



**PETALUMA
HISTORICAL
LIBRARY & MUSEUM**

20 Fourth Street
Petaluma, California 94952
TEL (707) 778-4398
petalumamuseum.com



PETALUMA MUSEUM ASSOCIATION: BOARD DIRECTOR AGREEMENT

The overall purpose of a governing Board of Directors is to provide organizational leadership, direction, and oversight, accept and act on the legal corporate authority given them to govern, and maximize the organization's ability to achieve its mission. Therefore, members of the Board of Directors of Petaluma Museum Association (PMA) have an ethical, legal and fiduciary responsibility to ensure that PMA does the best work possible in pursuit of its goals. Member are expected to support the purpose and the mission of PMA, and act responsibly and prudently as its steward.

Responsibilities as a Director:

1. Maintain an active membership in the Petaluma Museum Association.
2. Commit to knowing, understanding, and actively supporting the mission of PMA and being an advocate for the organization.
3. Interpret PMA's work and values to the community, represent the organization, and act as a spokesperson to the extent of my ability.
4. Attend at least 75 percent of Board meetings and provide timely notice (minimum 24 hours) if I am unable to attend.
5. Actively engage in the work of the Board by reading materials and coming to meetings prepared to participate.
6. Participate in the strategic planning and implementation of the strategic plan to achieve the mission of the organization.
7. Serve on at least one committee of the PMA Board and attend at least 75% of those committee meetings.
8. Attend the PMA events and invite others to participate.
9. Abide by the PMA Give and Get Policy (detailed below).
10. Stay informed about matters of interest to PMA. Ask questions and request information to participate in and take responsibility for making decisions on issues, policies, and other Board matters.
11. Adhere to the Conflict of Interest and Code of Ethics Policies (detailed below).
12. Work in good faith with staff and other Board members as partners toward achievement of our goals.



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13. Communicate in a timely fashion, with the Chair of the Governance Committee, any conflicts or issues relative to my participation and/or the performance or behavior of other Directors.
14. Maintain confidentiality with respect to information that relates to the business of PMA.
15. Provide oversight of and evaluate organizational policies and procedures.
16. Provide input for the evaluation of the Executive Director.
17. Participate in periodic Board surveys and evaluations.

Expectations as a Director

1. I will receive regular financial reports, including annual IRS Form 990, as well as updates of organizational activities that allow me to meet the "prudent person" standards of the law. (The "prudent person rule" states that an individual must act with the same judgment and care as, in like circumstances, a prudent person would act.)
2. I will have opportunities to discuss with the Executive Director and the Board President, PMA's programs, goals, activities, and status.
3. I will be kept informed about issues of relevancy in the community and offered opportunities for professional development as a Board member.
4. I can expect Board members and staff to respond to my questions so that I may carry out my ethical, legal, and fiduciary responsibilities to PMA. Board members and staff should work with me toward achievement of our goals.
5. I expect any issues relative to my behavior or performance to be communicated to me in a timely fashion by an aggrieved Director and/or the Chair of the Governance Committee.
6. I will communicate with the Governance Committee any potential conflict of interest or other matter that impairs my ability to function as a Director.
7. I expect the Executive Committee to be informed by the Governance Committee about any matters that pertain to my performance or any conflicts that may impair my ability to fulfill my Director responsibilities.



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Give and Get Policy

The Board has key roles and responsibilities in the fundraising process, both as a group and individually, including:

1. Giving an annual financial gift to PMA that is personally meaningful.
2. Being personally involved in fundraising on behalf of PMA.

Board members are asked to make PMA a priority in their personal giving. Every Board member is expected to annually make a financial donation to PMA in an amount that is personally meaningful. The definition of "meaningful" is left to the discretion of the Board member. Board members are encouraged to be involved in fundraising by contacting their friends and business associates in efforts to gain their support of PMA financially and otherwise, by soliciting funds when appropriate, by serving on fundraising committees, and by attending fundraising events.

Conflict of Interest Policy

The standard of conduct at PMA is that staff, volunteers and Board members scrupulously avoid any conflict of interest between the interests of PMA on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.

Board members understand that the purposes of this policy are to protect the integrity of PMA's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and Board members.

During meetings or activities, Board members shall disclose any interests in a transaction or decision where the Board member (including their business or other nonprofit affiliations, their family members and/or significant other, employer, or close associates) will receive a benefit or gain. After disclosure, the Board member understands that they may be asked to leave the room for the discussion and will not be permitted to vote on the question nor participate in any manner, directly or indirectly, in the Board discussion of the matter.



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The Board member understands that this policy is meant to be a supplement to good judgment and will respect its spirit as well as its wording.

Code of Ethics and Confidentiality Policy

To encourage and foster open and candid discussion at its meetings, the Board of Directors of PMA believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of PMA that each Director and staff member shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board members are free to discuss the result of Board action items, disclosing any information concerning the discussion of such items during the Board meeting is prohibited.

Board members acknowledge that any violation of this policy could cause harm to PMA and frustrate Board deliberations. Therefore, any Board member who violates this policy shall be subject to termination of his/her Board position. To ensure compliance with applicable laws and to protect PMA, its members, officers, directors, staff, and committee members from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, PMA endorses and adopts the following statement of policy:

1. Duty of Loyalty

Among the fiduciary obligations of an officer, Director, staff member, or committee member of a nonprofit corporation is a duty of loyalty to the nonprofit corporation. This includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by PMA's Board of Directors. As representatives of PMA, officers, Directors, staff and committee members are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it; discourage debate within Board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.

2. Confidentiality of Board Discussions and Board Documents

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of PMA believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of PMA that each Director and staff member shall keep confidential any and all information relating to



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its discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board and staff members are free to discuss actions adopted by the Board, disclosing or distributing any information concerning the discussion of such items during the Board meeting is prohibited.

3. Conflicts of Interest

Another fiduciary obligation prohibits an officer or Director of a nonprofit corporation from seizing a "corporate opportunity" for his or her company's benefit or his or her personal benefit. This means that such an individual may not take advantage of a business opportunity in which the officer or Director knows PMA has a genuine interest and where such an association opportunity would be consistent with PMA's purposes, mission and goals as a nonprofit corporation. Further, if the officer or Director becomes aware of such an opportunity, he or she is obliged to inform PMA and allow PMA to act first.

4. Participation in Deliberations and Actions

In any case in which there is a question of loyalty, conflict of interest, or corporate opportunity raised, the officer or Director shall not participate in the meeting for the entire time the matter is discussed and voted upon.