



# **BOARD OF DIRECTORS**

# **POLICIES FOR GOVERNANCE**

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Original Policy Committee: Susan Arkin, Vertis Lane, Elaine McNamara,  
Jeanne Reynolds

## Table of Contents

<b>Governance Process</b> .....	3
<b>Vision and Goals of FSMA</b> .....	3
<b>Global Commitment and Governing Style</b> .....	3
<b>President’s Role</b> .....	3
<b>Board Members’ Code of Conduct</b> .....	4
<b>Board Committee Principles</b> .....	4
<b>Executive Director Relations</b> .....	5
<b>Accountability of the Executive Director</b> .....	5
<b>Delegation to the Executive Director</b> .....	6
<b>Executive Responsibilities</b> .....	6
<b>Financial Planning/Budgeting</b> .....	7
<b>Financial Condition and Activities</b> .....	7
<b>Emergency Executive Director Succession</b> .....	7
<b>Asset Protection</b> .....	7
<b>Compensation and Benefits</b> .....	8
<b>Communication and Support to the Board</b> .....	8

# **BOARD OF DIRECTORS POLICIES FOR GOVERNANCE**

## **Governance Process**

### **Vision and Goals of FSMA**

The purpose of FSMA is to ensure high quality, broad based, thriving music programs in member schools.

In accomplishing this purpose, the following areas are of importance:

- The highest quality Music Performance Assessments available in the nation and continual evaluation for the quality of the MPA experience.
- Cultivating excellence of Florida music programs for all students
- Models for and tools to recognize best practices in excellent music programs
- Events sanctioned by FSMA shall be safe and fiscally responsible, provide equity in adjudication across the state, and provide student access to programs.

### **Global Commitment and Governing Style**

1. The board will cultivate a sense of group responsibility, be responsible for excellence in governing, and establish policies.. The board may use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives.
3. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
4. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
5. The board will be responsible for the yearly evaluation of the Executive Director.

### **President's Role**

The President assures the integrity of the board's work and represents the board to outside parties.

Accordingly:

- A. The President may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- B. The President may delegate this authority, but remains accountable for its use.

## **Board Members' Code of Conduct**

The board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly:

1. Board members must have loyalty to the ownership, unconflicted by loyalties to staff, representative organizations, or any personal interest.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation.

## **Board Committee Principles**

Standing Committees include:

1. **Executive Committee**  
The Executive Committee will consist of the President, President-Elect or Immediate Past-President and appointee of the Board. Charge: (a) to collaborate with the Executive Director for association activities in the absence of the full board; (b) to provide the orientation of new board members, prior to their first meeting.
2. **Policies and Procedures Committee**  
Charge: to continue development of the Board's Policies for Governance. The Policies and Procedures Committee shall be chaired by the President or appointee of the Board. The work of this committee will come to the full board for ratification of any changes.
3. **Finance and Audit Committee**  
Charge: to provide the internal monitoring as required for Financial Planning/Budgeting, Financial Condition, Investment of Funds, and activities as described in Monitoring Executive Director Performance. The Finance Committee shall be chaired by the Immediate Past-President or appointee of the Board.
4. **Appeals Committee**  
Charge: to adjudicate any appeals brought to the FSMA by any member school related to sanctioned student activities. The Appeals Committee shall be chaired by the President-Elect or appointee of the Board.
5. **Nominating Committee**  
Charge: to prepare a slate of candidates for Board President-Elect, by the Spring board meeting of odd-numbered years. The Nominating Committee shall be chaired by the Immediate Past-President.

6. **Calendar Committee**  
Charge: to meet with the component association representatives and executive directors to review district music performance assessment calendars, and approve state music performance assessment calendars. The Calendar Committee shall be chaired by an FMEA Representative, and shall include two administrators and three music component association representatives. The music representatives shall be selected in a manner to represent all three component associations.
7. **Advocacy Committee**  
Charge: to develop a committee to advocate for music education on behalf of FSMA. The Advocacy Committee will establish a legislative platform and work with lobbyist to determine legislative activities.
8. **Ad Hoc Committees** may be established as needed.

## **Executive Director Relationship**

The Executive Director will be evaluated annually. The evaluation will consider progress towards the association's goals. The Executive Director will report quarterly to the board progress being made to meet annual goals. The Executive Director will be evaluated by the Executive Committee and the results of the evaluation will be presented to the Board of Directors.

The Executive Director is the only employee of the Association and therefore all requests from Board Members shall be submitted to the Executive Director.

The Board will never give instructions to persons who report directly or indirectly to the Executive Director.

Only officially passed motions of the board are binding on the Executive Director.

Accordingly:

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

## **Accountability of the Executive Director**

The Executive Director 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 Executive Director.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.

3. The board will review Executive Director's performance and provide a written evaluation. The Executive Committee will report to the full board that the evaluation of the Executive Director has been completed and the results of that evaluation.

