

## **Serving on the Board of Directors of Framingham Public Access Corporation**

This document provides you with basic information about what FPAC requires from its Board members. If you would like to be considered for nomination to serve on the FPAC Board of Directors, are eligible as a Framingham resident, employee or student, and are able to commit the required time and energy, please submit an FPAC Board Application to the nominating committee.

### **Responsibilities of the Board of Directors**

1. Determine mission and purpose of the organization.
2. Select the chief executive.
3. Support and evaluate the chief executive.
4. Participate in an overall planning process and assist in implementing and monitoring the plan's goals.
5. Determine which programs are consistent with the organization's mission and monitor their effectiveness.
6. Ensure adequate financial resources to fulfill the organization's mission.
7. Protect assets, provide proper financial oversight, assist in developing the annual budget and ensure that proper financial controls are in place.
8. Build a competent board by articulating prerequisites for candidates, orienting new members, and periodically and comprehensively evaluating our own performance.
9. Ensure legal and ethical integrity.
10. Articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

### **Board Member Job Description**

1. Attend all board and committee meetings and functions, such as special events.
2. Be informed about the organization's mission, services, policies, and programs.
3. Review agenda and supporting materials prior to board and committee meetings.
4. Understand and, if necessary, query all financial and budgetary matters.
5. Ensure that the organization's legal affairs are in order; know the board's legal obligations and make sure they are upheld.
6. Serve on committees or task forces and offer to take on special assignments.
7. Inform others about the organization.
8. Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
9. Keep up-to-date on developments in the organization's field.
10. Follow conflict-of-interest and confidentiality policies.
11. Refrain from making special requests of the staff.
12. Review the organization's annual financial statements.

### **Term of office:**

3 years. Elected at Annual General Meeting. Directors may serve a maximum of 6 elected years. Directors may be appointed by the Board to fill vacancies until the next Annual General Meeting.

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## **Time Requirements:**

Serving on the board requires a time commitment of about 100 hours per year, or an average of 8 hours per month for board meetings, committee meetings, orientation sessions, and special events, including preparation time. We do most of our work in meetings. We cannot do a good job or meet deadlines without full participation from members.

## **Board Meetings**

The full board meets 12 times per year, usually on the second Monday of each month, from 7:30 pm to 10:00 pm. If this schedule poses problems for you, please advise the nominating committee.

## **Committee Meetings**

Committees meet at the pleasure of committee members in order to accomplish certain tasks by established deadlines. Attendance is essential for the committees to do their work.

## **Approach to Governance**

Briefly stated, we believe that the Board's role is to ensure that FPAC establishes and maintains the trust of the community by being clear in its mission, prudent and ethical in its activities, and accountable for its actions. Our meetings focus on planning, policy-making, and assessing our progress.

## **Directors' Code of Conduct**

Our board members sign this code of conduct:

As a member of the FPAC Board of Directors, I will

- be committed to the mission of FPAC.
- act in a manner consistent with the mission and values of FPAC.
- accept responsibility and share power in order to work as a productive, cooperating member of the Board of Directors.
- focus my efforts on the mission of FPAC and not on my personal goals.
- avoid conflicts of interest between my position as a board member and my personal and professional life.
- disclose any conflicts of interest I have or may potentially have with any subject under discussion.
- recuse myself from any vote in which I have or may potentially have a conflict of interest.
- support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions.
- never exercise authority as a board member except when acting in a meeting with the full board or as I am delegated by the board.
- keep confidential matters confidential.
- be accountable to the membership and the community, for competent, conscientious and effective accomplishment of the obligations of the Board.
- ensure that discrimination is never practiced at FPAC.
- act in a manner consistent with this Code of Conduct despite personal opinions, values or differences.
- attend meetings consistently, prepare for meetings, participate fully, and otherwise fulfill my fiduciary obligations to FPAC.