

## AMGT 606-001 (CRN 13631)

### BOARD OF DIRECTORS MANAGEMENT

**SEMESTER:** Spring 2012; **CAMPUS:** Arlington **BUILDING:** Founders Hall

**ROOM:** 121 Founders Hall

**Professor:** Richard Kamenitzer-Program Director & Associate Professor

Tuesdays from 7:20-10:00PM from January 24, 2012 – May 1, 2012 with May 8 as the exam day (no class on March 13)

**Office Hours: Tuesdays from 3PM-4:15PM**

By appointment (Monday-Thursday) 703-993-8926

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1. The purpose of the course is to understand the structure and management of arts organization boards and to develop techniques necessary for the successful pursuit of a management career in the visual and performing arts. Students will be introduced to board structure, theory and practice. Additionally, students will be introduced to working arts board members, and institutional models through guest lectures, oral histories, readings, and institutional data.

In addition to understanding the organizational structures and functions of an arts board, students will have begun to develop a philosophy of board management, a theoretical model for general management and practical tools for its practice.



**Required readings:**

- Organizational Life Cycle:**  
 ([http://www.speakmanconsulting.com/pdf\\_files/NonProfitLifeCyclesMatrix.pdf](http://www.speakmanconsulting.com/pdf_files/NonProfitLifeCyclesMatrix.pdf))  
**SS4** ([www.irs.gov/pub/irs-pdf/fss4.pdf](http://www.irs.gov/pub/irs-pdf/fss4.pdf))  
**Bylaws** (will be sent with syllabus)  
**Articles of Incorporation** (<http://users.aristotle.net/~nonprofit/startup/articles.htm>)  
**Form and instructions for Form 1023 – filing for 501 c 3 status**  
 (<http://www.irs.gov/pub/irs-pdf/f1023.pdf>)  
**Board Member Job Description** (will be sent with syllabus)  
**Board Member orientation Checklist**  
 ([http://www.greatboards.org/pubs/bestpractices/Best\\_Practices\\_Orientation\\_Processes\\_May2004.pdf](http://www.greatboards.org/pubs/bestpractices/Best_Practices_Orientation_Processes_May2004.pdf))  
**Board Member Contract**  
 ([http://www.boardnetusa.org/infocenter/vz/rc\\_content.asp?contentid=170](http://www.boardnetusa.org/infocenter/vz/rc_content.asp?contentid=170))  
*History of NonProfit Boards*  
 ([http://www.boardsource.org/dl.asp?document\\_id=11](http://www.boardsource.org/dl.asp?document_id=11))  
*The Art of Serving on a Performing Arts Board*  
 ([http://www.boardsource.org/dl.asp?document\\_id=20](http://www.boardsource.org/dl.asp?document_id=20))  
**Evaluation form for Boards** (look at all 3 samples)  
 (<http://www.ecfa.org/Content/TopicBoardSelfEval>)  
*Ten Principles of Servant Leadership*  
 (<http://www.butler.edu/volunteer/resources/principles-of-servant-leadership/>)  
*Financial Crisis in the Arts Sector: Is Governance the Illness or the Cure*  
 (<http://web.hec.ca/aruc/document%20pdf/governance%20illness%20or%20cure.pdf>)  
**Conflict of Interest Policy**  
 ([http://nmarts.org/assets/files/conflict\\_of\\_interest\\_samples.pdf](http://nmarts.org/assets/files/conflict_of_interest_samples.pdf))  
**Form 990** (<http://www.irs.gov/pub/irs-pdf/i990.pdf>)

**4. Additional recommended readings:**

“Good Governance for Nonprofits” by Frederic L. Laughlin & Robert C. Andringa  
 Publisher: AMACOM, 2007 [GGN]

Legal Responsibilities of Nonprofit Boards  
 Bruce R. Hopkins (Board Source) 2003

Structures & Practices of Nonprofit Boards  
 Charles F. Dambach (Board Source) 2003

The Handbook of NONPROFIT GOVERNANCE – BoardSource 2010 (Jossey-Bass)

[Board source: [www.boardsource.org](http://www.boardsource.org)]

The Board Member’s Companion-Understanding How To Make a Difference  
 Don Watson (Leadership Thunder Bay) 2006

The Best of The Board Café [Jan Masaoka (CompassPoint) 2004]

## 5. Reports

**Format** – cover page with name, course #, date and topic/bottom right of cover needs to have your name (the cover page does not count towards the minimum page requirement). Double spaced, Times New Roman 12 point.

**Pages** – this is the minimum number (not the exact or maximum number)

**Citations:** [Author, Publication, Date, Page(s)] – no less than an average of one citation for each page – for example, a 3 page paper must have at least 3 citations.

