



## **Board of Directors Terms of Reference**

Updated March 2024

### **Our Organization's Mandate:**

- To foster a vibrant arts scene by elevating artists and increasing community participation in the arts in the Pemberton Valley.

### **Board Structure:**

- Executive Officers – Chair; Treasurer and Secretary (all voting); Past Chair
- Minimum 5 to maximum 11 Directors (voting)

### **Director Appointment and Duration:**

- Directors must be members of the Pemberton Arts Council
- Directors are elected for a 2-year term by the membership at the annual general meeting
- Directors may succeed their term for 2 more terms (total 6 consecutive years) with a minimum of 1 year off before re-election
- The Executive Officers is elected for a 1-year term by the board
- Refer to bylaws for additional clarification

### **Reporting:**

- The board of directors reports to the membership at the annual general meeting

### **Board Responsibilities:**

- Set the strategic plan
- Monitor and approve the financial statements
- Approve the annual budget
- Review bylaws annually, ensuring any amendments follow the Societies Act
- Set board policy and review on an annual basis, ensuring they reflect governance best practices
- Monitor the Executive Directors compliance to policies
- Monitor the Executive Directors achievement of the board's strategic goals
- Conduct the Executive Directors annual performance review and salary review

### **Director Responsibilities**

- Commit to the mission, vision, and values of the Pemberton Arts Council
- Contribute to the areas of board governance, strategic planning, finance and resource development (human and capital)
- Attend board meetings and committee meetings
- Participate in board and director evaluations
- Prepare for and attend monthly board meetings and attend the yearly AGM (normally hosted in the Spring)

- Chair and/or participate on a committee
- Attend special events as required (\*\*For example, it is expected that Board Members should support major events such as future arts festivals, summer programming, with their attendance/participation as much as possible.\*\*)
- Engage in ongoing fundraising activities and fund development in general.
- Act as an ambassador of the Pemberton Arts Council to external stakeholders and the community

**Hours:**

- 5-10 hour commitment per month including attending board and committee meetings



## **Pemberton Arts Council DIRECTOR'S CODE OF CONDUCT**

1. Directors must consider the interests of the Pemberton Arts Council at ALL times, understanding that any communications, including through social media and conversation, are perceived reflections on the Pemberton Arts Council.
2. Directors shall maintain the confidentiality of the details and the dynamics of any and all board discussion and communication.
3. Directors shall not speak publicly against, or in any way undermine board solidarity once a board decision has been made.
4. Directors are expected to attend all board meetings in person, or virtually, unless for extenuating circumstances. Directors shall be prepared to commit sufficient time and energy to attend to Pemberton Arts Council business.
5. Directors shall avoid, in fact and perception, conflicts of interest and shall disclose to the board, in an immediate manner, any possible conflicts.
6. Directors' contributions to discussions and decision-making shall be positive and constructive.
7. Directors' interactions in meetings and communications shall be courteous, respectful and free of animosity.
8. Directors shall adhere to the Pemberton Arts Council bylaws and governance policies.
9. Directors shall be prepared for meetings, having read pre-circulated material in advance of meetings.
10. Directors shall participate in the Pemberton Arts Council in ways and means other than attending board meetings.
11. The Executive Director is responsible to the entire board. Consequently, no single director or committee has authority over the Executive Director.
12. Directors have no authority over other Pemberton Arts Council staff and must, as an entire board, direct any operational inquiries to the Executive Director.
13. Directors recognize that only the Chair of the board and the Executive Director, or their designate, shall be the spokespersons for the Pemberton Arts Council.
14. Directors shall not attempt to exercise individual authority or undue influence over the Pemberton Arts Council or use this influence for any purpose other than furthering the Pemberton Arts Council causes.
15. Directors are expected to develop an understanding of the scope, mandate, bylaws, constitution and policies of the Pemberton Arts Council, the needs of the members it serves, and the board's policy governance approach.

I hereby consent to act as a Director of the Pemberton Arts Council and agree to abide by the foregoing terms.

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Director's Signature

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Date

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Print name