

1. The History Nebraska board of trustees is responsible for the ultimate governance of History Nebraska. The board has legal, fiduciary, and ethical responsibility for the organization.
2. The board governs primarily through written policies. Board policies are to be used only to directly express the decisions of the board; they are not to be used to simply repeat or ratify either administrative rules (which do not require board approval) or external laws and regulations (which the board has no power to change). Although the board can change its governance policies at any time it will observe those currently in force.
3. In fulfilling its responsibilities, the board will govern lawfully, observing the principles of the History Nebraska Governance document, bylaws, state statutes, and all other relevant laws, with an emphasis on:
  - A. outward vision rather than internal preoccupation
  - B. encouragement of diversity in viewpoints
  - C. clear distinction between board and chief executive roles
  - D. collective rather than individual opinions
  - E. the future as well as the traditions of History Nebraska.
4. Accordingly:
  - A. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
  - B. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, ensuring the continuance of governance capability, violating confidentiality, and any other action or conduct that negatively impacts History Nebraska.
  - C. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
  - D. The board will allow no officer, individual or committee of the board to hinder or serve as an excuse for not fulfilling group obligations. <sup>i</sup>

### 5. **Role of the Board of Trustees**

The History Nebraska board of trustees shall be broadly representative of the state. The board serves the public interest as it relates to History Nebraska. The board acts as the ultimate legal entity for History Nebraska and must consider itself accountable to both the public and to the organization. The History Nebraska trustees must understand its purpose, responsibilities, governance policies and procedures. Loyalty to the purposes of History Nebraska is critical. When acting as trustees the board or its committees shall act in accordance with the History Nebraska by-laws or board resolution, not as individuals.

6. **Process:** Individuals may be nominated to the Board of Trustees by the nominating committee or may submit their names in writing to the nominating committee by a specified deadline. The Board of Trustees consists of twelve members elected by History Nebraska membership, and three members appointed by the governor of the state of Nebraska. Trustees are elected and appointed from each congressional district.
7. **Term:** Individuals may serve no more than two consecutive three-year terms, but are again eligible for election or appointment to the board after a break in service of at least three years.
8. **Meetings:** Board meetings are held at least quarterly (generally 4-5 times a year). Committee meetings and site visits are usually scheduled prior to a board meeting.
9. **Expenses:** Board members are not paid for their services, but are eligible for reimbursement for actual expenses incurred in performance of their official duties.

10. **Board Duties--*What are the board's obligations?***

Under well-established principles of law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities. These are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

- A. *Duty of care* describes the level of competence that is expected of a board member, and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member has the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.
- B. *Duty of loyalty* is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain or for any other reason that is not in the best interest of the organization.
- C. *Duty of obedience* requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization or the law.<sup>ii</sup>

11. **Board Responsibilities--*How does the board carry out its duties?***

- A. Determine History Nebraska’s mission and making appropriate long-range plans to achieve it.
- B. Secure leadership for History Nebraska
- C. Board of Trustees
- D. Director/CEO
- E. Act to ensure that History Nebraska has adequate resources and support to carry out its mission.
- F. Delegate to the Director/CEO full authority for the day-to-day management of History Nebraska

- G. Help to raise funds to support the History Nebraska program activities.
- H. Advocate for History Nebraska all across the state.
- I. Provide oversight to ensure that History Nebraska maintains accountability and a favorable legal status.
- J. Adopt and promulgate all policies, rules, and regulations, not inconsistent with law, that are necessary to implement the objects and purposes of the society.

**12. Board Meetings—*What happens at board meetings?***

Generally, the History Nebraska board of trustees meets four times per year. At meetings the board will:

- A. review progress toward meeting History Nebraska’s stated goals and objectives;
- B. hear reports of various committees and staff and take necessary action;
- C. make appropriate policy decisions as required (by passage of motion or resolution, via roll-call vote);
- D. provide oversight and give guidance to various History Nebraska committees as required;
- E. plan;
- F. coordinate;
- G. communicate;
- H. legitimize;
- I. fulfill legal and other requirements for board meetings.

**13. Board Functions—*What is the board’s work?***

Although the day-to-day management responsibilities lie with the Director/CEO, the board holds the ultimate decision-making powers for the organization. It is important to distinguish between the role of the board and that of individual board members. While the board has the collective responsibility for organizational oversight and establishing policy, individual board members take on roles in performing committee work, public outreach, and fund-raising. Individual board members do not possess the power to make decisions on behalf of the board; only the board as a whole can make decisions on behalf of the organization.

The work of the board is accomplished in accordance with these precepts:

- A. The History Nebraska board of trustees formulates the History Nebraska mission, vision, and institutional values through focus on strategic issues and policy development.
- B. The History Nebraska board deliberates issues and makes decisions as a total body. No individual board member or committee, except the executive committee, has authority to take action on the board’s behalf.
- C. Board decisions are reached by majority vote of all board members voting, acting as individuals. Once decisions are reached, it is important that the board speaks with one voice.

- D. Responsibility and authority for the day-to-day management and operations of History Nebraska are vested in the agency director/CEO in accordance with state law and the board's direction.
- E. Only the History Nebraska president and/or the director/CEO, or his/her representative, not individual board members, may represent History Nebraska to the media.
- F. The History Nebraska board of trustees shall receive, review, and approve History Nebraska's biennial budget request prior to submission to the legislature and shall adopt an annual operating budget.
- G. Periodically, the History Nebraska board of trustees shall evaluate its effectiveness.

