

BUNKER

p r o j e c t s

Board Orientation

Fiduciary Responsibilities

- PA State laws are explicit to indicate that nonprofit corporations need a board to assume the fiduciary role for the organization's well-being
- Fiduciary Responsibilities (PA Title 15 5712 A)
 - A director of a nonprofit corporation shall stand in a fiduciary relation to the corporation and shall perform their duties as a director, including duties as a member of any committee of the board upon which they may serve, in good faith, in a manner they reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.
 - In other words, the board member works in service of the **corporation**.
- Board members move to advance the mission while upholding the legal and financial integrity of the organization.

Key Board Roles

- **Support and evaluate the Creative Director:** The board should ensure that the Creative Director has the moral and professional support they need to further the goals of the organization.
- **Ensure effective planning:** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- **Monitor and Strengthen Programs and Services:** The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
- **Ensure adequate financial resources:** One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
- **Protect assets and provide financial oversight:** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.

Key Board Roles

- **Build a competent board:** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- **Ensure legal and ethical integrity:** The board is ultimately responsible for adherence to legal standards and ethical norms.
- **Enhance the organization's public standing:** The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

An Effective Board....

- Is composed of individuals with diverse expertise and professional backgrounds
- Makes strategic decisions
- Takes an analytical approach
- Consistently communicates with one another
- Develops and maintains two-way relationships
- Attends to the needs of the group

Methods of Governance

1. Fiduciary
2. Strategic
3. Generative

Methods of Governance

Fiduciary: The focus is on whether or not the organization is doing the right things. Focus on facts, figures, financials, and risks.

Methods of Governance

Strategic: The focus here is on closing the gap between where we are and where we want to be.

Methods of Governance

Generative: The focus here is more creative and less solution-oriented. The Board functions as a thought partners with the Director. These discussions do not take the current reality at face value but rather challenge the organization to think differently and bigger. In a discussion of this sort, board members should work to suspend what they think they know. These conversations are freer and not bogged down with getting from point A to point B.

Methods of Governance

IMPORTANT

An effective board governs in each of these ways throughout the course of year.

Methods of Governance

Financial Review		
Fiduciary	Strategic	Generative
<p>Treasurer reviews financial statements, pays close attention to variances.</p> <p>Treasurer reports out at board meeting.</p> <p>Creative Director offers commentary.</p>	<p>Treasurer reviews prepared statements and engages in a discussion about the variances and the causes. Lots of analysis on the reasons behind the numbers.</p> <p>Treasurer reports out on how the organization will compensate or adjust based on variances.</p> <p>Creative Director offers commentary.</p>	<p>Treasurer leads a discussion at the board meeting to address negative variance in fundraising.</p> <p>How might we think about fundraising differently? Should we be looking at new strategies for visibility? What if we approached board recruitment differently?</p>

Methods of Governance

Relationship Between Creative Director and Board

Fiduciary	Strategic	Generative
<p>Treasurer and Creative Director communicate openly about finances. No surprises at the board meetings.</p>	<p>During their report, the Creative Director puts a challenge on the table – something keeping her up at night. The board offers the director things to consider as they solve the problem. Possible solutions surface. The Director feels the conversation was of value.</p>	<p>Creative Director and Board Chair commit to twice annual board meetings dedicated to free thinking, opportunities to do things very differently, how to scale through innovation.</p>

