

# ROLE OF THE BOARD OF DIRECTORS

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## **The Role of The Board**

The primary function of the Board of Directors is to establish policy that fosters active participation by all segments of the community in all aspects of public access television. One of the fundamental principles of access, that boards sometimes have trouble perceiving, is that the Board of Directors is the steward of a public trust for the community. Just as the channels are First Amendment conduits for the freedom of expression for the entire community, the resources given to and accrued by the organization belong to all the people of the community served. Personal and even organizational agendas need to be set aside. The access organization is not the property of the Board; the finances and purposes are public. Therefore, the Board must be structured and operated as openly and inclusively as possible.

Board members must ensure first-come, first-served, nondiscriminatory use of the resources that the Board holds in trust. They must protect the right of freedom of expression and must demand that the diversity of the community be reflected both on the Board and in the diversity of access users.

The duties of the Board include not only the setting of policy but also identifying long-range and short-range goals that promote the mission of the organization; ensuring the filing of all legal documents such as articles of organization, bylaws, 501(c)3 papers and 990s; developing financial policies; approving budgets and overseeing fiscal expenditures; creating and updating rules and procedures; approving staff positions and job descriptions; and hiring, firing, supervising and evaluating the Executive Director.

### **Bylaws and Long-Range Planning:**

The Board creates the bylaws and should review them yearly and update them from time to time. The bylaws of the access center must exhibit a dedication to openness, fairness and clarity.

A few sample guidelines for bylaws:

- The membership categories should be simple. The separation and definitions of institutional membership and organizational membership often causes confusion and can be merged under the single category of

organizational member. Since the membership of the Board and the policies of the Board will affect the entire community, each Board member should be voted on by the membership as a whole—i.e., individual members and organizational members.

- In order to foster full participation, we recommend open language such as: “Any person or organization which maintains a residence or work address in the City or Town of \_\_\_\_\_, and makes application for membership by filing an application with the organization, shall become a member of the corporation entitled to all rights and privileges thereof.”
- It is appropriate to have a section on removal of Board members. This section should contain language that explains a “cause,” such as: “Misappropriation of funds, gross misconduct, or serious violation of Board policies and procedures.” It is also necessary to have clauses that set term limits of Board members and address removal based on number of unexcused meetings missed.
- Bylaws should contain the purpose of the organization; membership structure; board structure including number and terms; structure of meetings, including regular and special, notice and quorums; meetings of members including annual and special meetings and notice for meetings; roles of the officers of the Board; committee structure including standing and ad hoc; liquidation or dissolution.

There are many good examples of access center bylaws and they should be looked at as new bylaws are drafted.

Each year the Board needs to define specific activities for the coming year. This yearly work plan should give clear instruction to the Executive Director for action. These plans should be included in the annual report that goes to the membership and to the cable officer where applicable.

### **Operating Rules and Procedures:**

The Board establishes policy which the staff implements. Access policy is reflected in the access center’s operating rules and procedures. Operating rules are developed to assure smooth operations. Operating rules and procedures should be written clearly so that they can be readily understood by the broadest range of the community. They should not be burdensome to the access user or to

the staff who has to enforce them. One of the purposes of an access center is to lessen the anxiety of people who are learning new skills; the rules and procedures must facilitate and clarify this purpose. One of the reasons you have these rules is to prevent people's rights from being impinged upon by either the access center or by other access users. In addition, the rules need to function as guidelines, not absolutes. They must be flexible enough to encourage rather than discourage access use. For example, in a typical situation where there are many requests for remote equipment checkout on weekends, and there is a limited amount of equipment to go around, a rule might require that a producer may check out portable equipment only two weekends a month. In order to maintain flexibility, an exception to the rule is added that if by Friday at 4:00 P.M. the equipment has not been signed out, a producer may reserve the equipment for an additional weekend.

Rules must not be vague or too broad. Care must be taken that the exceptions to the rules are specific enough so that they do not encourage favoritism in their application. Rules that, in effect, give any member of the staff blanket authority can undermine the rights of the access user and permit arbitrary application. The operating rules and procedures must stay fresh and should be reviewed and updated as the access environment dictates. The rules need to be put into a manual that is given to every access user as part of their orientation to the station and should be openly discussed at the orientation meeting.

### **Board and Staff Relations:**

In order to have proper controls, there needs to be a yearly formal evaluation of the Executive Director by the Board with input from the Executive Director, Board committees, the membership and the staff.

It is the role of the Executive Director to manage the day-to-day operations; to carry out the policies of the Board; to adhere to approved budgets; to hire, fire and supervise staff; and to report to the Board at the monthly Board meetings. The Executive Director is accountable to the Board for his/her performance in these and any other designated areas.

The Executive Director should be required to do written evaluations of staff members on a yearly basis with input solicited from the membership. When this does not occur, it lessens staff accountability. The Board, as trustee of the access entity, is, in turn, accountable to the public and to any agreement with the municipality.