



## **KindleArts Board of Directors Code of Conduct Agreement**

The KindleArts Society Board of Directors is committed to effective decision making, upholding the principles in the KindleArts constitution, and speaking with one voice. Towards this end, board directors will:

### **Build Community**

1. Recognize that KindleArts Society will be represented by the sum of their actions and make efforts to exemplify positive, respectful, kind and professional behavior.
2. Speak from broad membership and community interests.

### **Act with Professionalism**

3. Respect the confidentiality of information on sensitive and private issues. Confidential information may include, but is not limited to, personal information (members or otherwise), donor information, financial information, computer programs and data, event production information, internal board discussions, and other information and data communicated as confidential.
4. Disclose one’s involvement with other organizations, businesses or individuals (in reasonable detail) where such a relationship might be viewed as a conflict of interest.
5. Refrain from discussing confidential issues or engaging in public debate on social media on behalf of KindleArts.
6. Refrain from giving direction on behalf of the board, to committees or production teams, unless authorized to do so by a proper resolution of the board and in accordance with KindleArts bw-laws.
7. Respect the position of the Event Liaison.
8. Refrain from discussing the internal workings of the board in the public realm, including (but not limited to) discussing differences of opinion on the board outside of board meetings.
9. Clearly identify when they are speaking as an individual, not as a board director (including using their personal social media accounts rather than the KindleArts media accounts other than for official board business).

### **Respect Board Processes and Directors**

10. Respectfully express additional or alternative points of view and invite others to do so.
11. On important issues, be balanced in one’s effort to understand others and to make oneself understood.
12. Refrain from “lobbying” other board directors outside of board meetings that might have the effect of creating factions and limiting free and open discussion.
13. Once made, support and defend board decisions, even if one’s own view is a minority one. Refer back to meeting minutes as the course of action that the Board has agreed to take on any particular topic.
14. Support and familiarize themselves with, and abide by, the full Conduct Guidelines (following).

Name of Board Director

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

\_\_\_\_\_



## **KindleArts Society Board of Directors Conduct Guidelines**

### **Introduction**

This document provides guidance to the KindleArts Society Board of Directors on their conduct and responsibilities throughout the year. While it lays out some expectations, this document is not intended to be prescriptive or limiting to board directors' judgement, projects and actions. It is intended to help the board align their actions with KindleArts principles and create a culture of supportiveness, understanding, kindness, and teamwork both within the board and in the wider membership.

KindleArts members look to the board to set the cultural direction of the organization, ensure KindleArts activities align with the purpose of the organization, manage the finances, be compliant with legislation and yearly requirements, appoint production teams for events, and maintain other standards as needed. Board directors should expect that KindleArts members will see their actions as representing the organization, even when off duty. The board uses the Constitution and Bylaws as needed, including setting direction according to the S.P.A.R.C. core values:

- **Self-expression:** Our self-expression exists in pursuit of unmediated experience, self-discovery, intimacy, and lifelong play.
- **Participation:** Everyone is welcomed with the opportunity to participate and contribute. There is no audience.
- **Accountability:** We are responsible for our own actions, emotions, and experiences – and are committed to being accountable for them.
- **Respect:** We respect the needs of both the members of the Society as a whole and the individuals who form it.
- **Consent:** We hold ourselves to high standards of respect for others and respect everyone's right to bodily autonomy.

KindleArts' culture honors and promotes freedom of expression, unless that expression harms others. In order to set an early tone of collaboration, it is suggested that each new board elected at each Annual General Meeting take a day or weekend as a retreat to get to know each other and their individual preferences, discuss expectations, learn communication styles, and agree on their priorities for the year. A retreat early in the year is an excellent time to agree on decision-making processes and an internal conflict resolution process.

### **Professionalism**

The role of the board directors is not just to achieve the minimum requirements in a year, but also to cultivate an environment of collaboration, respect, and leadership among the membership. To this end, directors should act with a higher degree of professionalism than is

expected of the membership, and other representatives of KindleArts (team members, event leads) should be chosen with a mind to the way they will personify KindleArts.

Directors should take on only the amount of work that allows them to sustain themselves in the role. It may be a better choice to find new and active members to spearhead local initiatives, or hire key neutral third party positions (e.g. accountant), than to do the work within the board. Directors should seek to nurture a culture that encourages all participants to contribute in ways that are balanced and supportive of their overall health and well-being. If board directors and other appointed event leads are visibly overextended, not only does it foster a culture of every member taking on too much, it leads to poor decision-making and fractured relationships.

There are a number of organizations (GVIAS, Ignition Northwest, Burning Man Organization) that can provide a sounding board and are happy to help sister organizations in need of materials, peer support, or help working through issues.

Board directors are expected to uphold a high standard of ethics, including with respect to conflicts of interest. A conflict of interest may arise when a directors' personal interests conflict with their obligation to act in the best interests of KindleArts. A conflict of interest may be actual, potential or perceived, and may be financial or non-financial. Directors are generally expected to:

- Avoid conflicts of interest where possible.
- Identify and disclose any potential conflicts of interest – for example, if a vendor they are recommending is a personal friend or family member.
- Avoid accepting substantial gifts or favors if the giver seems to be trying to win approval or influence.
- Avoid intermingling personal and community monies.
- Recuse themselves from any vote or decision in which they have a personal financial interest.
- Avoid using any information they receive in the course of their work as a director for their own advantage or gain.
- Consult with the full board if they have any concerns about conflicts of interests (theirs or others').

