



BOARD OF DIRECTORS

POLICIES FOR GOVERNANCE

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BOARD OF DIRECTORS POLICIES FOR GOVERNANCE

Governance Process

Vision and Goals of FSMA

The purpose of FSMA is to ensure high quality, broad based, thriving music programs in member schools.

In accomplishing this purpose, the following areas are of importance:

- The highest quality Music Performance Assessments available in the nation and continual evaluation for the quality of the MPA experience.
- Cultivating excellence of Florida music programs for all students
- Models for and tools to recognize best practices in excellent music programs
- Events sanctioned by FSMA shall be safe and fiscally responsible, provide equity in adjudication across the state, and provide student access to programs.

Global Commitment and Governing Style

The board will govern with an emphasis on

- a) outward vision rather than an internal preoccupation,
 - b) encouragement of diversity of viewpoints,
 - c) strategic leadership more than administrative detail,
 - d) clear distinction of board and executive director roles,
 - e) collective rather than individual decisions,
 - f) future rather than past or present, and
 - g) proactivity rather than reactivity.
1. The board will cultivate a sense of group responsibility, be responsible for excellence in governing, and be the initiator of policy. The board may use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values.
 2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives.
 3. The board will enforce upon itself whatever discipline is needed to govern with excellence, and ensure the continuance of governance capability.
 4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
 5. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
 6. The board will monitor and periodically discuss the board's process and performance at each meeting.

Board Job Description

As an informed agent of the ownership, the member schools, the board will ensure appropriate organizational performance.

Accordingly:

1. The board will be the link between the organization and the ownership.
2. The board will produce written governing policies which, at the broadest levels, address each category of organizational decision.
 - A. Vision and Goals: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth.
 - B. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - C. Governance Process: Specification of how the board conceives, carries out and monitors its own task.
 - D. Board-Executive Director Linkage: How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.
3. The board will produce assurance of the Executive Director's performance as measured against Vision and Goals and Executive Limitations Policies.

Agenda Planning

The board will follow an annual agenda which:

1. examines, and reviews Vision and Goals policies.
2. continually improves board performance through board education.
3. includes methods of getting ownership input.
4. includes Executive Director monitoring.
5. includes Executive Director remuneration reviews.

President's Role

The President assures the integrity of the board's process and represents the board to outside parties.

Accordingly:

1. The job result of the president is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - A. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the Executive Director.
 - B. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the President consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Executive Director Linkage, with the exception of (a) employment or termination of an Executive Director and (b) where the board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - A. The President is empowered to chair board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).

- B. The President has no authority to make decisions about policy areas unless directed by the Board.
- C. The President may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- D. The President may delegate this authority, but remains accountable for its use.

Board Members' Code of Conduct

The board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly:

1. Board members must have loyalty to the ownership, unconflicted by loyalties to staff, representative organizations, or any personal interest.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation.

Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Executive Director.

Accordingly,

1. Board Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.

Board Committee Structure

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. **Executive Committee**
The Executive Committee will consist of the President, President-Elect or Immediate Past-President and appointee of the Board. Charge: (a) to collaborate with the Executive Director for association activities in the absence of the full board; (b) to provide any direct inspection monitoring of the Executive Director as the board may require; (c) to provide the orientation of new board members, prior to the September meeting.
2. **Policies and Procedures Committee**
Charge: to continue development of the Board's Policies for Governance. The Policies and Procedures Committee shall be chaired by the President.
3. **Finance and Audit Committee**
Charge: to provide the internal monitoring as required for Financial Planning/Budgeting, Financial Condition, Investment of Funds, and activities as described in Monitoring Executive Director Performance. The Finance Committee shall be chaired by the Immediate Past-President or appointee of the Board.
4. **Appeals Committee**
Charge: to adjudicate any appeals brought to the FSMA by any member school related to sanctioned student activities. The Appeals Committee shall be chaired by the President-Elect or appointee of the Board.
5. **Nominating Committee**
Charge: to prepare a slate of candidates for Board President-Elect, by the Spring board meeting of odd-numbered years. The Nominating Committee shall be chaired by the President-Elect.
6. **Calendar Committee**
Charge: to meet with the component association representatives and executive directors to review district music performance assessment calendars, and approve state music performance assessment calendars. The Calendar Committee shall be chaired by an FMEA Representative, and shall include two administrators and three music component association representatives. The music representatives shall be selected in a manner to represent all three component associations.

