



TRUSTEE ROLES AND RESPONSIBILITIES

The Friends of the Texas Historical Commission was founded in 1996, to assist in the historic preservation mission of the Texas Historical Commission, by raising private philanthropic support for the projects and programs of the Commission. In carrying out this purpose, the Friends of the THC operates exclusively for the support and benefit of the Texas Historical Commission and gets its programmatic direction from the Commission. In effect, the Friends functions as the development arm of the agency, with the Development Office of the Texas Historical Commission staffing the nonprofit organization. The Chief Development Officer and development staff of the Commission serve as the Executive Director and staff of the Friends of the THC. This staff works in partnership with agency staff, to present the projects and programs of the agency to potential donors. Any programs that the Friends develops (like the Preservation Scholars and the Friends Alliance Programs) should clearly and directly support and further the mission of the Texas Historical Commission.

The role of the Friends Board of Trustees, therefore, is a little different from that of traditional nonprofit boards. **As members of a governing and fundraising board**, Trustees have full oversight and authority over, and responsibility for, development and fundraising, financial management, donor management, and donor communications. However, primary direction on program priorities for fundraising is provided by the Commission and staff of THC, as well as by the Board of Trustees (for programs developed by the Friends). The Friends staff and THC leadership work together to present a list of fundraising priorities each year to the Commission, which approves and recommends these priorities to the Friends Board for their approval and implementation (of fundraising).

In the interest of building an engaged, informed and supportive Board of Trustees, the following roles and responsibilities have been identified as essential.

GOVERNANCE AND OVERSIGHT

Board Meetings

The Friends Board of Trustees meets quarterly in conjunction with the meetings of the Texas Historical Commission. Regular meetings are usually held in October, January, April, and July. Special called meetings may be requested when urgent business is required before the next regular board meetings. While Commission and board meetings are usually held on the last full week of each scheduled month, occasionally dates and times are subject to change due to Commissioners' schedules. If meetings are changed, trustees are notified as soon as possible. Meetings are held in Austin or in communities across Texas in order to visit historic sites of interest and so commissioners and trustees may participate in heritage tourism.

- ❖ **Trustees are requested to attend at least three meetings each year**, barring unavoidable circumstances. Attendance is critical to establishing a quorum, and to ensuring sound decision-making, and sound governance of the organization. If a trustee is unable to attend a

board meeting, staff should be notified as soon as possible so that if necessary, the meeting can be rescheduled to a date when a quorum can be met. **Trustees who are absent from more than three consecutive board meetings (barring unusual circumstances) will be requested to reconsider their commitment to the Friends of the THC board.**

- ❖ **Attendance to Commission meetings is recommended**, but not required. Commission meetings provide Trustees with valuable insight into the programs and projects of the Texas Historical Commission.

STANDING COMMITTEES

The standing committees are listed below and detailed in the attached “*2020-21 Committee Membership, Schedule & Description*”. The FTHC Board Chair or Executive Committee may request that a trustee serve as chair to a standing committee. The FTHC Chair and the Executive Director serve on all committees in an advisory capacity.

- ❖ All trustees are asked to **join at least one standing committee**. Committee chairs will also be asked to serve on the Executive Committee.
- ❖ Trustees are **required to serve on the committee for at least one full fiscal year** and can change their committee selection during the last board meeting of the fiscal year.
- ❖ **Committee meetings are held via video conference, on the first Tuesday and Wednesday of the month of board meetings. There will be a total of four (4) Committee meetings each year for each standing committee.** These meetings may be subject to change or cancellation if there are conflicting holiday dates or if no new business is required.
- ❖ **Trustees are required to attend at least three (3) committee meetings each year**, barring unavoidable circumstances. Attendance is critical to the ongoing business and governance of the organization. **Trustees who are absent from more than three consecutive committee meetings (barring unusual circumstances) will be requested to reconsider their commitment to the Friends of the THC board.**

Standing committees are as follows:

(See attachment titled “2019-20 Committee Membership, Schedule & Description” for a full description of each committee, and the committee assignments as selected by trustees)

- ❖ Executive Committee
- ❖ Finance and Audit Committee
- ❖ Projects & Fund Development Committee
- ❖ Nominating and Governance Committee
- ❖ Liaison Committee
- ❖ Marketing & Communications Committee

AD-HOC COMMITTEES

In addition to the standing committees, the board may name an **ad-hoc committee** to lead an event, or a program. Ad-hoc committee meetings are scheduled on an as-needed basis and are coordinated by the Friends staff. The FTHC Board Chair may request specific trustees to serve on an ad-hoc committee.

PHILANTHROPIC SUPPORT

The Friends Board of Trustees is a fundraising board, and Trustees, in accepting a position on the board, are making a financial commitment to the organization. With the goal of a 100% participation

from the trustees in the *Spirit of Texas Annual Fund Program*, each trustee is required to make an annual gift to the Friends.

- ❖ The **recommended annual gift for trustees is in the amount of \$1,000** contributed in a given fiscal year, or **another amount that is meaningful** to the Trustee.
- ❖ Additionally, Board members may be asked, from time to time, to **support a special project or campaign**. Contributions towards such special campaigns are requested as one-time gifts and are requested over and above the annual commitment. Such special projects or campaigns may include capital campaigns, or a ticketed gala event, as an example.
- ❖ Understanding that trustees may give at different levels, **a 100% participation by the Board of Trustees and the Advisory Board is of higher priority** than giving at the recommended amount. In other words, while trustees are encouraged to make the recommended annual gift, support at any level is of the highest priority, in order to demonstrate the commitment of the Friends' volunteer leadership to potential donors.
- ❖ We also believe that **Board engagement in the development process** is critical to the fundraising success of the organization. To this end, as members of a fundraising board, each trustee is asked to participate in the fundraising process by supporting and assisting staff with donor identification, cultivation, solicitation or stewardship.

TRUSTEES AS AMBASSADORS

As board members, Trustees represent the Friends of the THC as ambassadors of the organization. In order to fulfill this responsibility to the fullest, **Trustees are encouraged to become fully informed about Texas historic preservation efforts, the programs and projects of the Texas Historical Commission, and the fundraising priorities of Friends**, in order to spread the word in their communities about the Commission and the Friends of the THC's work. Trustees may be provided briefings on specific programs and projects during board meetings, that will serve to inform them about projects and programs that THC is working on, and that the Friends is supporting with its fundraising efforts. In addition, Trustees are requested to help identify opportunities for the Friends of the THC to market its mission and programs to new audiences, with the goal of building its annual fund/Texas Heroes program.

GENERAL TRUSTEE DUTIES

In addition to the above detailed roles and responsibilities, Trustees also commit to the following duties, as detailed in *Vernon's Civil Statutes, Ch. 9. Art. 1396-2.28, Sec. A. General Standards for Directors*:

- ❖ **Duty of Care:** A board member owes the organization the duty to exercise reasonable care when making a decision as a steward of the organization.
- ❖ **Duty of Loyalty:** A board member must act in good faith, giving undivided allegiance when making decisions affecting the organization. Information obtained as a board member must never be used for personal gain or for the advantage/gain of another individual, organization, or business.
- ❖ **Duty of Obedience:** A board member must be faithful to the organization's mission and act in the best interest of the corporation.