

## **Arts and Recreation Foundation of Overland Park Board of Directors Roles and Responsibilities**

The Board of Directors shall be responsible for the governance of the Arts and Recreation Foundation (ARFOP) and the Friends organizations it sponsors, and are committed to practicing and promoting the highest standards of ethical conduct in the performance of their responsibilities.

- A. Such governance includes ensuring that
1. ARFOP operates in ways consistent with its mission, its Articles of Incorporation, its bylaws and all approved policies, procedures and regulations.
  2. The Friends organizations operate in ways consistent with their missions, their current bylaws, all ARFOP Board policies and procedures, and their individually adopted procedures.
  3. ARFOP and the Friends organizations are law-abiding and operate legally and safely – all foundation and friends volunteers and staff comply with the law and City regulations and ordinances, secure all proper licenses and permits, have adequate insurance, fulfill all contractual obligations and file all required state and federal documents on time.
- B. In addition, the Board of Directors shall:
4. Develop strategies, tactics, practices, policies, plans and procedures that ensure the operational security of ARFOP and the Friends organizations.
  5. Hire a competent Executive Director and provide adequate supervision and support to that individual.
  6. Monitor the effectiveness, cost and impact of all programs.
  7. Be accountable for the finances of ARFOP and the Friends organizations, and provide financial oversight, which includes budgeting, management of funds, recordkeeping and accounting, fundraising strategies, fundraising implementation, and effectiveness of all expenditures.
  8. Abide by the ARFOP Conflict of Interest Policy.
  9. Ensure that ARFOP and the Friends organizations provide equal opportunity to attendees, participants and volunteers and do not discriminate on the basis of age, race, disability, gender, sexual orientation, national origin, or political, religious or socio-economic characteristics in accordance with all applicable legal and regulatory requirements.
  10. Respect the confidentiality of sensitive information known due to board service. Directors shall publicly support all Board decisions and shall not speak in opposition of those decisions as well as differences with others Directors and staff outside the board meetings. Should a director so disagree with a board decision that he or she cannot support the decision of the board and must speak out publicly in opposition, the appropriate action is to resign from the board and work for change from the outside. Public opposition to the policies and procedures of ARFOP, fellow Directors or the staff is grounds for removal from the board.
  11. Respect the diversity of opinions as expressed or acted upon by the board, committees, and formally register dissent as appropriate.
  12. Promote collaboration, cooperation, and partnership.
  13. Oversee all communication with donors and constituents including the proper acknowledgment of all gifts.
  14. Select, monitor and evaluate staff and contract personnel.
- C. Individually, directors shall:
15. Attend all regularly scheduled board meetings and meetings called for special purposes unless personal circumstances prevent attendance. Excessive absence from Board meetings is grounds for removal from the board:  
A director is not fulfilling his or her attendance responsibility if any of the following conditions exist:
    - The director has on two occasions in a 12-month period not notified the President of the Board prior to the meeting that he or she would not be in attendance.

- The director has three consecutive absences.
- The director is absent for 4 meetings (1/3 of the scheduled meetings) in a 12-month period.

The procedure to be followed:

- The President of the Board shall contact the director to discuss the problem.
  - The President of the Board shall include discussion of the attendance issue on the agenda for the next regularly scheduled Board meeting. The Board may consider extenuating circumstances – such as illness or personal and job responsibilities – in their deliberations.
  - Per ARTICLE FIVE, Section 8, of the ARFOP Bylaws, a two-thirds majority vote of the remaining directors to terminate is required.
  - If the Board approves termination, the President of the Board shall request a letter of resignation and return of any materials belonging to the foundation to be received within 2 weeks.
  - At the next Board meeting, the Board shall accept the director's letter of resignation.
  - The Board shall begin the process of recruiting a new director.
16. Participate in the organization by serving on standing, special and *ad hoc* committees as appointed and providing appropriate expertise as requested.
  17. Be a member of each of the Friends groups.
  18. Make a personally significant annual gift to ARFOP and assist the Development committee with introductions to others who support ARFOP's mission and are capable of providing financial support.
  19. Participate in as many special events and projects sponsored by ARFOP and the Friends groups as possible as a volunteer, attendee, ticket purchaser or donor.
  20. Act as an ambassador for ARFOP and its Friends groups in the community.

Approved by the Arts and Recreation Foundation Board of Directors  
December 15, 2009