GENERAL BOARD DUTIES

The Board of Directors sets NEMA’s policies and strategic direction; evaluates NEMA’s mission and vision at least annually; reviews NEMA’s operating goals in support of its mission periodically, and reviews materials provided by the NEMA professional staff (regarding progress toward its goals) distributed to Board members prior to each meeting. The Board ensures proper and prudent financial management of NEMA and it selects, evaluates, and sets the compensation for the Executive Director.

Each Board member maintains the confidentiality of NEMA Board discussions and guards against conflicts of interest. Board members conduct themselves in conformity with law and consistent with the best practices for governance of nonprofit organizations, as follows:

Duty of Care
Board members must:

- Come fully prepared to every board meeting, having read the materials sent out in advance.
- Educate themselves on the mission of the organization and the challenges that affect mission fulfillment.
- Exercise due diligence before making decisions.
- Bring their skills and expertise to bear in helping improve the organization.

Duty of Loyalty
Board members must:

- Subordinate their own interests to those of the organization.
- Represent the organization to the public in a positive light.
- Respect Board decisions made after due deliberation and support implementation.
• Sign and abide by a Conflict of Interest agreement that is renewed annually.

**Duty of Obedience**

Board members must:

• Obey the law and abide by the regulations governing nonprofit organizations.
• Be vigilant about the quality of the organization’s financial systems as one would be about one’s business or personal finances.
• Stay current on changes and trends within the nonprofit sector and make continuous improvement a priority.

**MEETING EXPECTATIONS**

Board members are expected to:

• Attend 5 meetings per year: December, March, June, September, November (annual meeting at Conference).
• Attend Board retreats, scheduled from time to time.
• Attend the Board/Professional Affinity Group Breakfast at Conference.

**FINANCIAL EXPECTATIONS**

Board members are expected to:

• Maintain a NEMA individual membership in good standing and ask their institutions to maintain institutional membership (if applicable).
• Make a personal financial commitment to NEMA (or have their organization make one) appropriate to their circumstances in addition to their membership fee, to ensure 100% participation by the Board. Each Board member actively partners with the professional staff in meeting NEMA’s fundraising goals and development efforts.

**RECRUITMENT EXPECTATIONS**

Board members are expected to help the organization identify and recruit future members of the NEMA Board. NEMA is vigilant in seeking to diversify its Board composition by race, gender, sexual identity, ethnicity, belief system, museum role, and in recruiting members from beyond the museum field having knowledge, skills, and experience that can assist the organization.
VOLUNTEERING EXPECTATIONS

In addition to their governance duties, Board members are expected to volunteer for NEMA from time to time in the following ways:

- Submit programming/session ideas for conference; due around February 1 of each year.
- Help plan, organize, host and/or implement workshops, based on area of expertise.
- Perform duties as assigned during the conference such as acting as a Conference Ambassador, welcoming, attending the “Newcomers” meeting, etc.
- Register their museum to participate in NEMA’s Museum Admission Program, offering free or discounted admission to other NEMA members (if applicable).
- Submit museum policies and other documents for NEMA’s Museum Document Exchange program.
- Submit articles or information for publication in New England Museums Now.
- Promote NEMA and encourage new members.
- Participate in advocacy efforts at the state and/or national level.
- Share experience and expertise with the NEMA membership on request, respond to inquiries from NEMA members.

BOARD ROLES/STAFF ROLES

The Board determines the organization’s mission, vision, and values for the organization, along with its strategic direction. It determines these collaboratively with the professional staff of NEMA and the Executive Director in particular, as chief staff person. It is essential for the success of NEMA that the professional staff share the vision and have a voice in setting the direction of the organization. This relationship allows the Board to benefit from the staff’s knowledge and wisdom, and for the staff to be fully engaged in achieving the vision.

The Executive Director leads the organization as it translates strategies into action and works to achieve the vision. It is agreed that the Board accord NEMA’s Executive Director and staff the respect and autonomy appropriate to their professional status so that they may carry out the work of NEMA to the best of their abilities. The Board maintains oversight of the work of the staff through ongoing program monitoring (making sure NEMA programs are in line with the organizational mission), approval of the annual operations budget, and annual review of the Executive Director.

The Executive Director manages all other staff members. Expectations for the Executive Director are expressed in the Executive Director position description approved by the Board and in the organization’s annual goals, which are tied to the strategic plan. The Board supports the Executive Director by setting clear goals in advance of each year and evaluating the Executive Director’s performance against those goals after completion of the year. Annual goals tied to the strategic plan
are developed in a collaborative process involving the Board President, the Executive Director, and approved by the full Board.

The Executive Director review process involves the following: the Executive Director submits a self-assessment to the Board Executive Committee, each Board member completes an assessment survey, the Executive Committee compiles survey comments and meets with the Executive Director to discuss the comments, and the full Board meets with the Executive Director in an executive session to discuss the evaluation. This review process may be changed only with Board approval.

The Executive Director and staff participate in the process of developing a vision for NEMA, composing value statements, periodic strategic plans, and working in tandem with the Board (recognizing that the Board has ultimate authority to approve NEMA vision and value statements and to approve strategic plans). The Executive Director and staff are charged with developing action plans to carry out the strategic priorities of the organization and with implementing those action plans by developing programs, managing the day-to-day details of delivering programs, including making related financial decisions, and determining what human resources are needed.

The Board is charged with governing NEMA. (Governing is defined as steering or directing from a position of authority.) The governance authority of the Board must be exercised as a group: the Board can only act as a whole or as a body, by voting or coming to agreement. No individual Board member has the authority to speak or act on behalf of the Board or the organization. The Board President and Executive Director are the authorized spokespeople for NEMA.