Methods of Governance

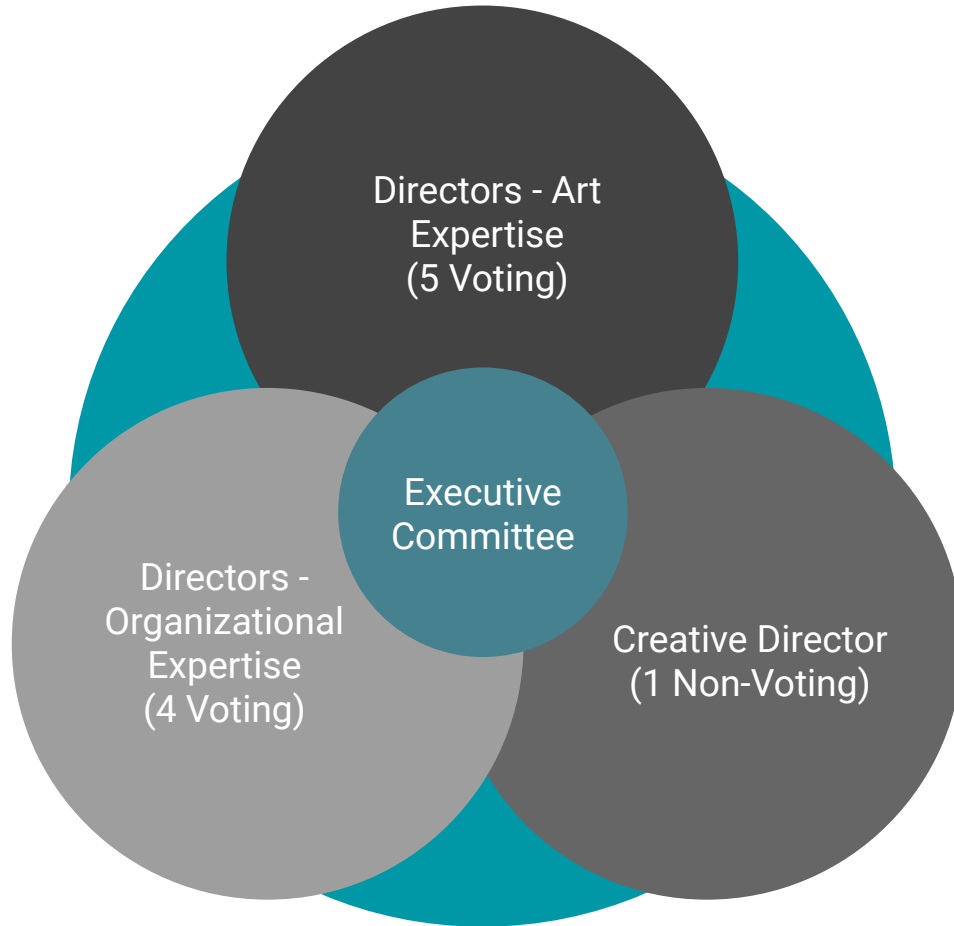
Fundraising		
Fiduciary	Strategic	Generative
<p>Treasurer monitors budget vs actuals. Board members and Creative Director/staff work to raise enough money to cover the budget. Creative Director and Operations Coordinator work on events, grants, etc.</p> <p>Board fulfills give/get.</p>	<p>Board has a Development Committee that is responsible for thinking about how the board can be a more effective engine for development, holding the board accountable and working to generate new ideas for raising money.</p>	<p>Board Development Committee facilitates a discussion with the board about potential revenue streams. Raising 'what if' questions is welcomed: What if we charged for this program? Or What if we stopped doing X? Would another org pick it up?</p>

Methods of Governance

Strive for fewer meetings that live only in the fiduciary space. Of course, monitoring progress and financials and other fiduciary roles are essential. But it is when you move into the strategic and generative realms of governance with greater regularity that organizations move from surviving to thriving.

The key is to develop the board towards an engaged, strategic leadership model which can then evolve into healthy, generative governance that makes space for the big questions.

