

Roles and Responsibilities of Board Members

As at 19 May 2003

Overview

Your role as a director of IFACCA (that is, as a member of the board) is to oversee the general management of the business and funds of the Federation¹. The power and duties of the board are outlined in the constitution².

Specific responsibilities described in the constitution

The draft constitution refers to some specific responsibilities for the board, such as:

- Ø Consider applications for national and affiliate membership³
- Ø Decide annual membership fees⁴
- Ø Attend the General Assembly and all board meetings⁵
- Ø The possibility of serving on a Working Group⁶.

It is important to note that board members are considered to be representing the best interests of all members of the Federation not specific interests or constituencies⁷.

Once the board has made a decision, you are expected to uphold that decision irrespective of your personal views. You are not obliged to promote the decision actively and may remain silent on it but you should not promote a contrary view.

A two-way flow of information is expected. That is, you will bring to the board an awareness of current issues in arts councils and culture agencies in your region *and* actively promote an awareness of the Federation's activities in your region.

Time commitment

(i) Decision making

Your time will be required in three different ways:

1. Face to face meetings – there are usually one or two face-to-face board meetings per year. Such meetings, hosted by board members on a rotating basis, are conducted over two days and include opportunities to meet members of the local arts community as well as the board and staff of the host organisation.

¹ The Federation is funded by contributions and annual fees from members and affiliates, grants from foundations, sponsorship and fees for service.

² See the draft constitution dated 22 May 2003, Clauses 44-48.

³ See clause 11

⁴ See clause 13

⁵ See clauses 16 and 47

⁶ See clause 55

⁷ See clause 30(b)

2. Teleconferences – there may also be one or two teleconferences a year, which, due to the constraints of international time zones, are generally less than an hour long.
3. Email – once or twice a month you will be asked by email to make decisions or provide short responses on various board matters.

For meetings and teleconferences, the secretariat will send you an agenda and background papers, which you will be expected to read prior to the meeting.

(ii) Advocacy

As a board member, you will also play a key role in promoting the Federation and encouraging financial support from potential members and funding bodies whenever you are travelling internationally or speaking in relevant public forums.

Conditions of appointment

Your board appointment is tied to your position as the Nominee of a Member⁸. If your employment situation changes, you should inform IFACCA's Chair and/or the Executive Director and your position on the board automatically becomes vacant. It can only be filled under the terms of the constitution regarding the board appointment process⁹.

Board meetings

The proceedings of the board, its working groups and executive committee are described in clauses 49-59 of the constitution.

Officers

The officers of the Federation comprise the Chair, Deputy Chair, Treasurer and Secretary. Their appointment and roles are described in clauses 25-29.

Induction and information for board directors

In striving to achieve best practice in corporate governance, the secretariat will aim to provide you with all the information you need to fulfil your role effectively. If you believe you need other information to assist your decision-making, it is your responsibility to request this information from the chair or executive director.

Prior to the first meeting, you will be provided with the following documents:

- Ø Constitution of the Federation
- Ø Minutes of the last board meeting
- Ø Current strategic plan and objectives
- Ø Financial statements for the previous and current years
- Ø Names and contact details of other board members
- Ø Names of the Executive Committee and office holders
- Ø Latest IFACCA information kit including membership fee structure

⁸ See clause 43 (a)

⁹ See clauses 34-41 and 48

- Ø Latest progress report
- Ø Two most recent copies of IFACCA's online bulletin, ACORNS
- Ø Other recent media releases or key correspondence to members.

It is also recommended that you review IFACCA's website, www.ifacca.org.

Once you have had an opportunity to review this material, the Executive Director, Chair or another board member will brief you in person or by telephone and endeavour to answer any questions you might have. Please do not hesitate to ask if there is something else you require.

Language

The language of the Federation is English but key documents are translated into French, Spanish and other languages as required. At present, English is the only language used for preparing the board papers and minutes and conducting the meetings.

Remuneration and expenses

Directors are generally not remunerated for their time in attending, nor the costs of travelling to, board meetings or other advocacy activities¹⁰. It is therefore expected that directors will have the support of an organisation to participate in the business of the board. However, IFACCA is committed to ensuring representation from small and developing nations and will endeavour to provide the travel and accommodation costs for such representatives to participate in board meetings. Similarly, the board may decide to cover the travel costs of individuals who bring special experience or knowledge to the board.

Media comments and public relations

As an open and transparent organisation, the Federation lists the names of its board members together with their contact details, profiles and photos on its website. It also regularly circulates this information to members.

As far as possible, the secretariat will notify board members of media coverage of IFACCA. Similarly, it would be much appreciated if board members would notify the secretariat and/or other board colleagues of any media reports about IFACCA or significant public references to it in, for example, major speeches.

While promotion of the Federation is encouraged, public comments about significant or contentious matters of Federation policy should generally only be made by the Chair or Executive Director or with their prior agreement.

¹⁰ See clause 57