

Board of Directors' Duties, Responsibilities, and Code of Conduct

The Board of Directors of the National Dance Education Organization governs the organization, determines policies and programs, and accounts for the stability of the organization.

The Board's duty is to further NDEO's mission by establishing and carrying out its objectives and purposes. Members of the Board of Directors shall provide leadership and shall assume responsibility for making decisions and implementing policies related to financial and budget matters; legislative, social and industry issues; and NDEO strategic programs and direction.

The Board is committed to maintaining and promoting a professional environment in which the Board members act in the best interest of the organization and practice civility and respect. Board Members will respect the knowledge, insight, experience, expertise, and diversity of perspectives of fellow Board Members, staff, volunteers, and members.

Within the organizational structure and the guiding strategic plan, the Board, Advisory Council, and Staff respect the prioritization of action plans in balance with the human and financial resources of the organization. We allow for space and grace to engage in discussions, establish processes, and implement action plans. The broadness of the organization's needs and priorities necessitates space to allow for tasks to have extended or delayed timelines. We allow for grace of the capacity of staff and volunteers, competing demands, and unexpected tasks. We respect the journey that ensures the longevity of the organization.

In carrying out one's duties, NDEO asks that Board members observe the following guidelines and reference resources to identify connections to one's professional position, practice, and sphere of influence; and identify authentic connections and intersections that align with organizational goals, programs, initiatives, and needs.

In accepting a position on the NDEO Board of Directors, each member agrees to voluntarily abide by the following:

Board Requirements

- Maintain current membership in NDEO.
- Attend New Board and Advisory Council Orientation as one begins term.
- Attend all virtual Board meetings. Absence from 3 scheduled meetings per year will result in removal from the board.
- Attend at least two in person annual NDEO conferences during a 3-year term.
- Accept all legal responsibilities of Board membership for a nonprofit organization.

- Observe the Legal Duties of Board Members (for more information refer to BoardSource)
 - **Duty of loyalty** requires board members to show undivided allegiance to the organization’s welfare. Board members are expected to put the best interests of the organization above their own personal or professional interests. This means that Directors may not have undisclosed conflicts of interest or efforts to compete with the organization.
 - **Duty of care** requires that board members attend meetings and inform themselves “prior to making a business decision” of all information that is reasonably available to them. It also requires that the board members review and critically analyze the available information before making a decision using their best business judgment and ask appropriate questions when necessary.
 - **Duty of obedience** requires board members to remain faithful to the organization’s mission and governing documents, as well as any relevant corporate laws. This means that all board members must be dedicated to and support NDEO’s mission, and all actions taken, as a board member and in the NDEO community should be in furtherance of that mission and consistent with federal, state, and local laws.
- Sign a Confidentiality and Conflict of Interest Statement annually.
- Read required board documents prior to board meetings.
- Review all required reading annually.

Respect & Fairness

Board Members will strive to create a professional environment, and will not take any actions that are meant to, or have the effect of exaggerating their status or understate that of any others in the NDEO community, or of intimidating others.

Board Members will not *discriminate* against, bully, or harass others, for any reason, including (but not exclusively) those involving sex, age, disability, education, ethnicity, gender identity, language, national origin, political beliefs, race, religion, sexual orientation, marital or family status, and socio-economic status.

NDEO recognizes *bullying* as behavior that may be characterized as offensive, intimidating, malicious or insulting, or an abuse or misuse of power through means intended to undermine, humiliate, denigrate, or injure the recipient. Bullying does not need to be deliberate. Whichever form it takes, it is unwarranted and unwelcome to the individual, and will often cause embarrassment, fear, humiliation, or distress to an individual or group of individuals. Bullying often results from a misuse of individual power derived from status/position, physical strength, or force of personality. It can also arise from collective power arising out of strength of numbers.

NDEO recognizes as *harassment* any unwelcome verbal or physical behavior, including, but not limited to, sexual advances, when the unwanted conduct has the purpose or effect of either violating another person’s dignity or creating an intimidating, hostile, degrading, humiliating, or offensive environment for that person. Harassment does not need to be deliberate. In some situations, where the unwanted conduct is serious, a single incident may constitute harassment. In other situations, conduct may become harassment if, and because, it is repeated or sustained.

The following list provides examples of the types of behavior which can amount to harassment, although the list is by no means exhaustive:

- **Unwelcome physical contact or physical interaction.** This may range from unnecessary touching or brushing against another's body, physical assault, coercing sexual intercourse, physical threats, insulting or abusive behaviors or gestures. This may also encompass invading someone's "personal space" by standing very close to them where this is unnecessary.
- **Unwelcome verbal conduct.** This may include the making of remarks and comments about appearance, lewd comments, sexual advances, innuendo and banter, the making or repetition of offensive or stereotyped comments, jokes or songs, the making of threats or the making of patronizing comments. Such conduct does not need to be directed at someone to be considered harassment.
- **Unwelcome written or visual interaction.** This may include sending unwelcome emails, notes, or pictures, and displaying or sending offensive material on any NDEO social media/websites/blogs etc.
- **Repeated unwelcome conduct.** In some situations, continuing or repeating conduct, which is not on its face "harassing" conduct, can be seen as harassment.