Board members are encouraged to assist the work of NEMA by helping plan and implement NEMA programs including the annual conference, workshops, and publications. In these instances, Board members are serving as volunteers, carrying out programs alongside staff or other volunteers, assisting with the implementation of NEMA’s strategic plan. The Executive Director is the person with the authority to create and ultimately supervise these volunteer roles. When volunteering, a Board member serves at the direction of the Executive Director, or whomever the Executive Director has appointed to direct the activities the Board member is helping to carry out.

**NEMA BOARD COMMITTEES & TASK FORCES**

**EXECUTIVE COMMITTEE (STANDING COMMITTEE)**

“Executive Committee, whose members shall consist of the president, the first vice president, the vice presidents, the treasurer, and the clerk, may meet between meetings of the Board and shall possess and may exercise all authority of the Board.”

-- NEMA Bylaws, Article IV, Section 15a
The Executive Committee consists of the NEMA officers:

**President:**

The President leads the organization as its chief elected officer, serves as chair of the Board of Directors and the Executive Committee, and lends guidance to the Executive Director in carrying out the operations of the Association. The specific duties of the President include:

1. Nominate directors to serve on each committee and designate a chair of each, subject to approval of the Board;
2. Serve as an *ex officio* member of all committees, with vote;
3. Preside over the annual meeting, meetings of the Board of Directors, and the Executive Committee;
4. Report to the membership at the annual meeting and through the NEMA quarterly journal;
5. Serve as a representative to the American Alliance of Museums Council of Regional Associations, along with the NEMA Executive Director. (This entails travel to the AAM/CRA winter meeting in Washington, DC, typically in February of each year, and to the CRA meeting that takes place in conjunction with the AAM Annual Meeting that occurs in various locations of the U.S.)

**First Vice-President:**

In the absence or disability of the President, their powers and duties shall be performed by the first Vice President. The first Vice President shall have such other powers and perform such other duties as the directors shall from time to time designate.

**Vice-Presidents:**

Each Vice President shall have such other powers and perform such other duties as the directors shall from time to time designate.

**Treasurer:**

The Treasurer shall have general responsibility for the financial affairs of the corporation and shall oversee the formulation and development of overall fiscal policy for the corporation. The Treasurer, who shall be a member of the Audit and Finance Committee, shall review the periodic financial reports prepared by the Executive Director or other designated employee of the corporation and shall report them with comment to the Board. The Treasurer shall also have such powers and duties as customarily belong to the Office of Treasurer or as may be designated from time to time by the President or the Board of Directors.
Clerk:

The Clerk is responsible for the maintenance of the corporation’s records in accordance with state law. The Clerk’s specific duties include:

1. Record in books kept for the purpose all votes and proceedings of the members and of the directors at their meetings;
2. Serve as a voting member of the Executive Committee;
3. Serve as parliamentarian for the Association, monitoring its bylaws, assuring proper adherence to Association policies, and assuring appropriate board meeting procedures;
4. Provide notice of elections and proposed by-law revisions as required by the bylaws.

GOVERNANCE AND ETHICS COMMITTEE (STANDING COMMITTEE)

“Governance and Ethics Committee shall be responsible for ensuring effective engagement of the Board through a continuous process of board cultivation, recruitment, development, education, and assessment. The Governance Committee is responsible for periodic review of governing documents.”

--NEMA Bylaws, Article IV, Section 15b

AUDIT AND FINANCE COMMITTEE (STANDING COMMITTEE)

Audit and Finance Committee shall review fiscal policy and its implementation and shall develop and monitor the annual operating budget of the corporation. The Finance Committee shall provide oversight to the audit process through activities which will include review of the financial information presented in the annual audit as well as the system of internal controls. The Audit and Finance Committee will develop and implement an investment policy and guidelines, oversee the portfolio’s performance, and make recommendations to the Board concerning any changes in investment policies or guidelines and the engagement of investment managers.

--NEMA Bylaws, Article IV, Section 15c
NOMINATING COMMITTEE (STANDING COMMITTEE)

“At least 120 days prior to each annual meeting, the president shall appoint a Nominating Committee of not fewer than 3 directors. It shall be the duty of the Nominating Committee to nominate at least one member for each vacancy, including any unexpired term vacancy, for which elections are being held. The Nominating Committee shall file its nominations with the clerk at least 90 days prior to the annual meeting, which nominations are subject to approval of the Board.

—NEMA Bylaws, Article IV, Section 3

OTHER COMMITTEES AND TASK FORCES

The NEMA Board from time to time creates additional committees and task forces. These entities may serve the governance role of the Board and/or act in a volunteer role assisting the staff. They currently include:

- Advocacy Committee, which traditionally includes at least one board member from each of the New England states; this committee advises the NEMA staff and Board on governmental issues of regional concern.
- Membership Committee, which advises the NEMA staff regarding strategies for improving the value and vitality of NEMA membership.
- Conference Program Task Force, which helps the NEMA staff develop a strong annual conference program by reviewing session proposals and attending a one-day annual task force meeting.
- Conference Scholarship Task Force, which helps the NEMA staff review annual conference scholarship applications.

Board committees and task forces must be approved by the full Board before beginning their work.

BOARD INFORMATION

- NEMA uses Basecamp (www.basecamp.com), an interactive project management platform, to store board documents and share information.
- The NEMA website (www.nemanet.org) contains comprehensive information about the organization and its programs.