Class #1 (1/24)

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1. Review semester and syllabus
2. Discuss why boards exist: for profit organizations and for not-for-profit organizations
3. Discuss the purpose/mission of the organization and how it can be determined if they are achieving their purpose.
4. Starting up an organization (State and IRS) – for the not-for-profit: answer these questions: is somebody already doing what I would like to do? Is this the right time and place for starting a new organization? How would I finance my organization? Do I understand the steps of forming a new organization? Are my financial ambitions appropriate for the cause?
5. That first Board meeting (and the meetings to follow)
6. Attend a Board Meeting (see page 14 for format) report due May 1

**Assignment (due next class):** Read Roberts Rules of Order – for the purpose of becoming familiar with its content. Rarely, if any, can an organization be found to operate on the complete basis of Robert's Rules. Hand in a two page paper on the pros and the cons of adhering to Robert's Rules (worth 2 points) due –class#2

**Assignment (due in next class):** hand in a mission statement (of an existing organization) that particularly appeals to you for three of the following: Music, dance, theatre, visual arts, a performing arts center, an arts school (and form of art), an arts council, an arts association. In addition to the mission, be prepared to indicate why you selected this one. (worth 4 points) (this is merely a cut and paste project plus a basis for the particular mission's appeal to you) due - class#2

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 Class #2 (1/31)
 

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1. What is governance?
2. Who is responsible and for what?
3. Define a Manager; Define a Leader; Can someone be both? Where does a Board member belong? (see Class #11 – page 7)
4. The Board-Management relationship
5. Select 3-5 students to read RRO assignment
6. Select 3-5 students to read Mission assignment

**Assignment:** Read through page 49 in “Governance as Leadership” “History of NonProfit Boards”

**Assignment:** Prepare a three page paper on fiduciary governance (worth 3 points); assignment due for class #3

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 Class #3 (2/7)
 

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1. Building a Board (nine steps)
  - a. Identify needs
  - b. Cultivate sources (relationships)
  - c. Recruit prospects
  - d. Orient new board members
  - e. Involve all board members
  - f. Educate the whole board
  - g. Evaluate the board
  - h. Rotate board members
  - i. Celebrate victories & progress (no matter how small)
2. Legal and Ethical Responsibilities (fiduciary is held to test of reasonableness and prudence)
  - a. Duties (Care, Loyalty & Obedience)
  - b. Compliance (ethical values & standards; risk management; internal controls and audits, insurance and emergency plans, performance evaluations, conflicts of interest)
  - c. Obtain sound advice (legal)

**Assignment (due next class):** Prepare a one page response to this inquiry: “Should the arts organization have business relations with board members?” (worth 1 point)

**Assignment (due next class):** Boards tend to have a variety of issues facing the organization – even at a single meeting. What should motivate the Board in dealing with any issue and why? Prepare a 2 page response (worth 2 points)

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**Assignment:** read Chapter 4 –“ Governance as Leadership” (pages 51-78), “Conflict of Interest Policy “Board Member Contract”

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Class #4 (2/14)

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1. Review fiduciary mode of governance
2. Introduce strategic mode of governance

**Assignment:** Read through pages 51-78 in “Governance as Leadership”

**Assignment:** Prepare a five page paper describing strategic mode of governance and compare/contrast it to the fiduciary mode (worth 5 points) due by class #5

Class #5 (2/21)

1. Review strategic mode of governance
2. The role of the board in strategic planning

**Assignment:** Read the Strategic Plan of Montgomery County’s Arts & Humanities Commission. [http://www.creativemoco.com/sites/default/files/stra\\_plan.pdf](http://www.creativemoco.com/sites/default/files/stra_plan.pdf) and the 2007 Arts & Economic Prosperity Report: [http://www.creativemoco.com/sites/default/myfiles/Plans%20Reprts/econ\\_pros.pdf](http://www.creativemoco.com/sites/default/myfiles/Plans%20Reprts/econ_pros.pdf)

**Assignment:** Prepare a five page paper using both of the above to describe how fiduciary and strategic modes of governance apply. (worth 5 points) due by class #8

Class #6 (2/28)

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1. Call on three students to give their report on *Creative MOCO and Economic Prosperity*
2. Introduce the concept of “generative” – as a way of thinking and governing
3. Prepare for the mid-term

**Assignment:** Read through pages 79-100 in “Governance as Leadership”

**Assignment:** Prepare a five page paper describing generative mode of governance and compare/contrast it to the strategic and fiduciary mode (worth 5 points) due by class #9

