GOVERNING POLICIES 2026

TENNESSEE ARTS COMMISSION

Cultivate. Create. Participate.

GOVERNING POLICIES 2026

ENDS STATEMENTS

POLICY 1.0 Global Ends Statement: The mission of the Tennessee Arts Commission is to cultivate the arts for the benefit of all Tennesseans and their communities.

1.1.Invest in Arts and Creativity to Strengthen Tennessee Communities.
The Commission shall:

- Nurture arts nonprofits to enhance quality of life in communities across TN
- Address gaps in availability of arts and creative opportunities
- Preserve and promote TN traditions old and new for community vitality
- Encourage expanded participation in creative activities for Tennesseans in all 95 counties
- Provide development opportunities for artists
- Support disaster preparedness and resiliency for the arts sector

1.2.Stimulate Learning, Prosperity, Health and Well-Being through the Arts.
The Commission shall:

- Support high-quality arts learning opportunities that improve the day-to-day lives of Tennesseans of all ages
- Promote health and well-being through the arts
- Champion arts as essential parts of community sustainability and growth strategies
- Develop partnerships that enhance community priorities with or through the arts

1.3. Enhance Public Awareness and Support for Tennessee's Arts Sector.

- Encourage and assist TN communities to tell their own stories and learn from others
- Promote specialty license plate sales to expand support for the arts

1.4. Drive Agency Innovation to Maximize Public Benefit and Accountability.

- Review and streamline grant and other agency processes while maintaining accountability and transparency for public funds
- Explore technology for improved efficiencies
- Support professional opportunities for staff to maximize agency capacity and expertise

EXECUTIVE LIMITATIONS

POLICY 2.0 GENERAL EXECUTIVE CONSTRAINT

The Executive Director shall not cause nor allow any practice, activity, decision or organizational circumstance that is unlawful, imprudent, inconsistent with State of Tennessee Rules and Regulations and/or the Tennessee Arts Commission's enabling legislation, or in violation of commonly accepted business and professional ethics.

2.1 With respect to interactions with constituents, the Executive Director shall not cause or allow conditions, procedures or decisions which are undignified, unnecessarily intrusive or not timely.

2.2 With respect to the treatment of paid staff and volunteers, the Executive Director may not cause or allow conditions which are unsafe, unfair or undignified.

2.3 Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Commission's Ends priorities or from the State's fiscal rules and regulations.

2.4 In order to protect the Commission from sudden loss of chief executive services, the Executive Director may have no fewer than two (2) Deputy Director, Director of Administrative Services other member(s) of the executive/management team familiar with Commission and chief executive issues and processes.

2.5 With respect to employment, compensation and benefits to consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image nor violate State Purchasing rules.

2.6 The Executive Director shall not permit the (members of the) Commission to be uninformed or unsupported in its work.

2.7 With respect to the programs, events and services provided by the organization, the Executive Director shall not fail to ensure, within available resources, that these programs, events and services meet or exceed industry standards for excellence in programming (highest priority), safety, audience amenities and personal service.

2.8 The Executive Director may not enter into any grant or contract arrangement that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.

2.9 With respect to the advisory panels that review and make recommendations to the Commission through its Allocations Committee, the Executive Director shall not fail to ensure a diverse and appropriate composition of such committees.

POLICY 2.1 TREATMENT OF CONSTITUENTS
With respect to interactions with constituents, the Executive Director shall not cause or allow conditions, procedures or decisions which are undignified, unnecessarily intrusive or not timely.

Accordingly, he/she shall not:

1. Fail to establish with constituents a clear understanding of what may be expected and what may not be expected from the service(s) offered.

2. Fail to inform constituents of this policy, or to provide an appeals process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy.

POLICY 2.2 TREATMENT OF STAFF
With respect to the treatment of paid staff and volunteers, the Executive Director may not cause or allow conditions which are unsafe, unfair or undignified.

Accordingly, pertaining to paid staff, he/she shall not:

1. Fail to adhere to written personnel policies of the State of Tennessee.

2. Discriminate against any staff member for expressing an ethical dissent.

3. Fail to acquaint staff with their rights under this policy and those of the State of Tennessee.

POLICY 2.3 FINANCIAL PLANNING/BUDGETING
Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Commission's Ends priorities or from the State's fiscal rules and regulations.

Accordingly, the Executive Director shall not allow budgeting which:

1. Provides less for Commission prerogatives during the year than is set forth in the Cost of Governance policy (in Governance Process).

2. Fails to provide for appropriate training and education of staff for the purpose of upgrading job skills.

POLICY 2.4 EMERGENCY EXECUTIVE SUCCESSION

In order to protect the Commission from sudden loss of chief executive services, the Executive Director may have no fewer than two (2) other member(s) of the executive/management team familiar with Commission and chief executive issues and processes.

POLICY 2.5 COMPENSATION AND BENEFITS

With respect to employment, compensation and benefits to consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image nor violate State Purchasing rules.

