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Serving the nine county area in southcentral Minnesota.

Prairie Lakes Regional Arts Council, Policy and Procedures Manual, pages 11-16

V. BOARD MEMBER POLICIES

MISSION STATEMENT – The Prairie Lakes Regional Arts Council encourages and promotes arts creation, appreciation, and education through grant programs and services to enhance the quality of life for Minnesota residents in Blue Earth, Brown, Faribault, LeSueur, Martin, Nicollet, Sibley, Waseca and Watonwan County.

CORE VALUES

We value: Open Mindedness, Equality of All Art Disciplines, Promotion of Artistic Excellence, Accessibility to Our Constituents, and Maximization of our Constituents' Potential.

A. Qualifications (Personal)

1. Possess an interest in the growth and development of all art forms; skill in particular art forms is not a requisite, but is very helpful. Believe in the mission of Prairie Lakes Regional Arts Council (PLRAC) and state funding for the arts.
2. Demonstrated experience in community leadership roles; comprehensive knowledge and insight into community and/or arts organization structures in your area with special emphasis on needs and resources.
3. Capacity to absorb knowledge and ability to exercise objectivity and critical judgment. (This applies particularly to the granting process.)
4. Willingness to work cooperatively with other PLRAC board members and staff. Ability to work with the public, individuals and groups in the Arts community and with all socio-economic levels in the region.

Education - Minimum requirements: Knowledge and skills equivalent to completion of H.S. Knowledge or experience in the arts preferred. (Exceptions made on an individual basis.)

Availability - Ability to make a firm commitment of time to attend scheduled PLRAC meetings in Mankato, at the PLRAC office or elsewhere in the region. Willingness to serve on standing or ad hoc committees of the PLRAC and to attend orientation session and special workshops as scheduled.

Training - Willingness to accept and effectively utilize formalized training offered by or through PLRAC. (1) Initial new-member orientation session with PLRAC staff to provide knowledge of the council, its particular place in the community, its policies and procedures and board member's responsibilities. (2) Mentorship for one year with a current PLRAC board member. (3) Training opportunities such as seminars, workshops, MN Citizens for the Arts Advocacy Day, etc., to promote personal growth, development and understanding of the arts in Minnesota.

5. Board members will be appointed for their knowledge, expertise in a particular artistic discipline or other area of need identified by the board, and their involvement in the arts. The membership will represent a cross-section of the arts community that includes teachers, artists, art organization members and interested consumers.

B. Duties and Responsibilities

1. A Board member must regularly attend meetings, which are normally held on the fourth Thursday of each month. Failure to attend three consecutive meetings may constitute grounds for removal from the Board of Directors. As defined by section 4.12 of the By-laws.
2. Board members shall oversee the policies and general management of the organization.
3. Each Board member shall serve as a representative of his/her county or community. Each member serves as a conduit for information between PLRAC and his/her county and community.
4. Board members will annually attend a minimum of five (5) local arts activities funded by PLRAC and give a short oral and written report to the board.
5. Board members shall attempt to keep informed of arts activities and needs in their constituencies and provide this information to the Board of Directors as needed.
6. Board members shall assist and support local people in the development of community arts programs and projects.
7. Board members shall attempt, through media and personal contacts, to increase the visibility of PLRAC as a resource center for artists and community arts organizations and to promote its mission in their communities. They will convey a positive image of the PLRAC to the public and to Prairie Lakes' constituents.
8. Board members shall prepare for each Board meeting by reading all materials sent prior to the meeting. Members are expected to take an active role in discussions during a Board meeting.
9. Board members are expected to actively participate in lobbying efforts to secure state funding for PLRAC.
10. Board members will positively and professionally represent the work of the PLRAC board in the community.
11. Failure to comply with board duties and responsibilities and follow the established operating norms may constitute grounds for removal from the Board of Directors. As defined by section 4.12 of the By-laws.

For further details see: By-laws concerning attendance requirements, terms of membership, reimbursement policy, and other rules governing PLRAC member's conduct and activity.

C. Operating Norms

1. Keep our purpose in front of all we do recognizing we are part of a larger arts community.
2. Each of us will put our ideas and perspective on the table honestly.
3. Each of us will keep comments at the table and biases at the door.
4. Invite participation by everyone.
5. Stay on task.
6. Clarify decision-making process prior to each decision.
7. Respectful disagreement is expected and okay.
8. We will leave with one voice regarding PLRAC Board decisions.