### **Delegation to the Executive Director**

1. The board will develop policies instructing the Executive Director to achieve certain results, for certain 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 Vision and Goals policies.
2. The board may develop policies which limit the latitude of the Executive Director.
3. The Executive Director is authorized to establish policies, make decisions, take actions, establish practices and develop activities in conjunction with the Executive Committee in the absence of the Board.
4. The board may change its Goals/Vision and evaluation procedures, thereby shifting the boundary between board and Executive Director domains. The board shall not evaluate the Executive Director on changes or procedures which are not specified in these Policies.

### **Executive Director's Responsibilities**

The Executive Director shall provide leadership for the board of directors in areas of advocacy, and provide a long range vision for the progress and growth of the association.

Accordingly, the Executive Director shall

1. Advocate for music and arts education
2. Build partnerships with other curricular areas
3. Be aware of state laws related to education
4. Be informed about pressing issues in education, especially as the quality of music instruction is impacted.

The FSMA is comprised of its member schools. With respect to interactions with member schools, or those applying to be member schools, the Executive Director shall provide for conditions, procedures, or decisions which are professional, dignified, and reasonable.

Accordingly, the Executive Director shall:

1. Use application forms that elicit only needed information.
2. Use methods of collecting, reviewing, transmitting, or storing client information which reasonably protects against improper access to the material elicited.
3. Establish with member schools a clear understanding of services offered by FSMA.

The Executive Director will provide conditions which are fair, dignified, organized, and clear to paid and volunteer staff.

Accordingly, the Executive Director shall:

1. Operate with written personnel policies which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons
2. Not discriminate against any staff member for expressing an ethical dissent

3. Not prevent staff from grieving to the board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that board policy has been violated to his or her detriment.
4. Acquaint staff with the Executive Director's interpretation of their protections under this policy.

### **Financial Planning/Budgeting**

Financial planning for any fiscal year or the remaining part of any fiscal year shall be in accord with the board's Goals, and shall be derived from a multi-year plan as directed by the board.

Accordingly, the Executive Director shall:

1. Include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plan the revenue in any fiscal year to exceed or equal the expenditures in that period.
3. Provide a document showing line items and appropriate narratives.
4. Provide a percentage to be placed in reserve by the soonest possible time. Reserves shall never exceed one year's operating expenses.

### **Financial Condition and Activities**

With respect to the actual, ongoing financial condition and activities, the Executive Director shall develop fiscal and material alignment of actual expenditures from board priorities as established in these Policies.

Accordingly, the Executive Director shall:

1. Plan revenues to exceed or equal expenditures in a fiscal year.
2. Maintain unencumbered revenues to allow the organization to meet obligations within 60 days.
3. Settle payroll and debts in a timely manner.
4. File tax payments or other government ordered payments or filings in a timely manner.
5. Pursue receivables after a reasonable grace period.
6. Seek board approval for a single purchase or commitment of greater than \$10,000. Splitting orders to avoid this limit is not acceptable.
7. Correct audit findings in a timely manner.

### **Emergency Executive Director Succession**

In order to protect the board from sudden loss of Executive Director services, the Executive Director shall designate at least one other person familiar with board and Executive Director issues and processes.

### **Asset Protection**

The Executive Director shall protect and maintain corporate assets without unnecessary risk.

Accordingly the Executive Director shall:

1. Insure against theft and casualty losses to at least 80% percent replacement value and against liability losses to board members, staff and the organization itself in an amount greater than the average for organizations comparable in budget, membership, and/or responsibility.
2. Not allow unbonded personnel access to material amounts of funds.
3. Maintain plant and equipment against improper wear and tear
4. Protect the organization, its board or staff against claims of liability.

5. Use normally prudent protection against conflict of interest or nepotism.
7. Use reasonable safeguards to protect intellectual property, information and files from loss or significant damage.
8. Manage financial controls which are sufficient to meet the board appointed auditor's standards.
9. Protect the organization's public image or credibility, particularly in ways that accomplish its mission.

## **Compensation and Benefits**

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall protect the fiscal integrity or public image of the association.

Accordingly, the Executive Director:

1. May negotiate compensation and benefits only with the Executive Committee.
2. May not promise or imply permanent or guaranteed employment.
3. Will establish current compensation and benefits according to the geographic or professional market for the skills employed.
4. Shall limit obligations over a term for which revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Shall manage pension benefits so as to cause predictable and equitable situations, to:
  - A. Avoid unfunded liabilities.
  - B. Provide basic level of benefits to all full time employees, though differential benefits to encourage longevity are not prohibited.
  - C. Prevent any employee to lose benefits already accrued from any foregoing plan.

## **Communication and Support to the Board**

The Executive Director shall inform and support the board in its work.

Accordingly, the Executive Director shall:

1. Inform the board of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
2. Assemble multiple points of view, issues and options as needed for fully informed board choices.
3. Provide a mechanism for official board, officer or committee communications.
4. Communicate with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
5. Report in a timely manner an actual or anticipated non-compliance with any policy of the board.
6. Supply for the consent agenda all items delegated to the Executive Director yet required by law or contract to be board-approved.