### ***Class #7 (3/6)***

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***Mid-Term exam (objective) – 50 questions on mission, fiduciary and strategic modes of governance, Board Responsibilities.***

NO CLASS 3/13 (Spring 2012 break)

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### ***Class #8 (3/20)***

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1. Call on three students to give their report on the generative thinking and its comparisons and contrasts to thinking that is made part of the strategic and fiduciary modes of governance.
2. Introduce the concept of “generative” – as a way of governing

**Assignment:** Read through pages 101-135 in “Governance as Leadership”

**Assignment:** Prepare a five page paper on the subject of the “triple-helix issues” described in Exhibit 6.4 – page 109 about the Boston Museum of Fine Arts. In this paper, you will need to provide a summary of the “challenge.” (**obtain this from reference(s) beyond the text**); see if you can discover other (more) issues at both the fiduciary and strategic levels and; what would you do as a Board member within the inquiries of the generative mode of governance – in other words, what are your responses to these questions – and why (worth 10 points) due by class #10

### ***Class #9 (3/27)***

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1. Review of governance modes
2. Your Board meeting observation(s) – in preparation/reporting
3. Intellectual capital; Reputational capital; Political capital; Social capital

**Assignment:** Read through pages 137-182 in “Governance as Leadership”, “The Art of Serving on a Performing Arts Board”

### ***Class #10 (4/3)***

1. Committees
2. Policies
3. Call on 3 students to discuss the capitals
4. Call on 3 students to discuss the “Art of Serving on a Performing Arts Board”

**Assignment:** Read the handouts on Board Operations Manual

Class #11 (4/10)

1. Board Operations Manual
2. Final project (due May 1, 2012)

Class #12 (4/17)

1. Discussion on Board Meetings Attended
2. Final project (due May 1, 2012)

Class #13 (4/24)

1. Discussion on Board Meetings Attended
2. Final project (due May 1, 2012)

Class #14 (5/1)

1. Review
2. Collect Final Project

### Leadership/Management

| Subject    | Leader              | Manager          |
|------------|---------------------|------------------|
| Essence    | Change              | Stability        |
| Focus      | Leading people      | Managing work    |
| Have       | Followers           | Subordinates     |
| Horizon    | Long-term           | Short-term       |
| Seeks      | Vision              | Objectives       |
| Approach   | Sets direction      | Plans detail     |
| Decision   | Facilitates         | Makes            |
| Power      | Personal charisma   | Formal authority |
| Appeal to  | Heart               | Head             |
| Energy     | Passion             | Control          |
| Dynamic    | Proactive           | Reactive         |
| Persuasion | Sell                | Tell             |
| Style      | Transformational    | Transactional    |
| Exchange   | Excitement for work | Money for work   |
| Likes      | Striving            | Action           |
| Wants      | Achievement         | Results          |
| Risk       | Takes               | Minimizes        |
| Rules      | Breaks              | Makes            |
| Conflict   | Uses                | Avoids           |
| Direction  | New roads           | Existing roads   |
| Truth      | Seeks               | Establishes      |
| Concern    | What is right       | Being right      |
| Credit     | Gives               | Takes            |
| Blame      | Takes               | Blames           |

**The above came from ChaningMinds.com (Manager v Leader)**

Conflict of Interest

<http://www.blueavocado.org/node/545>

About the form 990

<http://www.blueavocado.org/content/six-things-every-board-member-should-know-about-new-990>

Establishing the 501 c 3 status:

<http://www.irs.gov/pub/irs-pdf/f1023.pdf>

Robert's Rules of Order

<http://www.rulesonline.com/rror--00.htm>

## **IMPORTANT UNIVERSITY POLICY INFORMATION REGARDING GRADUATE STUDENTS MAY BE FOUND AT:**

**[http://catalog.gmu.edu/content.php?catoid=5&navoid=104#grad\\_polil](http://catalog.gmu.edu/content.php?catoid=5&navoid=104#grad_polil)  
mportant Dates**

## **DISABILITY**

If you are a student with a disability and you need academic accommodations, please see me and contact the Office of Disability Resources at 703.993.2474. All academic accommodations must be arranged through that office.

The need for accommodations should be identified at the beginning of the semester and that the specific accommodation has to be arranged through the Office of Disability Resources. Faculty are not to provide accommodations to students on their own (e.g. allowing a student extra time to complete an exam because the student reports having a disability).