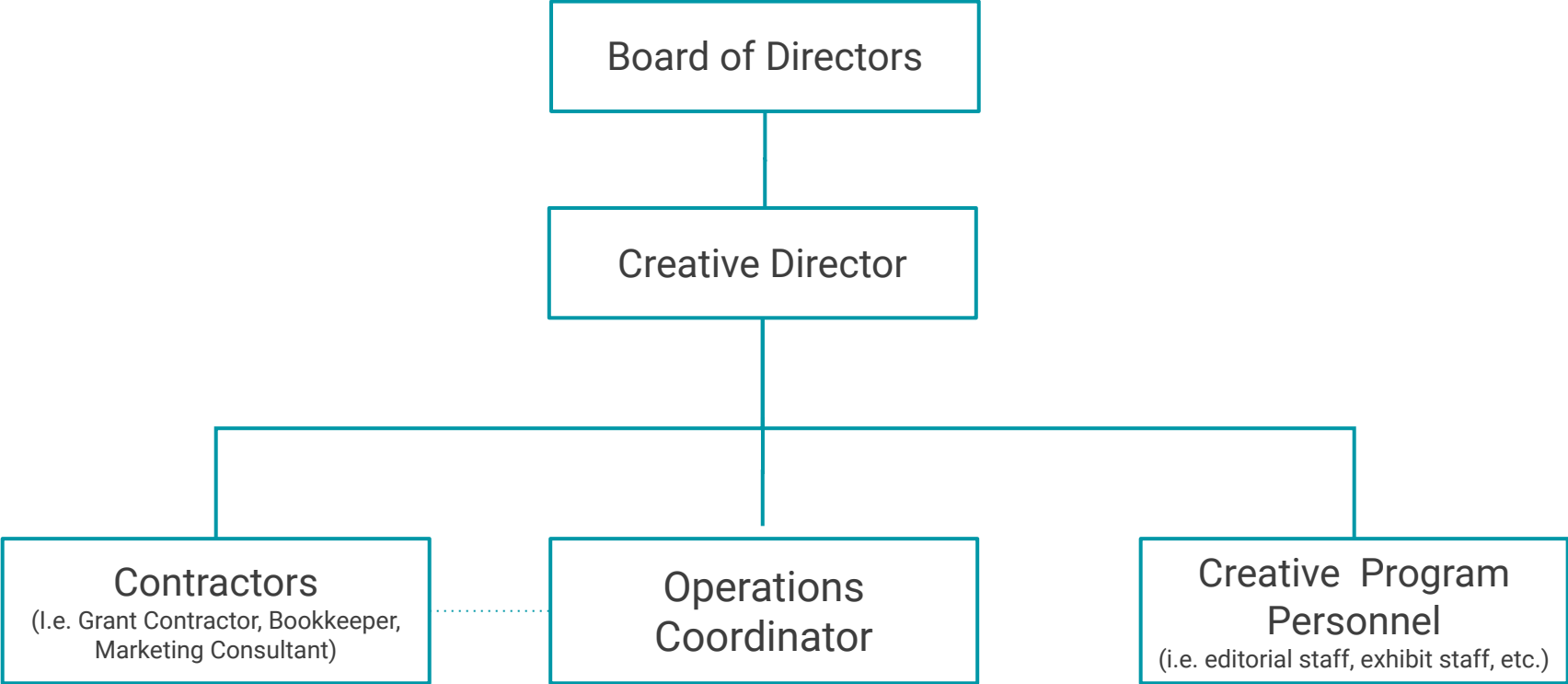
Board of Directors Composition



Board President*
Immediate Past President*
President-elect*
Treasurer*
Creative Director (non-voting)*
Directors (5)

* *executive committee members*

Organization Structure



Board

- Support and evaluate the Creative Director
- Ensure effective planning
- Monitor and strengthen programs
- Ensure adequate financial resources
- Protect assets and provide financial oversight
- Build a competent board
- Ensure legal and ethical integrity
- Enhance the organization's public standing

Creative Director

- Serves as external spokesperson for the organization
- Oversees execution of the strategic plan
- Manages support staff and oversees all special project personnel/contractors
- Sets and executes curatorial direction
- Provides individualized support to artists
- Develops and executes program budgets
- Manages individual donor relations for special projects and major gifts
- Works with board/committee members to select residents
- Oversees development of Bunker Review

Operations Coordinator

- Serves as resident contact for facilities issues and maintenance
- Coordinates staffing for gallery hours
- Ensures resident fees are collected
- Reinforces shared living agreements standards
- Tracks expenses and maintains financial records
- Handles membership and individual donor activities/stewardship; supports Creative Director with fundraising
- Provides administrative support to the board of directors (i.e. correspondence, technical support for meetings, etc.)
- Project manage operations calendar