If two or more directors have a romantic or professional relationship upon election, or if their relationship changes over the year, the nature of the relationship should be disclosed to the other directors. The directors with the romantic or professional relationship should avoid making financial decisions (i.e. signing cheques) or passing major resolutions together unless unavoidable.

## **Roles & Responsibilities**

There are five board positions, with responsibilities outlined as follows.

### **All Directors**

- Attend board meetings, being prepared by reading any necessary materials and the agenda in advance, and being prepared to act courteously
- Respond to board communications, including emails, that correspond to their specific position. Board directors need to use their judgement to run responses past at least one other director, or discuss an issue at a meeting prior to responding.
- Serve on teams as required
- Represent the Society to external stakeholders and make agreements on behalf of the Society
- Sign cheques for grants and expenses
- Edit the Society website and engage with the Society's social media presence
- Always act for the good of the non-profit
- Act as Event Liaisons as requested by Event Leads. Event Liaisons are responsible for providing information to Event Leads, responding to communication, fulfilling requests for equipment or infrastructure owned by KindleArts (e.g. vests or posters), and being the primary contact on the Board for items that require Board action - for example, bringing a motion to a meeting if something needs to be voted on.

### **Chairperson**

- Organize meetings of the board
- Presides at all meetings of the Society
- Prepare the annual report and strategic plan
- Ensure producer agreements are signed with all Event Leads

### **Vice-chairperson**

- Carries out the duties of the chairperson during the chairperson's absence
- Provide support to Special Teams as necessary (ie. Ranger Liaison, Kindle Academy, etc.)

### **Secretary**

- Conducts correspondence
- Issues notices of meetings of the Society
- Keeps minutes of meetings of the Society or assigns this work to another Director
- Holds all records and documents of the Society except those required to be kept by the Treasurer

- Maintains the register of members (or assigns this work to another Director)

### **Treasurer**

- Keeps the financial records, including books of account, necessary to comply with the Society Act
- Make financial statements to the directors, members and others when required
- Arrange payment of grants and expenses of the Society from the Society's bank account
- Chair the Art Grants committee

### **Director of Communications**

- Manages the messaging from the board of directors to the membership
- Manages all communication channels such as the email list and Facebook events and groups
- Works closely with the Regional Contacts to send joint communications to the Victoria Burning Man email list and Facebook group(s)
- Updates the KindleArts website, including ensuring that minutes are posted in a timely manner
- Participates in online discussion via the social media pages (including event pages) and provides moderation to prevent disrespect
- Ensures the Social Media Policy is being respected, but is not limited to enforcing the Social Media Policy with regard to disrespectful or unwarranted conduct
- Creates Facebook event pages as necessary for the board of directors
- Promotes events via communication channels

Communications should be timely, with a general goal of responding to incoming communications within 24 hours. A quick "we will get back to you" is more than acceptable if a coordinated response is required. For event leads, the Event Liaison should generally handle communications, unless financial information is required from the Treasurer. Board directors should generally refrain from sending a second communication, especially with their personal opinion or suggestion, if one has already been provided on behalf of the organization. If the full board was addressed in an incoming message, the full board should be copied on any responses. If a communication is directly individually to a board member (e.g. via text or personal email), but pertains to board business, a response should be sent on behalf of the board and copy all directors.

### **Succession Planning**

Each director should personally seek to cultivate the "next generation" of leaders. Leadership comes from new people who join the board and lead events each year, but also in the form of members who are seeking entry level opportunities to volunteer, contribute, develop relationships and build skills.

Directors are elected annually at the annual general meeting, but are encouraged to stay on the board for 2-3 years to ensure turnover of important content knowledge and projects. Existing directors are encouraged to support on-boarding directors to help a smooth transition from year to year and minimize interruptions in the event planning cycle. For example, directors with 1-2 years of experience should provide policy documents to new directors (see list below) so they are all aware of written guidance that is available.

Meeting minutes are recorded with public-facing information and posted to the website, which can be a valuable source of information for new directors. However, some decisions involve private, sensitive or confidential information. Having this information is critical for new directors to make future decisions. Therefore, it is encouraged for the board to keep confidential, neutral records of sensitive topics and decisions that were made where necessary.

### **Misconduct**

If a board director may not be meeting the expectations that they have agreed to, or may otherwise not be acting with integrity (in the view of the other board directors or if a concern is raised by the general membership), the first step should always be a confidential conversation between that director and the rest of the full board. The conversation should focus on gathering all relevant factual history, the actions that have taken place, the intentions of each party, and prior activities or actions that may inform the discussion. The full board can agree on a path forward at this stage (including leaving the discussion where it is, issuing an apology, or otherwise). If the board deems necessary or prudent, it can seek outside advice from counsellors or legal professionals.

If, after a first meeting and in the view of at least three other board members, one board director is not meeting the expectations that they have agreed to, the group of three may request a thorough review and re-confirmation of expectations by that board director, including in writing if requested.

If an Event Liaison or project lead, and two other board directors are in agreement, they may also remove one board director from decision-making and external communications respecting an individual project or event.

As per Section 4.5 and Section 4.6 of the Bylaws, the general membership or all other directors of the board may vote to remove a director if certain conditions are met.

**Other policy documents:**

The other active policy documents that the board may use on a regular basis include:

- Event Attendee Code of Conduct
- Producer Agreement
- AfterBurn Template
- Conflict De-escalation Protocol
- Art Grant Agreement
- Social Media Policy
- Sound Policy
- Parental Consent
- Vehicle and Mobile Art Policy
- Otherworld History and Board Members by Year
- Branding Guidelines