

IBPA Board Elections 2024

Briefing Memo for Interested Candidates

Prepared by Andrea Fleck-Nisbet, IBPA CEO

2024 Election Timeline

- November 1, 2023: [Online application](#) for the IBPA Board of Directors opens.
- December 31, 2023: Online application for the IBPA Board of Directors closes.
- January 2024: IBPA Governance Committee reviews applications and interviews select applicants.
- February 1, 2024: IBPA sends the IBPA Governance Committee's slate of candidates to the full membership for consideration.
- April 4, 2024: IBPA membership votes to approve the slate of candidates during the IBPA Annual Members Meeting, held online via Zoom.
- July 1, 2024: Duly nominated IBPA Board members take office for a two-year term.

IBPA Governance Committee

The IBPA Governance Committee is approved by the IBPA Board of Directors at the March/April board meeting and goes into effect at the beginning of the new fiscal year. It is made up of the current and previous IBPA Board chair, the IBPA CEO and COO, and four current or past IBPA board of directors members. The role of the IBPA Governance Committee is to choose a slate of candidates equal in number to the Director positions to be filled. The candidates must then be announced to IBPA membership at least 60 days before the duly called election – **in this case, the announcement must be made no later than February 4, 2024**. The IBPA membership will then vote to approve the slate of candidates during the **April 4, 2024** Annual Meeting of Members.

Nominations by Members

IBPA members interested in bypassing the IBPA Board Nominating Committee process can place themselves on the April 4, 2024 ballot alongside the IBPA Nominating Committee's candidates by submitting a petition signed by at least 2% of IBPA's voting power (in this case, at least 80 members). This petition must be submitted to the IBPA office at least 60 days before the duly called election – in this case, no later than February 4, 2024. On timely receipt of a properly signed petition, the IBPA office will place the petitioner's name on the April 4, 2024 ballot along with those candidates selected by the IBPA Board Nominating Committee.

Size and Make of the Board

The IBPA Board of Directors consists of thirteen (13) Directors who are recommended by the IBPA Board Nominating Committee to the membership for approval to serve one (1) two-year term each. 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 Publisher Partner category of IBPA membership.

Persons or organizations in the Associate Class of IBPA membership may not serve on the IBPA Board of Directors. For avoidance of doubt, persons or organizations in the Associate Class are not members of the Corporation within the meaning of Corporations Code Section 5056. The Associate Class of IBPA membership includes Future Publishers, Authors, and Publisher Friend.

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 Karen Pavlicin of Elva Resa Publishing. Ms. Pavlicin completes her service on June 30, 2024. It is the responsibility of the IBPA Board to appoint the IBPA Chair. The IBPA Board Nominating Committee does not oversee the Chair selection process.

Other Officers of the Board

In addition to Board Chair, the other IBPA Officers are the Secretary, Treasurer, and CEO.

Kathryn Sparks of AAP serves as Secretary and Victoria Sutherland of *Foreword Reviews* serves as Treasurer until June 30, 2024. It is the responsibility of the IBPA Board to appoint the Secretary and Treasurer from among the list of currently serving Directors. The IBPA Board Nominating Committee does not oversee the Officer selection process.

Andrea Fleck-Nisbet serves as CEO and is the only contracted employee in the group of Officers. Just like the Board Chair, the CEO is an Officer of IBPA, but not a Director. Both the Secretary and the Treasurer, on the other hand, also serve as Directors.

Additional Members of the Board

Additional members of the IBPA Board are listed here: <https://www.ibpa-online.org/page/board>.

Candidate Criteria

In creating the slate of candidates for the election, the IBPA Board Governance Committee keeps in mind the following:

The Board's core responsibilities include representing member interests when developing the vision and strategy for IBPA and providing oversight and advice to the CEO carrying out the work of IBPA. Being a Board member entails a commitment of responsibility and time. The Board currently meets five (5) times per year (once in person for a multi-day session and four times online for half-day sessions). In addition, all Board members participate heavily in the planning and execution of IBPA Publishing University. 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 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 Governance Committee (and Candidate Selection)

The IBPA Governance Committee will host a kick-off meeting during the first week of September 2023. During this meeting, the Committee will review the responsibilities of the governance committee and set forward a plan for effectively recruiting board candidates for this cycle and beyond.

The Committee will then meet in December to review candidates and discuss recruitment and again in January to select the final candidates for the F25 slate for recommendation to IBPA membership for approval during the April 4, 2024 Annual Meeting of Members. This final meeting is not mandatory, although a quorum of Committee members must be present for the vote to occur.

Many thanks,
Andrea Fleck-Nisbet, October 2023