14. **Board Administrative Structure**—*How does the board do its work?*

- A. **The History Nebraska Officers** The History Nebraska board of trustees shall annually elect the following officers:
  - a. **President:** The President of the board shall preside at all meetings of the board of trustees and the executive committee; shall appoint all committees and chairs, and shall be an ex-officio member of all committees, the Nebraska State Historical Society Foundation executive board, and the State Historic Preservation Board.
  - b. **First Vice President:** The first vice president shall perform the duties of the president of the board of trustees when the president is absent or unable to act, and perform other duties that may be assigned by the president of the board.
  - c. **Second Vice President:** The second vice president shall perform the duties of president when neither the president nor the first vice president is available to fulfill such duties, and shall perform other duties that may be assigned by the president.
  - d. **Treasurer:** The treasurer shall present a summary of the History Nebraska financial report during the annual Nebraska State Historical Society members' meeting and serves on the budget and finance committee.
  - e. **Secretary:** The History Nebraska director/CEO shall serve as non-voting secretary to the board. The Director shall ensure the official recording of the minutes of all board of trustee and committee meetings and shall publish the notice of all board of trustee meetings. The secretary/director/CEO also shall attend committee meetings except the director's evaluation committee meeting.

f. **Executive committee:** The officers of the board of trustees, except the secretary, shall serve as members of the executive committee.

B. **Board Committees** Nebraska law requires that History Nebraska shall annually appoint a nominating committee. The law further provides for the History Nebraska board of trustees “to create such committees as the board deems advisable and delegate to the committees those functions which aid in efficient administration of the affairs of History Nebraska.” Committees serve in an advisory capacity and make recommendations to the board as a whole. Committees may not act for the board unless specifically empowered by the full board to do so.

History Nebraska has established the following committees on October 13, 2017. The three primary committees will meet before each board meeting and report as part of that meeting:

Primary Committees:

**1. Governance Committee: (Chaired by the President)**

- a. Nominating
- b. Strategic Planning

Sub-committees reporting to the Governance Committee:

- a. Annual Meeting and Gala Planning
- b. New Project Reviews

**2. Personnel: (Chaired by the First Vice-President)**

- a. Director’s evaluation
- b. All matters of personnel
- c. Board orientation
- d. Board development
- e. Evaluation of board performance

**3. Finance: (Chaired by the Treasurer)**

- a. Audit
- b. Finances of the organization
- c. Future financial planning/funding
- d. Foundation liaison

Other Committees that shall meet from time to time:

**Executive Committee:** The officers of the History Nebraska board of trustees (president, first vice president, second vice president, and treasurer) serve as members of the executive committee. This committee has the authority to act on behalf of the entire board of trustees when necessary, however, such actions require subsequent ratification by the board at its next meeting. The committee will

prepare preliminary agendas for board meetings, to be distributed in advance for comment by the board as a whole, and will identify those items that may require action.

**Nominating Committee** – The nominating committee seeks out and nominates individuals from each of Nebraska’s three congressional districts to serve on the History Nebraska board of trustees. This committee also prepares and presents a slate of candidates for the board of trustees’ officer election and develops on-going training and orientation opportunities for board and committee members. The Nominating Committee is part of the Governance Committee.

- a. **New Project Review Committee** – The new project review committee provides oversight for the History Nebraska strategic planning process, and reviews major new projects.

15. **Individual Board Member Responsibilities**—*How does each board member contribute?*

- A. Attend board and committee meetings and functions.
- B. Be informed about the organization’s mission, services, policies, and programs.
- C. Review agenda and supporting materials prior to board and committee meetings.
- D. Serve on committees and be willing to take on special assignments.
- E. Be a current member of History Nebraska.
- F. Inform others about the organization.
- G. Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- H. Follow conflict-of-interest and confidentiality policies.
- I. Understand and respect the different roles of the board and of staff.
- J. Assist the board in carrying out its fiduciary responsibilities.
- K. Sign and comply with the board code of conduct and follow policies and procedures outlined in the History Nebraska Governance document.
- L. Contact the CEO to communicate questions, suggestions or concerns relating to issues of History Nebraska and to make requests for information or assistance from the staff.
- M. Contribute to the positive operation of History Nebraska.

16. **Legal Representation**

The Attorney General of the State of Nebraska serves as the History Nebraska legal counsel. Requests for legal advice as well as formal opinions are made by the president and/or CEO as they deem necessary, at the direction of the board as a whole, or at the request of board committees.<sup>iii</sup>

17. **Risk Management**

The History Nebraska Board members in good-faith performance of their duties are covered by indemnification provisions of state statute for acts and omissions.<sup>iv</sup>

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<sup>i</sup> Sections 1-5 are adapted in part from Miriam Carver and Bill Charney's *The Board Member's PlayBook: Using Policy Governance to Solve Problems, Make Decisions, and Build a Stronger Board* (Jossey-Bass, 2004).

<sup>ii</sup> Nebraska Statutes §21-1986 Standards for directors; §21-2095 Standards of conduct for directors; §21-20,114 Directors; conflict of interest; directors' action

<sup>iii</sup> Consultation with Fred Neid, attorney assigned to The Nebraska State Historical Society by Office of the Attorney General, [5-05].

<sup>iv</sup> Memo [3-20-05] from Laura Peterson, Risk Manager, State Department of Administrative Services, citing Attorney General Opinion 92058.

Governance Agreement Adopted by board on January 5, 2018

Governance Agreement Modified by the board on July 20, 2018