

## **Theatre Workshop of Nantucket Duties & Responsibilities of Directors**

The mission of Theatre Workshop of Nantucket (TWN) is to entertain, enrich, educate, challenge and inspire performing artists and audiences of all ages. Working with members of the community and visiting artists, and collaborating with other cultural organizations, TWN produces a variety of theatrical works that reflect the highest artistic standards.

The duties of TWN Directors include a **duty of care** and a **duty of loyalty**.

A Director's **duty of care** means exercising appropriate diligence in overseeing the management of TWN, and in making any decision or taking any action with regard to TWN. To this end, Directors are expected to:

- Regularly attend, in person or electronically, and actively participate in Board meetings.
- Remain properly informed about TWN's business and affairs by reviewing materials provided either on the Board portal or via email prior to each Board meeting.
- Act prudently and conscientiously in overseeing TWN's affairs by exercising the same level of diligence and care that a prudent person would exercise in handling his or her own affairs.

The **duty of loyalty** requires Directors to act in good faith and in TWN's best interests—not their own interest or those of a family member, friend, or outside organization. Directors should conduct themselves in an honest and ethical manner and avoid any actual or apparent conflict of interest. If a Director thinks he or she might have a conflict, he or she must disclose it (see below).

The duty of loyalty also includes the **duty of confidentiality**. Directors must maintain the confidentiality of all non-public information concerning TWN, including, without limitation, the substance of discussions during executive sessions of the Board; financial information; information relating to current and future business plans and operations; information regarding employees and individuals affiliated with or doing business with TWN; information regarding potential actions or recommendations under consideration by the Board or any committee; and any information that the Board or any committee declares or requests be kept confidential.

TWN Directors should also commit to:

- Advocate for TWN within the Nantucket community and in other places, where appropriate.
- Actively serve on at least one TWN committee or task force.
- Attend either in person or via teleconference at least 5 Board meetings.
- Make TWN a top philanthropic priority, and by, April 1st of each year, pay annual dues of \$5,000, which is exclusive from other forms of financial support.
- Work in good faith with other Directors and staff to achieve common goals.
- Review annual budgets and operational plans to ensure that they are in the best interests of the organization.
- Support TWN programming by purchasing at least one season pass, attending at least four productions per year, and coming on opening night whenever possible.
- Assist in fundraising efforts through community advocacy; identification and cultivation of donors and prospects; solicitation and stewardship of donors; supporting gala benefits and

other fundraising events; encouraging friends and acquaintances to attend productions and events; and helping to organize events and volunteering as needed for them.

- Disclose in writing to the President, any business relationships you or any members of your family have with other board members, officers or employees of TWN; any financial arrangements between you or a family member and TWN (e.g., if you or a family member received compensation from TWN as a theatrical director, actor, or employee); and any connections you have with an entity that does business with or has a relationship with TWN.

TWN shall provide Directors with:

- Financial reports and updates on operations on a regular basis and in a timely manner in advance of Board meetings through email or the Board portal.
- Maintain Director and Officer liability insurance.
- Ensure transparency and accountability in all operations, so that Directors can confidently carry out their fiduciary and other responsibilities.

I hereby acknowledge that I have read and understand the Duties & Responsibilities of Directors of Theatre Workshop of Nantucket, and I will endeavor to carry them out to the best of my ability.

Signed: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_