Board-Executive Director Linkage

Global Connection

The board's sole official connection to the operational organization, its achievements and conduct will be through an Executive Director.

Unity of Control

Only officially passed motions of the board are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or ~~is~~ are disruptive.

Accountability of the Executive Director

The Executive Director is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.
3. The board will review Executive Director performance as identical to organizational performance, so that organizational accomplishment of board stated Vision/Goals will be viewed as successful Executive Director performance.

Delegation to the Executive Director

The board will instruct the Executive Director through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to *use any reasonable interpretation* of these policies.

Accordingly,

1. The board will develop policies instructing the Executive Director to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Vision and Goals policies.
2. The board may develop policies which limit the latitude of the Executive Director.
3. The Executive Director is authorized to establish policies, make decisions, take actions, establish practices and develop activities in conjunction with the Executive Committee in the absence of the Board.
4. The board may change its Goals/Vision and evaluation procedures, thereby shifting the boundary between board and Executive Director domains. The board shall not evaluate the Executive Director on changes or procedures which are not specified in these Policies.

Monitoring Executive Director Performance

Systematic and rigorous monitoring of Executive Director job performance will be solely in terms of the expected Executive Director job outputs: organizational accomplishment of board policies on Vision and Goals and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data which does not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection in which the Board Executive Committee, with any additional members appointed, assesses compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be *any reasonable Executive Director interpretation* of the board policy being monitored.
4. All policies which instruct the Executive Director will be monitored at a frequency and by a method chosen by the board, and conducted by the Executive Committee. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

Policy	Method	Frequency
Vision and Goals	Internal	Annually
Global executive constraint	Internal	Annually
Outward Vision	Internal	Annually
Treatment of consumers	Internal	Annually
Treatment of staff	Internal	Annually
Financial planning/budgeting	Internal/Direct	Semiannually
Financial condition and activities	External/Internal	Annually/Semiannually
Emergency Exec. Director	Succession Internal	Annually
Asset Protection	Internal	Annually
Investment of Funds	Internal	Semiannually
Compensation and Benefits	Internal	Annually
Communication/Support to Board	Direct inspection	Annually
Outward Vision	Internal	Annually

Executive Responsibilities

Global Executive Constraint

The Executive Director shall provide direction to the association which is either lawful, prudent or in accord with commonly accepted business and professional ethics.

Outward Vision

The Executive Director shall provide leadership for the board of directors in areas of advocacy, and provide a long range vision for the progress and growth of the association.

Accordingly, the Executive Director shall

1. Advocate for music and arts education
2. Build partnerships with other curricular areas
3. Be aware of state laws related to education
4. Be informed about pressing issues in education, especially as the quality of music instruction is impacted.

Treatment of Consumers

The consumers of the FSMA are its member schools. With respect to interactions with consumers, or those applying to be consumers, the Executive Director shall provide for conditions, procedures, or decisions which are professional, dignified, and reasonable.

Accordingly, the Executive Director shall:

1. Use application forms that elicit only needed information.
2. Use methods of collecting, reviewing, transmitting, or storing client information which reasonably protects against improper access to the material elicited.
3. Establish with consumers a clear understanding of services offered by FSMA.

Treatment of Staff

With respect to the treatment of paid and volunteer staff, the Executive Director will provide conditions which are fair, dignified, organized, and clear.

Accordingly, the Executive Director shall:

1. Operate with written personnel policies which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons
2. Not discriminate against any staff member for expressing an ethical dissent.
3. Not prevent staff from grieving to the board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that board policy has been violated to his or her detriment.
4. Acquaint staff with the Executive Director's interpretation of their protections under this policy.

Financial Planning/Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall be in accord with the board's Goals, and shall be derived from a multi-year plan as directed by the board.

