

## **COLORADO HUMANITIES: MAJOR BOARD RESPONSIBILITIES**

While the Colorado Humanities Board has many specific duties, they can be summarized into four overarching responsibilities:

- \* Mission and Advocacy: Board members should know the Colorado Humanities mission, purpose, goals, policies, programs, services, strengths, and needs. Board members are expected to support and advocate the role of the humanities in bringing about an educated and civil society.
- \* Governance: The Colorado Humanities Board is a governing board with full legal authority over Colorado Humanities. It sets policy and goals for Colorado Humanities and employs an executive director who implements board decisions and supervises the ongoing operation of Colorado Humanities.
- \* Leadership: Colorado Humanities Board members are expected to participate fully in Colorado Humanities governance and activities including holding office, serving on committees, awarding grants, and, as possible, attending Colorado Humanities and grantee programs.
- \* Fiduciary Responsibility: Board members are fiduciaries subject to the duty of care and the duty of loyalty. The duty of care requires that a director be informed, participate in board decisions, and exercise independent judgment in good faith with the care of a prudent person in similar circumstances. The duty of loyalty requires directors to act in the best interests of Colorado Humanities and not in their own interests or in the interests of another entity or person.
- \* Fundraising: Each board member is asked to give or assist in raising \$750 per year, including a minimum \$100 personal cash donation. There are many opportunities for board members to encourage contributions to Colorado Humanities. Staff members provide significant assistance in this effort.

### **BOARD/TRUSTEE OPERATING POLICIES**

1. Meeting Attendance: Board members are expected to attend the four meetings held each year and to participate in each vote. Meetings are normally held in March, June, September and December. Some years the Board meets for a weekend retreat.
2. Participation: Board members are expected to prepare for board and committee meetings by studying the materials provided and to inform themselves about current developments concerning public and private support for the humanities. Board members are expected to be informed about the programs and projects of Colorado Humanities.
3. Committee Involvement: Each Board member is assigned to at least one standing committee which has specific responsibilities for contributing to the overall work of the Board. Committees meet 3-10 times a year.
4. Board Leadership: Board leadership is provided by the Executive Committee, which is composed of board members who are elected to serve in the following positions:

Chair of the Board  
Vice-Chair/Chair of Governance and Nominating Committee  
Chair, Development and External Affairs Committee  
Chair, Finance and Infrastructure Committee  
Chair, Program Policy and Evaluation Committee

The Executive Committee has four primary responsibilities:

- \* coordination of and communication about committee activities
- \* planning for and preparation of information for full Colorado Humanities board meetings
- \* acting on behalf of the full board between board meetings
- \* coordinating the strategic planning functions of the board

The Executive Committee usually meets two weeks prior to the full board meeting and five or six other times during each year. Those who serve on the Executive Committee must be willing to devote significant additional time to Board activities.

Board members should ask timely and substantive questions at board and committee meetings consistent with their conscience and convictions, while supporting the majority decision on issues decided by the Board.

5. Relationship with CH staff: The role of the Colorado Humanities Board is to set policy and direction for Colorado Humanities, to employ and evaluate an executive director, to set annual goals, to decide on major Colorado Humanities activities and to award grants. The implementation of Board decisions and supervision of on-going Colorado Humanities activities is done by the Colorado Humanities executive director. Board members should avoid asking for special favors. Individual Board members should consult with the executive director, not staff members, on personnel matters.
6. Grant Proposal Evaluation: Board members have the responsibility of evaluating grant proposals for funding of humanities programs. The proposals are considered at two of the four Board meetings each year. Decisions are made based on the humanities content of the proposal, in a fair and objective manner and without conflict of interest. Grants are reviewed by a committee which then makes recommendations to the board. The full board votes on grant proposals.
7. Program Observation: In order to fully understand and to determine program quality, Board members are asked to observe programs. Usually the Board member observes programs only in the area where he/she lives, but there may be a need to travel in order to observe a particular program. The Colorado Humanities Program Policy and Evaluation Committee provides suggested criteria to use in evaluating programs.
8. Fiscal Oversight: Board members are expected to be familiar with the budget policies and the annual budget. The Board approves the annual budget and monitors Colorado Humanities' financial condition on a periodic basis using the care, prudence and diligence that a prudent person acting in a similar capacity and familiar with such matters should use in the conduct of business.
9. Fund Raising: Board members are expected to take a leadership role in raising funds to support the programs and operations of Colorado Humanities. Board members should give an annual gift to Colorado Humanities according to personal means and assist Colorado Humanities in raising funds from people and organizations in the community.
10. Legal Oversight: Board members have legal responsibility for the acts and activities of Colorado Humanities. To carry out this responsibility, Board members are expected to be informed of the by-laws and board policies of Colorado Humanities and to oversee the implementation of policies and programs. Board members are covered by liability insurance for errors or omissions in the conduct of Board responsibilities.
11. Avoidance of Conflict-of-Interest: Board members are expected to exercise particular care to avoid conflict of interest or the appearance of conflict of interest. Board members may not serve as project directors or receive compensation from any program funded by Colorado Humanities while they serve on the Board and for a period of twelve months after service.
12. Confidentiality: Board members must maintain confidentiality of the Board's executive sessions.