League of NH Craftsmen
Board of Directors
Statement of Responsibilities and Expectations

Adopted December 11, 2024

The Board of Directors are the ultimate stewards of the organization. The Board strives for a wide range of professions and expertise while balancing strong representation from our juried membership. Board representatives come to the commitment with different amounts of available time, finances and skills. All contribute as best they can, with the time, talents, and resources they have.

The Board of Directors is committed to governing the League in a manner that is ethical and consistent with the standards and expectations of the community and upholds the mission of the League.

Accordingly, members of the Board of Directors agree to uphold and hold each other accountable for the following standards:

A. Board Member Duties/Role

1) Expectations
Members are expected to perform their responsibilities ethically, honestly, with integrity, and otherwise in compliance with League policies and applicable law.

2) Mission
Each Board member supports and follows the organization's mission, vision, strategic goals, policy positions and programs. A member's vote/decision should be guided by the League's central mission, the Board's bylaws,policies, and procedures, and should strictly adhere to local, state and federal laws.

3) Policies
Board members are expected to be familiar with the League's policies and rules, including its Conflicts of Interest and Pecuniary Benefits policies, and to avoid inappropriate conflicts of interest or the appearance of conflicts.

4) Executive Director Hiring and Oversight
The most important responsibility of the Board is to select and hire the Executive Director and to monitor and formally evaluate that individual's performance annually.

5) Management/Personnel
An individual Board member does not become directly involved in specific management, personnel or curricular issues. The Board's role is strategic in nature; the tactical decisions are the Executive Director's purview, and this is why the Board's selection and oversight of the Executive Director is so critical.

6) Advancement

A Board member should be available, when practical, to represent the League at events and be willing to serve as a public advocate and ambassador for the League—someone who advocates the League's interests and can speak for the Board or the League when asked to do so by the Board Chair or the Executive Director.

Each Board member contributes to the development of the League through participation in strategic planning, and active involvement and financial support in the annual fund and capital giving programs.

7) Decorum
Board members support open communication, transparency, and the free expression of ideas and will not condone any form of deceit, incivility, intimidation, silencing, or retaliation. The Board will function most effectively when its members feel encouraged to communicate freely and as valued colleagues.

8) Communications
The Board Chair, the Executive Director, or their designee, are the official source of communications and statements to the community and media on behalf of the Board.

B. Meetings

1) Attendance
Board members are expected to attend board and committee meetings regularly.

2) Preparation
Board members are expected to prepare for meetings by reviewing pre-meeting materials and participating in board committees as assigned.

3) Expanded Roles
A Board member should be willing to serve in a leadership position and/or be willing to undertake special assignments.

4) Decisions/Deliberations
A member's vote/decision should be guided by the League's central mission, the board's bylaws, policies, and procedures, and should strictly adhere to local, state and federal laws.

5) Confidentiality
Board members will maintain and respect the confidentiality of League records and information, including personnel information; will not disclose nonpublic information, including privileged attorney/client communications, without proper authorization; and will not misuse or exploit for personal benefit any records or information to which we obtain special access as a result of our position. It is important to maintain the confidentiality of all Board and committee content until/unless such content is made publicly available by the Chair or Executive Director. Matters discussed in these meetings may bear on sensitive topics or may carry time-sensitive tactical implications. Thus all members are expected to

keep all meeting contents to themselves unless they are expressly advised otherwise by the Chair or Executive Director.

6) Voting
Board members are encouraged to think independently and make informed decisions based on the best interests of the institution and the advancement of the arts, yet support the majority decision of the Board and work cooperatively with fellow Board members and the Administration to advance the goals of the League.

C. Finances

1) Finances
Board members have fiduciary responsibilities, through constant monitoring and periodic auditing, to guarantee and advance sound financial management and proper protection of League resources and fiscal integrity.

2) Financial Support
The League recognizes that philanthropy is personal and individual. In assuming leadership roles, Board members are expected to make the League one of their top philanthropic priorities. Board members are encouraged to support the organization in a manner consistent with their respective capacity.

