not a Director. Both the Secretary and the Treasurer, on the other hand, also serve as Directors. It is the responsibility of the Board to appoint all Officers from among the list of currently serving Directors.

Current Members of the Board
On the following page, you’ll find the list of current IBPA Board members.

The bold names represent non-publisher members of the Board. As mentioned, only four (4) seats can be held by non-publisher members.

The yellow highlighted names represent those Board members whose terms are expiring (i.e., an open seat to fill). In several cases, we have incumbent candidates who have agreed to serve their second two-year term. When this is the case, the general consensus has always been to roll them over without issue.

So, although eight (8) seats are opening on the board, the IBPA’s Board Nominating Committee is tasked with finding new candidates to fill only those seats vacated by Rana DiOrio (publisher) and Brenda Avadian (publisher), as well as (possibility) Mark Suchomel (non-publisher). As of 12/18/2015, Mark is still deciding whether or not he has time to commit to a second term.
<table>
<thead>
<tr>
<th>FY 2015-2016 Member</th>
<th>Company</th>
<th>Date Joined</th>
<th>Current Term/Year</th>
<th>Current Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brooke Warner (INCUMBENT)</td>
<td>She Writes Press</td>
<td>7/1/2014</td>
<td>1st (Y2)</td>
<td>6/30/2016</td>
</tr>
<tr>
<td>Rob Price (INCUMBENT)</td>
<td>Price World Publishing</td>
<td>7/1/2014</td>
<td>1st (Y2)</td>
<td>6/30/2016</td>
</tr>
<tr>
<td>Shannon Okey (INCUMBENT)</td>
<td>Cooperative Press</td>
<td>7/1/2014</td>
<td>1st (Y2)</td>
<td>6/30/2016</td>
</tr>
<tr>
<td>Jim Milliot (INCUMBENT)</td>
<td>Publishers Weekly</td>
<td>7/1/2014</td>
<td>1st (Y2)</td>
<td>6/30/2016</td>
</tr>
<tr>
<td>Mark Suchomel (INCUMBENT, but may not run again)</td>
<td>Perseus Distribution</td>
<td>7/1/2014</td>
<td>1st (Y2)</td>
<td>6/30/2016</td>
</tr>
<tr>
<td>Brenda Avadian (INCUMBENT, but not running again)</td>
<td>North Star Books</td>
<td>7/1/2014</td>
<td>1st (Y2)</td>
<td>6/30/2016</td>
</tr>
<tr>
<td>Robin Cutler (INCUMBENT, special case to be discussed)</td>
<td>Ingram Book Group</td>
<td>10/23/2015</td>
<td>1st (Y1)</td>
<td>6/30/2016</td>
</tr>
<tr>
<td>Rana DiOrio</td>
<td>Little Pickle Press</td>
<td>7/1/2012</td>
<td>2nd (Y2)</td>
<td>6/30/2016</td>
</tr>
<tr>
<td>Ian Lamont</td>
<td>I30 Media Corporation</td>
<td>7/1/2015</td>
<td>1st (Y1)</td>
<td>6/30/2017</td>
</tr>
<tr>
<td>Karla Olson</td>
<td>Patagonia Books</td>
<td>7/1/2015</td>
<td>1st (Y1)</td>
<td>6/30/2017</td>
</tr>
<tr>
<td>Joshua Tallent</td>
<td>Firebrand Technologies</td>
<td>7/1/2015</td>
<td>1st (Y1)</td>
<td>6/30/2017</td>
</tr>
<tr>
<td>Elizabeth Turnbull</td>
<td>Light Messages Publishing</td>
<td>7/1/2015</td>
<td>1st (Y1)</td>
<td>6/30/2017</td>
</tr>
<tr>
<td>Mark Wesley</td>
<td>me+mi publishing</td>
<td>7/1/2015</td>
<td>1st (Y1)</td>
<td>6/30/2017</td>
</tr>
</tbody>
</table>

Role of IBPA’s Board Nominating Committee

The role of IBPA’s Board Nominating Committee is to select qualified candidates for recommendation to IBPA’s membership for election to the Board. The Board Nominating Committee must announce its recommendations at least 60 days before the date of the election – in this case, the report must be announced no later than February 9, 2016. The CEO/Executive Director is responsible for announcing the report to each member with notice of the upcoming election.

The Board Nominating Committee is to nominate a slate of candidates equal in number to the Director positions to be filled at the election. In this case, eight (8) candidates must be nominated. Three (3) of these nominations can be non-publisher member. At least five (5) of these nominations are expected to be incumbent candidates rolling into their second two-year term.

The following IBPA members have been selected to serve on the 2016 Board Nominating Committee. Each has previously served four or more years on the IBPA Board of Directors.

- Paul Coates, Black Classics Press & BCP Digital Printing
- Tom Doherty, Cardinal Publishers Group
- Deltina Hay, Dalton Publishing
- Christopher Robbins, Familius & American West Books
- Janice Schnell-Butler, Ingram Content Group
- Marcella Smith, Marcella Smith Associates

In addition, Angela Bole (IBPA CEO/Executive Director) and Terry Nathan (IBPA Chief Operations Officer) also serve on the 2016 Board Nominating Committee. The Chair of the Nominating Committee is yet to be decided.
Nominations by Members

IBPA members representing 2% of the voting power (in this case, at least 62 members) may nominate candidates for directorships at any time before the 60th day preceding the election – in this case, no later than February 9, 2016. On timely receipt of a petition signed by the required number of members, the names of the candidates on the petition will be placed on the ballot along with those candidates named by the Board Nominating Committee.

Candidate Criteria

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

The Board’s core responsibilities include representing member interests when developing the vision and strategic plan for IBPA and providing oversight and advice to the CEO/Executive Director carrying out the work of IBPA. Being an IBPA Board member entails a commitment of responsibility and time. The Board currently meets five (5) times per year (twice in person for multi-day sessions and three times online for half-day sessions). Board time is not reimbursed, although travel stipends are available to cover flight, food, and lodging for those who need it.

Candidates recommended to the IBPA Board should be leaders in the independent publishing community and should have a clear understanding of the independent publishing process. Prior involvement with IBPA is strongly recommended. Familiarity with current IBPA projects is helpful, but not a prerequisite.

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

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

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

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

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

The Nominating Committee will host a kick-off meeting on Tuesday, December 22, 2015 at 10:00 AM Pacific. The meeting will be recorded for those Nominating Committee members who can’t attend. During this meeting, the Committee will review this briefing memo and get their first look at incoming applications. The Committee will then spend 2 weeks reviewing applications before coming back for a second meeting during the second week of January 2016 to discuss everyone’s top candidates.

During the mid-January meeting, six (6) candidates will be chosen for personal interviews. Board Nominating Committee members are invited to join IBPA’s CEO/Executive Director and Chief Operations Officer for the interviews. Each Board Nominating Committee member should make best efforts to attend at least two (2) of the personal interviews.

A third, and final meeting of the Nominating Committee will be held in the last week of January to discuss results from the personal interviews. It is during this meeting that a slate of eight (8) candidates will be chosen for recommendation to IBPA membership for approval during the April 9, 2016 Annual Meeting of Members in Salt Lake City, Utah.

In Sincere Appreciation for Your Service,
AB – December 2015