Communication

- Board members, Advisory Council members, and Staff should respond to emails within a 48-hour window, unless otherwise indicated.
- Board members should utilize Basecamp for communication, ongoing work, projects, and archiving to maintain continuity and organizational confidentiality.
- Board members should utilize the OnBoard platform for board meeting participation.
- When emailing a staff member, Board members should always include the ED/CEO (Susan McGreevy-Nichols) and the President. Typically, staff members do not work on, and are not required to be available on, weekends.
- The Board of Directors, or its official designee, is responsible for taking all NDEO public positions. All statements made "on behalf of NDEO," or in your "official capacity" as a Board member or representative of NDEO, must be in consultation with the Board of Directors or its official designee. For any statements about the organization, its industry, positions, decisions or events, board members must make sure to distinguish between their own personal opinions and organizational positions. This is especially important when making statements online (including social media or NDEO member communications), in any recorded video/audio or in print. Please note that a nonprofit organization may be held accountable, both legally and in public opinion, for statements made by a board or staff member. Before posting, publishing, or making remarks, please take a minute to ensure that it is clear whether the statement is coming from you as an individual or as a representative of NDEO. When in doubt, include a notice stating that you are speaking strictly as an individual. (from *Guidelines and Principle for Non-profit Excellence*)

- Transparency and trust are integral to the overall board's duties and organizational health. In order to ensure confidentiality, individual or small group communications, such as emails and texts, should not be shared, either between board members, or to anyone outside of the board, without permission from the author (*Example: Do not share links to meetings or any board discussions without explicit permission from the organizer*). Particularly if information is of a sensitive nature; board members must ask the source for permission to share before sharing (*See Confidentiality and Conflict of Interest Agreements*)

Board Relationship with Staff

While the NDEO Board, as a whole, is responsible for determining the overall strategy and priorities of the organization, the Executive Director and staff have primary responsibility for NDEO's day-to-day operations. Staff provide regular updates on the NDEO's progress related to its strategy and priorities during and in advance of the Board's regular meetings. Board Members should ensure that the information they receive in these updates is sufficient for them to fulfill the overall Board's oversight responsibilities, however, NDEO is most effective when individual Board Members understand their unique role and

Annual and Special Topics Conferences

- Attend at least two in person annual NDEO conferences during a 3-year term.
- Attendance at special topics conferences is encouraged, but not required.
- The national conference allows for time to connect with members and build community with colleagues on the board, advisory council, and NDEO staff.
- Board members should plan travel to coincide with board meetings at national conference; this may extend a day before and/or after the conference for board and staff dinner and/or meetings.
- Board members are responsible for financing their own conference fees, travel, and accommodations.

Advocacy

- Be an ongoing ambassador for the organization including advocacy and potentially social media presence:
 1. To foster the priorities of the strategic plan and further the mission of the organization:
 - SP 1 Organizational and Financial Sustainability,
 - SP 2 Access and Inclusion,
 - SP 3 Professional Development, and
 - SP 4 Advocacy
 2. To enhance the public image of NDEO with membership and the community at-large.

3. To align your public presence on NDEO-related items with NDEO branding and positions (see NDEO *Talking Points*)
- Follow NDEO on social media accounts and actively engage in posts (like, share) is encouraged.
 - www.facebook.com/ndeopage
 - www.instagram.com/ndeodance
 - <https://twitter.com/NDEOdance>
 - <https://www.linkedin.com/company/ndeo/>
 - Develop leadership within the organization and strategically cultivate participation, including, but not limited to recruiting new members, participating in SIGS and Online Forums, submitting conference proposals, promoting award applications, promoting call for nominations for Board of Directors, Advisory Council, and committee member

Support / Leadership duties

As a part of their roles, Board members must:

- Be familiar with Nonprofit Governance. As part of NDEO's Strategic Plan 2023-2027, training for board and staff on nonprofit governance is prioritized. Annually, meetings or workshops will be offered to keep all attuned to best practices.
- Support the mission, goals, and policies of NDEO.
- Align and assess board service goals with organization mission, priorities and services to further sustainability and growth of the organization.
- Contribute to organizational strategic planning.
- Ensure that the organization maintains legal and ethical integrity.
- Prepare and attend regularly scheduled meetings of the board, and as many special meetings as possible. Meeting attendance may be in-person (if possible) and virtual. Consistent attendance provides Board members with current and ongoing insight into the daily and strategic work of the organization, and it informs the boards' decision making. (*Reference: Bylaws page 6*)
- Report to the Board in a timely manner on work in progress. Specifically, if motions are made, then materials, rationales, and supporting documents should be shared two weeks before the meeting date, however, lead times may change based on circumstances.
- Serve actively on any Committees of the Board as assigned
- Participate in adjudication of scholarships, awards, and recognitions as assigned (i.e., the Professional Development Scholarship review annually).
- Advise, monitor, and strengthen the organizations' programs and services.
- Help to identify, encourage, and train the future leadership of NDEO.
- Review Board position descriptions and revise them when needed to accurately reflect job duties. (*Reference: Handbook folder*)
- Seek out and engage in professional development to enhance board leadership skills. Opportunities may be offered by NDEO for board development.

