

(Approved 5/20/21)
(Revised and Board approved 5/20/21)

**Member, Board of Directors
Grand Marais Arts, Inc. dba Grand Marais Art Colony**

Job Description / Responsibilities

Preamble: As the highest leadership body of the organization, the primary responsibility of the Board of Directors for the Grand Marais Art Colony is to ensure that the organization aggressively pursues its adopted mission, to establish policies under which the Art Colony operates, and to ensure those policies are carried out. Its sponsors are those who donate time, talent, and funds to support its mission including volunteers, employees, donors, and members. In addition, Directors have a fiduciary responsibility to the organization as custodians of its integrity, of its standing and reputation built by their predecessors, and of the gifts of property rights and funds donated at its behest.

Specific Duties and Responsibilities

A. Governance

- a. establish policies under which the Art Colony operates, and to ensure policies are carried out

B. Organizational

- a. know the organization's mission, purposes, goals, and needs and attend an orientation session upon joining
- b. participate in the election and nomination of Chair (or Co-Chairs), Officers, and Board of Directors and nominate persons with appropriate skills and experience to fill those roles
- c. if elected to the Governance Committee, or as an Officer, carry out respective duties of that position as specified in the Bylaws
- d. exercise appropriate oversight and supervision of the organization's financial and reporting practices in accordance with applicable laws and regulations
- e. ensure that the organization is adhering to the highest legal, ethical, and moral standards

C. Programmatic

- a. participate as requested in long term and / or strategic planning processes and review in advance annual work plan and budgets
- b. evaluate implementation progress providing constructive criticism, advice, and comments
- c. participate actively in at least one of the working committees of the Board of Directors

- d. represent and promote the organization and its programs and services to friends, social and business networks, and the community

D. Ensuring Adequate Financial Resources

- a. personally support the organization's financial needs to the greatest extent possible, including an annual financial gift
- b. serve as active advocates and ambassadors for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for the organization to advance its mission
- c. help identify personal connections that can benefit the organization's fundraising and reputational standing
- d. as requested, assist the Development Committee and organization's staff in developing and implementing fund raising strategies
- e. participate in accordance with Board procedure in an annual review of the organization's budget and annual 990 report to the IRS

E. Personnel

- a. ensure that a Board Committee reviews organizational salary structure every three years

F. Standards of Conduct

- a. be loyal to the organization and its purposes and conscientiously discharge duties in good faith and with the degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances
- b. maintain confidentiality about all internal matters of the Art Colony
- c. avoid all conflicts of interest with the organization or the appearance of such a conflict of interest
- d. at the earliest possible time, report to Governance Committee all personal and direct financial participation in any major initiative within the organization's geographic and activity areas that could be construed as competing for funds.

G. Indemnification / Insurance

- a. Article IV of the Bylaws mandates that insurance will be kept to protect the organization and the Board of Directors from liability, and that the organization will indemnify current and former directors against liabilities incurred in connection with their services to the organization within the limits of Minnesota law

H. Attendance

- a. All board members are expected to attend at least 75% of all Board of Directors and relevant committee meetings annually. The Governance Committee will contact any Board members not meeting this standard to assess future participation.