



OZARK ARTS COUNCIL

Enriching Lives By Promoting The Arts

2010-2011 OAC Board of Directors Policy

General Responsibilities:

Members of the Ozark Arts Council (OAC) Board of Directors will observe the organization's rules and procedures at all times to ensure effective and ethical decision-making and governance.

Board Members will:

- Comply with the laws of the United States, the State of Arkansas, and the City of Harrison.
- Conduct the business of the OAC in a responsible, ethical, and lawful manner.
- Maintain the highest level of financial responsibility.
- Treat stakeholders, communities, donors, suppliers, patrons, advisors, volunteers, and staff with fairness and integrity.
- Treat each other with respect and acknowledge each Board Member's strengths, differences, and contributions.
- Base decisions on all available facts in each situation, taking into consideration the views of fellow Board Members.
- Make decisions in the best interest of the OAC as a whole, and strive to keep personal bias or the views of special interests at a minimum.
- Accept, support, and implement all collective decisions of the Board.
- Not speak or act for the OAC or the Board unless specifically authorized to do so, and will not present opinions about OAC business unless those opinions have been approved in advance by the Board or unless those opinions are clearly expressed as personal opinions and not necessarily the views of the OAC.

Confidentiality:

All Members of the Board of Directors shall maintain the confidentiality of nonpublic and proprietary information entrusted to them by the OAC. This information and materials may include, but is not limited to, Board Meeting agendas, minutes, budget information, committee discussions, legal documents, policies and procedures, and Member or donor lists and data. Furthermore, Board Members shall not disclose confidential information unless authorized by the President of the Board of Directors or legally mandated to do so.

Conflicts of Interest:

All Members of the Ozark Arts Council (OAC) Board of Directors are required to disclose any potential conflicts of interest to the Board President or OAC Staff. Board Members shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization, or (c) an organization in or of which a Member of the OAC is a director, officer, or legal representative, or d) an organization in which the Member has a material financial interest.

In addition, Board Members shall operate and make informed decisions for the best interests of the Ozark Arts Council globally without bias regarding their interests and/or positions in Member organizations of the Ozark Arts Council and their interests and/or positions in other community organizations.



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Any such contracts or transactions may be entered into by a Board Member if:

- That interest is disclosed or known to the Board of Directors,
- The Board approves, authorizes, or ratifies the action in good faith,
- The approval is by a majority of directors (not counting the interested Member), and
- At a meeting where a quorum is present (not counting the interested Member).

Any Board Member may call for the Board to hold a special meeting in the event of a demonstrated bias/conflict, or the topic may be added to the agenda of a regular Board meeting by providing it the Board President.

The interested Member may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

If a conflict should arise with regard to a particular issue, the Board Member is expected to excuse himself/herself from the discussion and shall abstain from voting on that particular issue. Furthermore, if the conflict is such that the Board Member cannot fulfill his/her Board duties, he/she is expected to immediately resign.

Rules of Facility Use:

- Board Members will not offer for sale any article at any event unless they receive prior written permission from the OAC.
- Individuals under 21 years of age accompanying the Board Member must have direct supervision at all times.
- The Board Member will not solicit donations for any organization other than the OAC without written permission from the Board President.
- Board Members will not hang any decorations or alter the facility in any way.
- No taping or recording of events without prior written permission from the Board President and/or Artist.

Code of Conduct:

The following activities are strictly prohibited. Any Board Member who violates this Code is subject to discipline, up to and including removal from the Board.

- Discourtesy, rudeness, bullying, or abusive language; verbal, physical or visual harassment of staff, volunteers, patrons, or any other stakeholders.
- Possession or use of alcoholic beverages or illegal drugs or working at the Lyric while under the influence of drugs or alcohol.
- Bringing dangerous or unauthorized materials such as explosives, firearms, weapons or other similar items onto the property.
- Actual or threatened violence toward any individual or group.
- Conduct endangering the life, safety, health or well-being of others.
- Failure to follow any policy or procedure.



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Board Policy Statement:

The undersigned acknowledges receipt of a copy of the Ozark Arts Council Board of Directors Policy dated ___/___/____. By my signature affixed below I acknowledge my agreement with the spirit and intent of this policy.

I agree:

- to conduct the business of the OAC in a responsible, ethical, and lawful manner;
- to maintain the confidentiality of OAC information;
- to abstain from voting in cases where I have a Conflict of Interest;
- to report to the Board President possible conflicts; and
- adhere to the Rules of Facility Use and the Code of Conduct.

Board Member Name: _____

Board Member Signature: _____

Date: _____

Adopted by the Ozark Arts Council Board of Directors March 16, 2010