D. Grant Review Procedures

1. The grant programs of the Prairie Lakes Regional Arts Council are governed by policies and procedures published in its "Grant Program Guidelines". Guidelines for each individual grant program describe eligibility, restrictions, process for submission of an application, fundable and non-fundable projects, review criteria, payment process and grantee responsibilities.
2. The PLRAC board members will not discuss policy revisions, grant program revisions or other procedural items, including non-agenda items, at a grant review meeting. Any changes to a grant program must be made prior to public distribution of forms for that program, or after the grant review meeting.
3. As noted in Sections 4.14 and 4.15 of the PLRAC By-laws: Committees shall be established as determined to be necessary by the Board of Directors. Also, there may be an Advisory Panel to the Board, created as needed, for the purpose of reviewing and recommending for funding arts grant applications. This may include the Artist Fellowship applications, and other programs as needed. Panel members will be selected for their expertise in the various arts disciplines and must reside in the 9-county area.
4. The PLRAC board members will call the office or email any concerns about the grants several days prior to the board meeting. The president will also be notified. Five business days' notice is needed if the board member wants the staff to contact the applicant for clarification or further information on the grant. Three business days' notice is needed if they just want staff's clarification on eligibility, restrictions, fundable and non-fundable projects.
5. In the event that a grant application has several board members concerned, and they have contacted the PLRAC office regarding it, the applicant may be asked to attend the Review Meeting at a separate time.
6. Grant Review Meetings will have a timed Agenda, and it will be followed, with not more than five minutes per grant. A staff person will be assigned as the time keeper. The chairperson will ask for a motion right away. Then the formal discussion will be related to the motion. All questions will be directed to the chairperson, who will decide if the applicant needs to answer.

E. Reimbursement Policy

Expenses shall be reimbursed for any board member in accordance with the following guidelines: Mileage expense will be reimbursed for attendance at regularly scheduled and special meetings of the PLRAC. Mileage reimbursement will be at the Federal IRS rate per

mile. In general, meals will not be reimbursed at regularly scheduled meetings. However, often there is food and beverages provided at each meeting.

Admission tickets to arts events funded by PLRAC and the mileage expense can be reimbursed. However, two complimentary tickets to an event are supposed to be sent to the PLRAC office by the grantee to insure attendance by board members at their event. Other travel expenses incurred by PLRAC board members traveling on official business for the PLRAC shall be reimbursed for meals, lodging, parking, etc. Expense Vouchers will be utilized by board members for reimbursement of expenses. Receipts for these expenses should be attached to the expense voucher.

F. Conflict of Interest Policy

The PLRAC will use the guidelines established by Minnesota Rules, Chapter 1900.0410, Subp.5 to guide its actions. Review of the Conflict of Interest Policy will be done by:

- a. Each new reviewer shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.
- b. Each reviewer shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the reviewer is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a nonprofit organization. Any such information regarding interests of a reviewer or a reviewer's family member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all reviewers.

1. Grant Reviews: A position of objectivity must be maintained to carry out grant making with fairness to all applicants. Before commencement of deliberation, a reviewer who has a conflict of interest or has a family member that would be perceived as having a conflict of interest, shall disclose to the Chair that he/she has a conflict of interest and shall abstain from commenting on, discussing, ranking, or voting on that specific application. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

A conflict of interest exists if a member of the PLRAC review panel:

- a.) receives direct financial benefit from the applicant or proposal being reviewed; or
- b.) serves as an employee or governing board member of an applicant organization being reviewed; or
- c.) has a familial relationship with an applicant or with a staff or board member of an applicant organization; or
- d.) serves with or without payment as an advisor or consultant to an applicant being reviewed.

e.) has accepted gifts, entertainment or other favors from an applicant organization being reviewed where it might be inferred that such action was intended to influence or possibly would influence the reviewer in the performance of his or her duties.

2. General Activities: Minnesota Statute 317A.255 governing Nonprofit Corporations shall govern all other actions of PLRAC Board of Directors relating to contracts and other transactions between the PLRAC and other corporations or organizations. Under certain circumstances, a contract or transaction between a non-profit corporation and one of its Board Directors, or an organization in which a Board Director has a material financial interest is acceptable. However, if the transaction is challenged, the director will have the burden of establishing that the contract or transaction was fair and reasonable, that there was full disclosure of the conflict, and that the contract or transaction was approved by the other Board Directors in good faith.

Note: The purpose behind creation of a rule, which would disqualify PLRAC directors from participating in proceedings in a decision-making capacity when they have a direct interest in its outcome, is to ensure that their decisions will not be arbitrary reflections of their self-interest. Besides guarding against actual conflict of interest, the PLRAC is concerned that there must be no appearance of conflict of interest. It is a concern shared by the courts and the legislature. It is the intent of this policy to prevent any question of a delicate nature and to prevent unfavorable comment on transactions, which may bring the administration of public affairs into disrepute.

3. Definitions:

- a. A "Conflict of Interest" is any circumstance described in Part F.1. of this Policy.
- b. A "reviewer" is any person serving on the grant review panel who will be responsible for determining funding or denial of funding for grant applications to the Prairie Lakes Regional Arts Council.
- c. A "Family Member/Familial Relationship" is a spouse, domestic partner, parent, child or spouse of a child of a reviewer.

VI. BOARD RULES AND REGULATIONS

PLRAC will comply with the rules and regulations of the Minnesota State Arts Board. Meetings are all open to the public according to the provisions of the Minnesota Open Meeting Law. Monthly meetings are primarily held in Mankato.