D. Conflict of Interest
For the purposes of disclosure and deliberation, a Conflict of Interest is deemed to exist when the following definitional criteria have been met, regardless of whether or not the parties involved feel that their interests are "in conflict" with the League's. There are cases where the Board may determine that a Conflict of Interest may be waived if, after deliberation, the Board determines that the matter at hand is aligned with the League's mission, strategic goals, initiatives, and applicable law.

1) Elements of a conflict
A Board member has a conflict of interest whenever the Board member or a family member or a business associated with a Board member or a family member (insofar as may be known to the Board member) has an existing or potential financial or other interest in a matter before the Board that might reasonably be expected to impair the Board member's independence of judgment or objectivity in the discharge of their governance responsibilities.

• "Family member" includes spouse; parents; siblings; children; aunts and uncles; grandparents; grandchildren; nieces and nephews; mothers- and fathers-in-law; daughters- and sons-in-law; sisters- and brothers-in-law; first cousins, whether in whole or half blood, by marriage, adoption or natural relationship and the spouse of any such person; domestic partner; and any person residing in the member's household.

• “Business associated with a member” means an organization, corporation, partnership, proprietorship or other business entity with respect to which either the member or (insofar as may be known to the member) a member of the Board member's family:
• Serves as an officer, director, partner or employee
• Holds a financial interest valued in excess of $10,000.
• “Financial interest” means a foreseeable nontrivial financial effect that may result from a Board action.

2) Gain/Benefit
A Board member shall not use the authority, title, or prestige of office to solicit or otherwise obtain a private financial, social, or political benefit that in any manner would be inconsistent with the public interest or to secure unwarranted privileges or advantages for him/herself or others. A Board member exercises their powers in the interest of the League, not in the interest of themselves, another entity or person.

3) Policy
All Board members are required to review and sign the Conflicts of Interest and Pecuniary Benefits Annual Disclosure Statement.

4) Politics/Candidacy for Public Office
It is not appropriate to use Board service to advance any personal or political cause. Active candidacy for, and service in, any partisan, statewide elective
public office is considered a conflict of interest.

5) Special Favors
A Board member avoids asking for special favors of the staff without prior consultation with the Executive Director and the Chair of the Board.

6) Gifts
A Board member shall not accept any gift, favor, service, accommodation or other thing of value under circumstances from which it might reasonably be inferred that such gift, service or other thing of value was given or offered for the purpose of influencing the discharge of his/her official duties.

7) Incompatible employment or service.
No Board member shall undertake any employment or service, whether compensated or not, that might reasonably be expected to impair their objectivity and independence of judgment in the exercise of their official duties.

8) Representation
No Board member, nor any partnership, business entity, or corporation in which he/she has an interest, nor any partner, officer or employee of such partnership, business entity or corporation, shall appear for or negotiate on behalf of, any person or party other than the League in connection with any cause, proceeding, application or other matter pending before the Board.

E. Conflict of interest and Recusal Procedures

1) Review of procedures

The Board of Directors shall review annually the requirements and procedures provided in this policy. Each member shall sign a receipt indicating the date the Code of Ethics was received and acknowledging that they are responsible for reading the Code and are bound by it.

2) Acknowledgment of conflict

An actual or possible conflict of interest shall be called to the attention of the Chair of the Board at the earliest opportunity by the interested party or by any other person.

3) Deliberations and voting

A Board member who declares or has been found to have a conflict of interest shall be recused from any deliberations or vote on the matter determined to be a conflict, and the member shall not take any action to influence the outcome of the matter.

4) Procedure following recusal

A Board member who has recused themselves shall not receive meeting materials concerning any matter from which they have been recused. At the Board meeting, the member must place their recusal and the reason for such recusal on the record prior to any discussion of the matter and must leave the room during any closed session held by the Board to discuss the matter in question.

As a member of the Board of Directors for the League of NH Craftsmen, Inc., I acknowledge that I have received, read and understand the basic board member expectations and responsibilities listed in this document.

Signature Printed Name Date