## **YOUR GRADE (I don't give them, I report what you have earned)**

### **MID-TERM EXAM**

**25 points**

This course has a mid-term exam and it is given about half-way thru the semester. It will reflect on the work of the first half. It will contain 50 objective questions.

| <b>Assignment from</b> | <b>37 points</b> |
|------------------------|------------------|
| <b>Class #1</b>        | <b>6 points</b>  |
| <b>Class #2</b>        | <b>3 points</b>  |
| <b>Class #3</b>        | <b>3 points</b>  |
| <b>Class #4</b>        | <b>5 points</b>  |
| <b>Class #5</b>        | <b>5 points</b>  |
| <b>Class #6</b>        | <b>5 points</b>  |
| <b>Class #8</b>        | <b>10 points</b> |

### **Class Participation**

**8 points**

Understanding Boards requires understanding differences. Each student in the class will have his or her own perspective – which needs to be shared and we need to see each perspective as an opportunity to explore the principles of our author. Throughout the course we will be discussing the effective ways boards get their responsibilities met – and ways in which they perhaps lose perspective. Your participation is essential – worth 8 points towards final grade. As indicated earlier – being prepared for each class by having done assignments and having met the reading requirements will be assessed by me for this part of your grade.

### **Final Report – due on or before 05/01/2012**

**20 points**

**You have been selected by the Board of a ten year old arts organization to prepare a “framework” for a Board Manual. All they have told you was that they wanted you to tell them what should be in it (which you have verified – it means to them that they want a title and a brief description of what this area should contain). When you asked them if they wanted “legal documents – such as Articles of Incorporation; By-Laws; IRS determination letter, etc. – they said “yes, put them in the appendix.”**

**You know you need to have them reflect on the three modes of governance – so somehow you will want to integrate that into this manual. You know you also do not want to take ANYTHING for granted (meaning you will want to delineate their duties and responsibilities, etc.)**

**Minimum length = 10 pages – prepare the framework**

**Board report (see page 14 for format) due on or before May 1, 2012**

**10 points**

**Total**

**100 points**

- Course Expectations – My expectation(s):

**Missed exams** – don't – but, if you must – be sure to contact me;

**Absenteeism** – don't – but, if you must, have another student contact you with notes and follow-up.

**Class preparation/participation** – do (participate) – and do it often – I do count it.

**Assignment due dates, quality, adherence to specifications, etc.** – *this is a graduate level course. The expectation is professional – characteristics such as compliance, neatness, organization, proper spelling and grammar, etc.*

**LATE assignments:** *you lose one/half point (up to the value of the assignment) for each day late – no matter what the excuse (except for an "extreme" emergency – e.g. death, accident, etc.)*

## Grading:

### **GRADING SCALE**

A+ 100-97 (still only provides for 4.0 quality points)

A 96-94 (4.0 quality points)

A- 93-90 (3.67 quality points)

B+ 89-87 (3.33 quality points)

B 86-84 (3.0 quality points)

B- 83-80 (2.67 quality points)

C 79-70 (2.0 quality points)

F 69- (0 quality points)

Grading reminders: Once final grades have been recorded, faculty are not to accept any work to change a grade. Grade changes can only be approved when they are due to a calculation or recording error on the part of the faculty.

An incomplete grade (IN) should be used only if the student requests it in writing. An IN counts as a failing grade until completed, and it automatically turns into an F if a grade is not turned in by the deadline in the Schedule of Classes. Some students may prefer a C to an IN, and faculty shouldn't assume that the student wants an IN rather than a grade or that it is in the student's best interest to get an IN.

In addition, faculty may assign an IN only if the student has a very limited amount of work to complete and there is a non academic reason they can't do so within the semester

and if, in their best judgment, the student actually stands a good chance of passing the course by finishing the work satisfactorily. Typical situations for giving incompletes involve a final exam (missed due to illness) or a final paper (not completed because of a family emergency). Faculty are not to assign incompletes if the student has missed a substantial portion of the work of the semester and wants extra time to do it; Faculty are not to assign incompletes to give a student time to improve on work already completed.

Faculty are not to agree to give incompletes unless they will be available to grade the work and submit a grade by the official due date. If the faculty will be going on leave or leaving George Mason, this might not be possible. Faculty may set an earlier due date for the unfinished work; it is best to have in writing a description of the work that is outstanding and the date by which it is due. Faculty are not ever obligated to give an IN. [for the purpose of this semester-I do not intend to be elsewhere and therefore will be able to follow through on any IN grade awarded.]

Federal law (a law known as FERPA) requires us to protect the privacy of student information. Faculty should not speak about a student's record with anyone other than the student. The record includes how a student is doing in a course, whether a student has attended class, information about performance or grades, whether a paper has been turned in, etc. This prohibition includes parents, siblings, spouses, anyone. If faculty have questions about whether to respond to an inquiry about a student, please refer them to Dr. Victoria Salmon, Associate Dean for Graduate Studies in CVPA.