Accordingly, the Executive Director shall:

1. Include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plan the revenue in any fiscal year to exceed or equal the expenditures in that period.
3. Provide a document showing line items and appropriate narratives.
4. Provide for a \$100,000 cash reserve by the soonest possible time. Reserves shall never exceed one year's operating expenses.

Financial Condition and Activities

With respect to the actual, ongoing financial condition and activities, the Executive Director shall develop fiscal and material alignment of actual expenditures from board priorities as established in these Policies.

Accordingly, the Executive Director shall:

1. Plan revenues to exceed or equal expenditures in a fiscal year.
2. Maintain unencumbered revenues to allow the organization to meet obligations within 60 days.
3. Settle payroll and debts in a timely manner.
4. File tax payments or other government ordered payments or filings in a timely manner.
5. Pursue receivables after a reasonable grace period.
6. Seek board approval for a single purchase or commitment of greater than \$10,000. Splitting orders to avoid this limit is not acceptable.
7. Correct audit findings in a timely manner.

Emergency Executive Director Succession

In order to protect the board from sudden loss of Executive Director services, the Executive Director shall designate at least one other person familiar with board and Executive Director issues and processes.

Asset Protection

The Executive Director shall protect and maintain corporate assets without unnecessary risk.

Accordingly the Executive Director shall:

1. Insure against theft and casualty losses to at least 80% percent replacement value and against liability losses to board members, staff and the organization itself in an amount greater than the average for organizations comparable in budget, membership, and/or responsibility.
2. Not allow unbonded personnel access to material amounts of funds.
3. Maintain plant and equipment against improper wear and tear
4. Protect the organization, its board or staff against claims of liability.
5. Use normally prudent protection against conflict of interest or nepotism.
7. Use reasonable safeguards to protect intellectual property, information and files from loss or significant damage.
8. Manage financial controls which are sufficient to meet the board appointed auditor's standards.
9. Protect the organization's public image or credibility, particularly in ways that accomplish its mission.

Investment of Funds

The Executive Director shall hold and invest funds in such a way that balances the needs for adequate cash flow and maximum investment yield and does not jeopardize the principal.

Accordingly, the Executive Director shall:

1. Invest or hold operating capital in secure instruments, including insured checking accounts and bonds of AA rating or more, or in interest-bearing accounts except where necessary to facilitate ease in operation transactions.
2. Maintain the first \$100,000 in short-term, interest bearing investments.
3. Invest 30% of any reserves over \$100,000 in a conservative stock and bond portfolio and use the services of a well respected financial planner

Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall protect the fiscal integrity or public image of the association.

Accordingly, the Executive Director:

1. May negotiate compensation and benefits only with the Executive Committee.
2. May not promise or imply permanent or guaranteed employment.
3. Will establish current compensation and benefits according to the geographic or professional market for the skills employed.
4. Shall limit obligations over a term for which revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Shall manage pension benefits so as to cause predictable and equitable situations, to:
 - A. Avoid unfunded liabilities.
 - B. Provide basic level of benefits to all full time employees, though differential benefits to encourage longevity are not prohibited.
 - C. Prevent any employee to lose benefits already accrued from any foregoing plan.

Communication and Support to the Board

The Executive Director shall inform and support the board in its work.

Accordingly, the Executive Director shall:

1. Submit monitoring data required by the board (see policy on Monitoring Executive Director Performance) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.
2. Inform the board of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
3. Advise the board if, in the Executive Director's opinion, the board is not in compliance with its own policies on Governance Process and Board-Executive Director Linkage, particularly in the case of the board behavior which is detrimental to the work relationship between the board and the Executive Director.
4. Marshal for the board as many staff and external points of view, issues and options as needed for fully informed board choices.
5. Present information to differentiate among information of three types: monitoring, decision preparation, and other in as simple a manner as reasonable.
6. Provide a mechanism for official board, officer or committee communications.
7. Deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
8. Report in a timely manner an actual or anticipated non-compliance with any policy of the board.
9. Supply for the consent agenda all items delegated to the Executive Director yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.