- Evaluate the ED/CEO formally in odd number years (2023, 2025, etc.) and informally in even numbered years (2024, 2026, etc.)

Monetary Responsibility

Board members are expected to:

- Support NDEO's various fundraising initiatives either through direct donation or promotion of the fundraising activity through social media, emailing, personal conversations, etc. Example fundraisers include Facebook birthdays, Thank-a-Dance-Teacher Day, Online auction, Amazon Smile.
- Review and understand quarterly and annual financial reports before meetings.
- Review, understand (or ask questions) and evaluate annual budget proposals.

Social Media

“Social media” are any type of internet-based media created through social interaction, where individuals primarily produce the content and include (but are not limited to):

- 1) social networking websites, such as Facebook, Instagram, LinkedIn, Twitter etc.;
- 2) web blogs or blogs, which are individual online journals or commentaries that allow for social interaction through a public comment feature; and
- 3) video websites, such as YouTube.

Board Members who use social media sites to communicate with colleagues, other organizations, or personal contacts, should remember that much of what is posted is available to anyone with access to the web, and postings can quickly become viral. Consider that you cannot control the ultimate distribution of your post once it is made. Online is forever. In addition to abiding by your Confidentiality obligations, Board Members should refrain from making any comments on social media about board affairs or about NDEO unless such comments are preapproved by the Board or the NDEO President.

Board Members must remember that, as an NDEO Board Member, they are both members of a body collectively charged with determining and protecting the well-being of the organization; as well as leaders, with an outsized voice, in the NDEO Community. Board Members are chosen for their aptitude and their fair representation of the NDEO community, and, while a supportive community can be found for any dissenting position, far more often than not, the Board represents the best interests and the opinions of the community. Should a Board Member have concerns with NDEO leadership, staff, members, or volunteers, or the organization's policies, procedures, programs, or services, they are requested to discuss those concerns through the proper internal channels (Board President or Executive Director). Social media or other public discussion of disagreements generally only serves to amplify those disagreements, creating further problems for the community and the organization.

Crisis Communication Plan

A crisis is defined as any occurrence that may impede or stop the normal functioning of the organization. Example: A pandemic, a natural disaster, a sudden loss of leadership. Board members will prepare a crisis communication plan to ensure that the organization is able to remain in the driver's seat – and out of the hot seat. The purpose of having a plan is simple – it helps the organization more effectively manage communications through a formal, clearly defined channel to mitigate a crisis, or serious negative repercussions. Additionally, a plan provides the organization an opportunity to proactively demonstrate strong organizational leadership to the community. This plan will be developed and provided under separate cover but incorporated to this document by reference.

Executive Committee of the Board

The Executive Committee of the Board (ExComm) are responsible to NDEO in terms of its governance, financial health, and ethics. ExComm works collectively on behalf of the Organization and meets regularly to discuss and vote on matters of imminent concern. The Executive Committee carries the responsibility for cultivating leadership within NDEO. Officers will represent NDEO at local, state, and national events – this may be in-person and/or virtually.

Timely communication is important, and a collaborative effort is paramount to the workings of the Organization.

The Executive Committee will meet monthly at a mutually convenient date and time.

For more details on specific Executive Officer job descriptions see the google folder here.

<https://drive.google.com/drive/folders/1NECLqUeGWcbFUdpAXZIYiFVjyqsGCwqJ?usp=sharing>

Required Reading for all Board members

NDEO Board and Advisory Council materials [\(google drive\)](#)

- NDEO Bylaws effective January 2023
- NDEO Strategic Plan 2023-2027
- NDEO Justice, Diversity, Equity, and Inclusion Audit report from Maryland Nonprofits (January 2022)
- Conflict of Interest Form
- Confidentiality Form
- NDEO Board Duties and Responsibilities (12.1.23 version)
- Committee Guidelines (11.12.23 version)
- Board and Advisory Council liaison list
- Contact sheet 2023
- Elections and Nominations information
- Organizational Chart

- NDEO Talking Points

NDEO website (click on links)

- [History of NDEO](#)
- [Meet the Staff](#)
- [NDEO Board of Directors](#)
- [NDEO Members](#)
- [Inclusion, Diversity, Equity, and Access](#)

Recommended Supplemental Materials for board service development and effectiveness:

*Found in Basecamp under Resources www.basecamp.com

- *Maryland Nonprofits Conduct of the Board*
- *Parliamentary Procedures*
- *10 Basic Board Responsibilities*
- *Robert's Rules of Order* - <https://robertsrules.com/>

I have read and agree to abide by the duties and responsibilities indicated in the above.

Position on the board _____

Signature _____ Date _____