



Board of Directors Manual and Best Practices

Section I: Dryad, the Board of Directors and Dryad Membership

A. Dryad

Dryad is a not-for-profit organization with a mission to promote the availability of data underlying findings in the scientific literature for research and educational reuse. Dryad facilitates the construction and use of the Dryad Data Repository, which stores data associated with published scientific works. In order to make these irreplaceable data resources available for present and future generations of researchers and educators, Dryad depends on the broad community of stakeholders in research, education and scholarly communication to contribute to its governance.

B. The Board of Directors

According to the Dryad Bylaws, Dryad is governed by a twelve-member Board of Directors (hereafter, Board). Each of these Directors serve a three-year term, and four Directors are elected each calendar year by the members at the annual meeting. Directors may not serve for more than two consecutive terms. Each member has one vote in the election of the Board, and the election is determined by a simple majority.

The Board is expected to be a diverse group of people, with a mix of background and skills useful to represent the various stakeholders. Nominations for people to serve on the Board of Directors are welcomed from all members, and these should be forwarded to the Chair of the Board or the chair of the Governance Committee.

C. Dryad Membership

Members may be independent journals, societies, publishers, research and educational institutions, libraries, funders, or other organizations that support Dryad's mission. This is a non-exclusive list.

A journal may be associated with Dryad by being a member, or it may have a voice via membership by its publisher or affiliated professional society. It is possible for both the journal and publisher/society to be members, meaning that both the journal and the publisher/society would have a direct vote and voice in Dryad affairs.

Dryad members control the direction of the Dryad data repository through participation at annual meetings and election of the Board of Directors. Dryad members receive a discount on user deposition fees.

There is an annual meeting of Dryad members where each member organization is invited to send a representative. At the annual meeting, members actively promote the Dryad mission, are updated on the progress of Dryad, provide guidance about future directions of the repository, amend the Bylaws of the Dryad organization, and elect one-third of the members of Dryad Board.

Section II: Being a Board Member

A. Basic Responsibilities of Nonprofit Boards

Ten Basic Responsibilities of Nonprofit Boards (modified from BoardSource, www.boardsource.org)

1. Determine mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served, as well as developing the organization's "branding" and "positioning."
2. Select the chief executive. Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. Support and evaluate the chief executive. The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization. The board also routinely reviews the compensation package of the chief executive.
4. Ensure effective planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
5. Monitor, and strengthen programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
6. Ensure adequate financial resources. One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
7. Protect assets and provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
8. Build a competent board. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
9. Ensure legal and ethical integrity. The board is ultimately responsible for adherence to legal standards and ethical norms.
10. Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

B. Dryad Board Operations

The Dryad Membership elects the Board which has fiduciary responsibility for the success of Dryad. Most Board members come from member institutions, while others are independent of the member institutions and bring additional expertise and perspective to the Board.

The Board meets at least four times each year in person and electronically. The Board accomplishes its work through standing committees, task forces, working groups, and other formats as needed, and may engage non-Board participants as appropriate. Board committees serve at the pleasure of, and report directly to the Board.

The Board has fiduciary responsibility and contributes to strategic planning about business priorities, whereas the management team focuses on operations. The Board questions, reviews, and contributes to annual plans and budgets developed by the management team (the Executive Director and other staff), as well as long-range strategic plans and multi-year budget estimates. The Board also assesses progress in meeting established objectives.

The three principal elements of Board function, as an informed agent of the member institutions, are those that ensure appropriate organizational performance:

1. Ensuring authoritative linkage between the member institutions and the operational organization.
2. Developing written governing policies that realistically address the broadest levels of all

- organization decisions and situations, including
- a) Ends: The organization impacts, benefits, outcomes; recipients, beneficiaries, impacted groups; and their relative cost or priority
 - b) Executive limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place
 - c) Governance process: Specification of how the board conceives, carries out, and monitors its own tasks
 - d) Board management delegation: How power is delegated and its proper use is monitored; the Executive Director's role, authority and accountability
3. Assuring organizational success through regular evaluation and reporting of Board and Executive Director performance.

Board Members shall deliberate and vote on Dryad policies and by-laws during Board Meetings or through electronic votes. Board Members are expected to attend two in-person and two regularly scheduled telephone Board meetings each year, and other meetings that may be called by the Chairperson as necessary (potential absences should be discussed with the Chairperson in advance). Board members should miss no more than two meetings during their three-year term. Service on the Board is without remuneration.

The Board is responsible for the annual performance review of the Executive Director that is prepared by the Chairperson and the Governance Committee. The Board is responsible for reviewing annually its own performance and, if ever necessary, for reviewing individual Board Member performance.

