



## **Roles and Responsibilities of the Board of Directors, Officers and Committee Members**

*Approved by the board of directors April 28, 2022*

**NASAA's mission is to strengthen state arts agencies.** We empower their workthrough:

**Representation:** NASAA is a champion for state arts agencies, asserting the importance of the arts to government leaders. We shape public policy, foster multisector support for the arts and give state arts agencies a voice in influentialnational networks.

**Knowledge:** NASAA provides authoritative data that fuels fact based decision making and highlights the impact of state arts agencies' work. Our knowledge services inform and inspire state arts agencies, driving excellence and sparkingnew ways of working.

**Community:** Our professional community energizes the work of state arts agencies, unites our members around common goals and builds a shared visionfor the future.

### **NASAA's Values**

America's diversity enriches and strengthens our nation. NASAA and the state arts agencies recognize that [diversity, equity and inclusion](#) are fundamental to a strong democracy. The public sector has an important role to play in ensuring that *all* communities thrive through the arts. To this end, NASAA's action plans articulate specific steps we take each year to advance diversity, equity and inclusion in state arts agency policies, practices and programs as well as in our own governance, management and services.

NASAA's work is further guided by these enduring values:

**Service:** NASAA programs are timely, relevant and responsive to the needs ofmembers. Because every state and jurisdiction is unique, NASAA tailors our services to the needs of each member agency.

**Credibility:** Factual accuracy and bipartisanship are hallmarks of NASAA'swork.

**Excellence:** NASAA is recognized for the high caliber, creativity and professionalism of our services. We exemplify good stewardship of public resources, and rigorous evaluation spurs continual improvement.

**Collaboration:** Partnerships broaden understanding of our impact and build communities of support for our work.

## **Roles and Responsibilities**

Directors, officers and committee members are committed to NASAA's mission and values, know its work, and stay tuned in to current services and activities. They take pride in and ownership of their service to NASAA.

Directors, officers and committee members serve in an individual capacity, with the understanding that they must promote the best interests of all members of the Assembly, and not solely as representatives of any one agency, institution, association or special constituency promoting a special interest.

Directors, officers and committee members strengthen NASAA by bringing experience and expertise from their professional and/or civic backgrounds.

Directors and officers have board experience and perform the standard nonprofit oversight functions: fiduciary oversight, planning, priority setting, fundraising and resource development, policy guidance, and serving as ambassadors to members and stakeholders.

Directors and officers represent and unify the membership, including helping to build field consensus around issues and to seek and relay feedback from member states (state arts agency board members only).

Directors and officers demonstrate leadership to the field, play meaningful roles in NASAA conferences and services, maintain active and collegial relationships with peers, mentor and reach out to others, be thought and opinion leaders, and be visible champions of state arts agencies and NASAA.

Directors and officers promote NASAA's work to advance NASAA's value and accomplishments. Directors and officers are advocates for NASAA, lead NASAA's policy agenda with the National Endowment for the Arts (NEA) and Congress, determine desired outcomes, shape messages, and deliver messages to the NEA and elected officials.

Directors and officers exemplify strong state arts agency management. They maintain regular contact with states within their regions on behalf of NASAA, encourage use of NASAA services, urge participation in NASAA events, and stay informed about the perspectives and activities of other state arts agencies. They should proactively discuss NASAA at their own council and regional meetings and in other forums and should report on NASAA at meetings of their regional arts organizations (state arts agency board members only).

Directors, officers and committee members may be asked by the NASAA chair to undertake policy portfolios. This necessitates keeping current on the specific policy issue and may involve representing NASAA at policy meetings.

Directors, officers and committee members alert NASAA staff to key issues and trends in the state arts agency and broader arts field.

## **Board Engagement**

The Executive Committee reviews and addresses issues related to board engagement and participation on a regular basis. Limited or lack of engagement and participation may result in a director being removed from office. The Executive Committee fulfills board functions between meetings and serves as NASAA's personnel committee.

## **Supporting NASAA**

In much of America's nonprofit sector, the policy of 100% board giving has long been unquestioned. As more organizations work to apply a diversity, equity and inclusion (DEI) lens to their policies, the question of how to define board giving is important to raise. When applying a DEI lens to this question, the long-held assumption becomes troublesome because:

- It reinforces the value of money above all other contributions.
- It keeps boards from diversifying by creating a barrier to participation.
- It is culturally insensitive. Notably, it does not acknowledge the generations of contributions and sacrifices made to America by Native and Black people.
- It perpetuates power dynamics.
- It reinforces corporate values as the default (ie: paying for a board seat).
- It can prevent more meaningful engagement (sometimes, the bigger the check, the smaller the engagement).

At NASAA, we are working to embody our DEI values in all that we do, and that includes a new and inclusive way of defining board giving:

NASAA's directors and officers serve as organizational leaders, and leading by example, they create a culture of generosity for the agency and field. The many ways board members contribute to NASAA are important, highly valuable and deeply appreciated.

Board members contribute their time, talents, expertise, thought leadership and resources in support of NASAA's mission, values and goals. NASAA expressly values the lived experiences, knowledge and perspectives board members bring; their diverse cultures, races and geographies deeply enrich the work of the agency. NASAA values all these contributions more than any individual ability or willingness to make a financial contribution; therefore, the agency has eradicated financial gifts as a requirement of board participation. We believe the true measure of an effective board is engagement.

Financial contributions to NASAA are welcome, valuable and meaningful but are not a requirement for board engagement. There are many ways board members can help with resource development, including: committee service, promoting NASAA within their networks, making contacts, cultivating and asking/thanking donors, personal or organizational contributions, and identifying potential supporters (individuals, foundations and corporations) of NASAA's mission, goals and activities.

## **Meetings**

Directors and officers attend regularly scheduled and special meetings of the board (two two-day, in-person meetings per year plus periodic [approximately two] conference calls) and/or Executive Committee (four meetings or conference calls per year), to be prepared for meetings (reading all materials), and to participate fully during and in between board meetings (complete board action items, communicate with NASAA staff, participate in committees, represent NASAA at other policy gatherings, etc.). Directors and officers also attend NASAA's annual conference.

## **Travel Policy**

NASAA's travel policy applies to all board and committee travel. Directors, officers and committee members will be reimbursed for all reasonable expenses connected with board/committee meetings and other authorized meetings, with the exception of board meetings held in conjunction with NASAA's annual conference. It is the responsibility of directors and officers to be fiscally responsible when traveling on NASAA business, and to take advantage of opportunities to contain travel and per diem costs. Those who are able are encouraged to donate their travel expenses to NASAA. Please be sensitive to NASAA's budget constraints when making travel arrangements.

## **Staff Responsibilities**

NASAA tracks the time directors and officers contribute to the organization, including time spent on the board; on committees, task forces and advisory groups; preparing for meetings and conference calls; and presenting at NASAA events such as web seminars, leadership retreats and annual conferences. These documented hours help NASAA to match its operating grant from the National Endowment for the Arts. All directors and officers receive a form at the end of the year that details their in-kind service. Directors and officers are requested to promptly review, sign and return the form to NASAA.

Directors, officers and committee members should hold NASAA staff accountable for tasks and responsibilities: successfully carrying out board policy, meeting all fiduciary and legal requirements, being strategic and focused in their communications; sending instructions and materials well in advance of the meetings; being available during the work day and at meetings to answer questions promptly; providing background information, materials, and talking points in preparation for assignments; and sending reimbursement checks promptly.

Approved: 2007, 2010, 2018, 2021, 2022

Next review: 2025