



Board Roles and Responsibilities

This document is meant to help board candidates better understand the nominating process and the responsibilities of elected board members. If you have questions about the nominating process, please contact the chairperson of this year's nominating committee, Jill Spaeth.

Nominating Committee:

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1. Introduction/Background

Nomination Form for the Board of Directors of AIGA, the professional association for design

The nominating process is designed to identify, encourage and enlist the active participation of dedicated professionals in the service of AIGA at a leadership level.

These procedures will assist the nominating committee in conducting a fair and equitable evaluation, deliberation and recommendation process for all nominated candidates.



2. **Nomination Categories/Background**

Nomination Form for the Board of Directors of AIGA, the professional association for design

There are two ways to be nominated for national AIGA Board positions:

Peer: Any current AIGA member who feels a particular individual will enhance the quality of leadership on the AIGA Board may nominate that person. The member can do this by providing their candidate with the *Nomination Form* and signing that form in the appropriate place. The member may also write one of the three recommendation letters needed by each nominee.

The nominee need not be a member at the time of nomination. Each peer nominee will be asked to complete the *Nomination Form* and to return the information by the deadline.

Self: Any current AIGA member willing to participate and to fulfill the obligations of board membership may self-nominate by completing the *Nomination Form* and returning the information by the deadline.



3. **Responsibilities of the Board of Directors/Background**

Adopted May 1994 with specific expectations added in April 2000

There are a variety of obligations and responsibilities for confirmed Board members of AIGA. Most of these are traditional in nature and are listed on pages 4 through 6 of this form. However, there are two obligations that warrant notice.

Each Board member is expected to give or raise \$10,000 in discretionary funds (not including sponsorships) over his or her three-year term. Past Board members have developed several ingenious ways to meet this obligation.

Each Board member is expected to accept responsibility for managing a principal objective of the organization identified by the Board. While these objectives may vary from term to term, most represent the implementation or continuation of core initiatives established by past and current leadership.



4.

Responsibilities of the Board of Directors/Background

Adopted May 1994 with specific expectations added in April 2000

Board members should:

- Determine the organization's mission and set policies for its operation to establish its general course from year to year
- Establish fiscal policy and boundaries, including budgets and financial controls
- Provide adequate resources for the activities of the organization through a commitment to fundraising
- Select, evaluate, appoint and, if necessary, terminate the chief executive (executive director)
- Develop and maintain a communication link to the community by acting as an advocate on behalf of AIGA whenever possible
- Ensure that the provisions of the organization's charter, bylaws and policies are being followed
- Review and ratify executive committee actions

Board members should not:

- Engage in the day-to-day operation of the organization
- Direct, evaluate or hire staff other than the chief executive
- Make detailed programmatic decisions more appropriately left to staff
- Make any commitment of staff or financial resources except with the prior authorization of the chief executive
- Make any offer or commitment to allow exceptions to AIGA policies

Accountability guidelines

In general, the following guidelines are recommended for nonprofit organizations to reduce liability by strengthening the accountability of the Board.

- Attend all board meetings and participate in monthly board calls
- Attend the annual Leadership Retreat (June)
- Be familiar with the organization's goals, objectives and programs
- Read preparation materials prior to each Board meeting to assure active, informed participation

- Make sure the organization keeps a permanent record of all Board minutes and official actions



5. **Responsibilities of the Board of Directors/Background**

Adopted May 1994 with specific expectations added in April 2000

General accountability (continued)

- Be certain the organization is fulfilling all aspects of its nonprofit and tax exempt status
- Exercise general supervision over the corporation's affairs
- Know the budget, budget process and financial situation of the organization
- Pursue the warning signs that something is wrong and inquire if there is something you do not understand or if something comes to your attention that causes you to question a policy or practice
- Insist on meaningful Board meetings with full disclosure of operating results
- Require the organization to engage competent legal counsel
- Require all committees to make reports at the Board meetings, when appropriate
- Authorize appropriate indebtedness for major programs
- Know the directors and officers of the organization
- Adopt and follow sound business policies and practices
- Avoid conflicts of interest
- Monitor the community and professional image of the organization
- See that the organization maintains good credit and financial standing
- Review the organization's insurance program



6. **Responsibilities of the Board of Directors/Background**

Adopted May 1994 with specific expectations added in April 2000

Specific expectations

The previously enumerated responsibilities of the Board represent formal expectations of Board members in virtually any nonprofit organization. The AIGA board has identified a number of additional expectations for all board members:

- Encourage your own studio professionals to become members through group membership
- Nominate at least one professional for the board as part of the regular nominating process, based on the criteria of the nominating committee
- Attend national and local AIGA events, be accessible at those events and listen to members. Visit at least two chapter Boards of directors (both yours and one other chapter). After any visit, report any issues and innovators that are apparent at the chapter level to the staff Board liaison.
- Set an example for other professionals by giving through the fundraising options available to the AIGA membership
- Identify one potential donor or sponsor every time you speak with the executive director or director, as well as potential corporate partnerships
- Encourage others to participate and to give
- During your term, take on one project that is not a redirection of existing resources or an imposition on the staff, yet adds to AIGA's achievements
- Each Board member is expected to give or raise \$10,000 in discretionary funds (not including sponsorship) over his or her three-year term. Exceptions may be made for individual Board members who are recruited to serve specific needs of the organization.



7.

Responsibilities of the Board of Directors/Background

Adopted May 1994 with specific expectations added in April 2000

Role restrictions

The Board should be aware of several distinctions in authority. Board members should:

- Have a sense of personal accomplishment from achieving outcomes without being personally vested in individual projects
- Recognize that national Board members should not create work for the staff—the organization's strength lies in its volunteerism, from the Board down, and the staff are involved principally in process-oriented support activities
- Recognize that individual Board members' initiatives cannot make claims on financial resources outside of the annual budget
- Avoid making demands on individual staff members or act as if staff members are accountable to the Board member—Board members can accept (and expect) assistance, but should deal with the executive director if there are performance problems, since they may result from competing priorities.