According to the University catalog, all students and faculty are to use their **GMU.EDU** email address. Some commercial email addresses may be filtered out of the **GMU.EDU** system. No official information can be sent to students unless on the Mason email system.

**GMU Honor Code:** <http://www.gmu.edu/catalog/apolicies/index.html#Anchor12>

*Honor Code: To promote a stronger sense of mutual responsibility, respect, trust, and fairness among all members of the George Mason University community and with the desire for greater academic and personal achievement, we, the student members of the university community, have set forth this honor code: Student members of the George Mason University community pledge not to cheat, plagiarize, steal, or lie in matters related to academic work.*

GMU student information and resources: <http://www.gmu.edu/mlstudents/>

No grade is important enough to justify cheating, for which there are serious consequences that will follow you for the rest of your life. If you feel unusual pressure about your grade in this or any other course, please talk to me or to a member of the GMU Counseling Center staff.

Using someone else's words or ideas without giving them credit is *plagiarism*, a very serious Honor Code offense. It is very important to understand how to prevent committing plagiarism when using material from a source. If you wish to quote verbatim, you must use the exact words and punctuation just as the passage appears in the original and must use quotation marks and page numbers in your citation. If you want to paraphrase or summarize ideas from a source, you must put the ideas into your own

words, and you must cite the source, using the APA or MLA format. (For assistance with documentation, I recommend Diana Hacker, *A Writer's Reference*.) The exception to this rule is information termed *general knowledge*—information that is widely known and stated in a number of sources. Determining what general knowledge is can be complicated, so the wise course is, “When in doubt, cite.”

Be especially careful when using the Internet for research. Not all Internet sources are equally reliable; some are just plain wrong. Also, since you can download text, it becomes very easy to inadvertently plagiarize. If you use an Internet source, you must cite the exact URL in your paper and include with it the last date that you successfully accessed the site.

### **Writing Improvement and Writing Center**

CVPA 505 – Academic Writing in the Arts (a one credit course for 5 weeks). In the Fall of 2010 – offered on Wednesdays from 4:30-7:10PM in Fairfax.

Or

Students who are in need of intensive help with grammar, structure or mechanics in their writing should make use of the services of Writing Center, located in Robinson A116 (703-993-1200). The services of the Writing Center are available by appointment, online and, occasionally, on a walk-in basis.

**University and Departmental Policies:** Each student is responsible for knowing Mason’s rules, regulations, requirements, and academic policies. This catalog is the normal repository of policy statements but corrections, changes, or interpretations can be promulgated by other means, including electronic publication. When the university or one of its academic units makes changes in course requirements, grading procedures, or the level of qualitative performance expected of its students for acceptance into particular programs, academic standing, or graduation, the changes apply to all students enrolled at the time of implementation of the change and thereafter.

## **Official Communication with Students**

**Web:** [www.gmu.edu/email](http://www.gmu.edu/email)

Mason uses electronic mail to provide official information to students. Examples include notices from the library, notices about academic standing, financial aid information, class materials, assignments, questions, and faculty feedback. Students are responsible for the content of university communication sent to their Mason e-mail account, and are required to activate that account and check it regularly.

# Board Report (two parts)

## PART 1 – 5 points

1. Name of organization
2. Name of Executive Director; Name of Artistic Director (or equivalent titles)
3. Date of meeting
4. Where was the meeting held?
5. How many members are on this Board?
6. How many attended?
7. What is the quorum?
8. Was there a published agenda?
9. Did members of the Board have Board meeting materials sent to them prior to the meeting? (Did you feel that Board members were prepared? Did they read the materials sent to them before the meeting? If not “all” then approximate how many did and did not read the materials before the meeting)
10. Were the minutes approved at the meeting?
11. Were there any edits, amendments, changes to the minutes made prior to approval?
12. Did the meeting start on time?
13. Did the meeting follow the agenda? (Were all items covered?)
14. If there was to be a time for adjournment, did the meeting end within 20 minutes of that time? If later than 20 minutes – how much later?
15. Did any member of management present a report? If so, who?
16. Were resolutions proposed, seconded, discussed and then voted upon?
17. If any member of the Board came in late – did this interrupt the meeting? If so, how?
18. Was the time, date and place of the next meeting announced?
19. If you were asked to leave the room, did you understand why?
20. Overall – was the meeting orderly and was business conducted efficiently?

## Part 2 (5 points)

21. Your impression (no less than 750 words) in light of the three governing types (Fiduciary, Strategic & Generative)