Board Members practices include:

1. Board Members may not attempt to exercise individual authority over the organization or its management and staff. Individual Board Members will refrain from publicly expressing individual judgments of performance of employees or of the Executive Director.
2. Board Members shall act in the best interests of the organization. They must avoid any conflict of interest between their own respective personal, professional, home institution, or business interests and the interests of the organization. When an unavoidable conflict exists, that member shall withdraw without comment from deliberations and voting.
3. Board Members will not use their position to obtain employment in the organization for themselves, family members or close associates. A Board Member who wishes to apply for employment in Dryad must first resign from the Board.
4. Board Members will respect the confidentiality appropriate to issues of a sensitive nature.

C. Board Member Qualifications

The Dryad Board provides an extraordinary opportunity for an individual who is passionate about Dryad's mission and who has a track record of leadership. Selected Board Members will have achieved leadership stature in academia, government, business, philanthropy, research, or the nonprofit sector. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members. Ideal candidates will have the following qualifications:

1. Extensive professional experience with significant executive leadership accomplishments in academia, government, business, philanthropy, research, or the nonprofit sector;
2. A commitment to and understanding of Dryad's beneficiaries, preferably based on experience;
3. Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals; and

4. Personal qualities of integrity, credibility, and a passion for improving the lives of Dryad's beneficiaries.

D. Roles and Responsibilities of Board Members and the Board Chairperson

Board Member Roles and Responsibilities

Board members fulfill numerous roles and responsibilities, particularly with respect to providing leadership, governance and oversight, including:

1. Reviewing outcomes and metrics for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to Board and committee meetings
2. Approving Dryad's annual budget, audit reports, and material business decisions (e.g., decisions relevant to success of organization); being informed of, and meeting all, legal and fiduciary responsibilities (i.e., evaluate how money is being spent, where the money comes from, and whether we have enough of it, including disposal and acquisition of assets).
3. Performing an annual evaluation of the Executive Director
4. Identifying and recruiting other Board members
5. Ensuring that board resolutions are carried out
6. Serving on committees or task forces and taking on special assignments
7. Representing Dryad to stakeholders; acting as an ambassador for the organization
8. Ensuring Dryad's commitment to a diverse Board and staff that reflects the communities Dryad serves
9. Dryad Board members are also responsible for helping to identify individuals, foundations, or other funding opportunities that support the Dryad mission.

Board Chairperson Roles and Responsibilities

The Board Chairperson has additional roles and responsibilities including:

1. Providing executive, governance, and intellectual leadership of the Board;
2. Act as spokesperson for the Board in supervising the Executive Director;
3. Presiding over Board meetings;
4. Encouraging Board decision-making through broad discussion and seeking consensus;
5. Ordinarily abstaining from voting so as to remain open on issues as much as possible; but voting when necessary to break ties or affirm a unanimous vote;
6. Guiding formation of Board visions and goals, and track Board progress;
7. Delegating tasks to committees and individuals as necessary and maintaining accountability; and
8. Communicating the actions of the Board and of the organization to the broader institutional membership.

E. Bringing Positive Energy into the Boardroom

Your selection for service on the Board is recognition of the respect your colleagues have for you, of your expertise, and of your potential for contributing to the mission of Dryad. Probably the first questions that come to you are exactly what is expected of a Board member and what are the roles and responsibilities of the Board? Below we discuss how you can insure that your participation is beneficial to Dryad, and list some pitfalls to avoid.

The most important thing you can bring to the boardroom, to the Board committees, and to all of your activities as a Board member is positive energy. Find opportunities to move the discussion forward, to

add your expertise, and to work cooperatively with the other Board members. Dryad relies on your good judgment in oversight of our adherence to the Dryad vision and mission statement, the strategic plan, and in sound budgeting.

If everything is going well for Dryad--there is a strong strategic plan in place, finances are well-managed, the Executive Director is providing great organizational leadership, and fund-raising is productive--then you may feel that your strengths as a Board member are under-utilized. A key trap to avoid is working too hard to find problems when there are no major issues. If all is well, then your positive focus as a Board member should be on discussions in Board meetings of building-out the specifics of meeting the goals in the strategic plan, and in Board committee participation.

There are some things you should leave on a shelf at home when you travel to a Board meeting. Preparing for a Board meeting is a good time for reflection on your motivations to serve Dryad and on how you might make lasting contributions to dryad. By leaving:

- pet agendas,
- seeking power,
- trying to “correct” decisions that went against you,
- playing out animosities against people,
- distrust,
- unwillingness to listen and learn, and an
- inability to compromise or go along with the consensus of the group outside the boardroom, you arrive prepared for a productive meeting.