POLICY 2.6 COMMUNICATION AND SUPPORT TO THE COMMISSION

The Executive Director shall not permit the members of the Commission to be uninformed or unsupported in its work.

Accordingly, he/she may not:

1. Neglect to submit monitoring data required by the Commission (see policy on Monitoring Executive Director Performance in Commission/Staff Linkage) in a timely, accurate and understandable fashion, directly addressing provisions of Commission policies being monitored.

2. Let the Commission be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Commission policy has been previously established.

3. Fail to advise the Commission if, in the Executive Director's opinion, the Commission is not in compliance with its own policies on Governance Process and Commission/Staff Linkage, particularly in the case of Commission behavior which is detrimental to the work relationship between the Commission and the Executive Director.

4. Fail to marshal for the Commission as many staff and external points of view, issues and options as needed for fully informed Commission choices.

5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types:monitoring, decision preparation and incidental.

6. Fail to provide a mechanism for official Commission, officer or committee communications.

7. Fail to deal with the Commission as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Commission.

8. Fail to report in a timely manner any actual or anticipated noncompliance with any policy of the Commission.

9. Fail to supply for the consent agenda all items delegated to the Executive Director yet required by law or contract to be Commission-approved, along with the monitoring assurance pertaining thereto.

POLICY 2.7 PROGRAMS/SERVICES/LOGISTICS

With respect to the programs, events and services provided by the organization, the Executive Director shall not fail to ensure, within available resources, that these programs, events and services meet or exceed industry standards for excellence in programming (highest priority), safety, audience amenities and personal service.

POLICY 2.8 ENDS FOCUS OF GRANTS OR CONTRACTS

The Executive Director may not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.

Accordingly, the Executive Director shall not:

1. Fail to prohibit particular methods and activities to preclude grant funds from being used in imprudent, unlawful or unethical ways.

2. Fail to assess and consider an applicant's capability to produce appropriately targeted, efficient results.

3. Review and allocate more than $5,000 for any one grant. The board shall be promptly notified of any such review and allocation by the Executive Director no later than the next meeting.

POLICY 2.9 GRANTS ADVISORY PANELS

With respect to the advisory panels that review and make recommendations to the Commission and Executive Director shall not fail to ensure a diverse and appropriate composition of such committees.

Accordingly, the Executive Director may not:

1. Fail to solicit nominations statewide from individuals providing a resume and statement of qualifications to serve.

2. Fail to contact nominees to confirm their interest and their commitment to attend specific meetings, to make site visits and to serve as arts advocates.

3. Allow individuals to serve more than six (6) consecutive years as a panel member.

A. Members shall be appointed to a two-year term by the Commission in even numbered years. An individual can serve three consecutive two-year terms as a panelist subject to review and recommendation by staff after each term.

B. The staff may notify members of termination for non-attendance at meetings.

C. Interim appointments to fill vacancies may be made by the staff from approved alternate lists.

4. Fail to have in place appropriate protections from conflicts of interest.

A. No panelist will review an application if the panelist serves as an officer, board member, staff or employee of the applicant organization or where the panelist would receive payment or monetary benefit. The panelist will absent herself or himself without comment from not only the vote, but also from deliberation.

B. An exception will be made for applications from statewide service organizations. If an officer, board member, staff, employee or someone receiving funds from the project serves on the panel, such person shall not attend or participate in discussions of such application and shall not vote thereon.

5. Establish panels without the following composition considerations:

A. Commission members may serve as a non-voting representative of the Commission.

B. The Executive Director or his/her designated representative shall be a non-voting representative of the Commission.

COMMISSION/STAFF LINKAGE

POLICY 3.0 GOVERNANCE - MANAGEMENT CONNECTION

The Commission's sole connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled Executive Director.

3.1 Only decisions of the Commission, by majority vote, are binding on the Executive Director.

3.2 The Executive Director is the Commission's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Commission is concerned, is considered the authority and accountability of the Executive Director.

3.3 The Commission will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

3.4 Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job outputs: organizational accomplishment of Commission policies on Ends and organizational operation within the boundaries established in Commission policies on Executive Limitations.

POLICY 3.1 UNITY OF CONTROL

Only decisions of the Commission, by majority vote, are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual Commission members, officers or committees are not binding on the Executive Director except in rare instances when the Commission has specifically authorized such exercise of authority.

2. In the case of Commission members or committees requesting information or assistance without Commission authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or is disruptive.

POLICY 3.2 ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR

The Executive Director is the Commission's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Commission is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

1. The Commission will never give instructions to persons who report directly or indirectly to the Executive Director.

2. The Commission will refrain from evaluating, either formally or informally, any staff other than the Executive Director.

3. The Commission will view Executive Director performance as identical to organizational performance so that organizational accomplishment of Commission stated Ends and avoidance of Commission proscribed means will be viewed as successful Executive Director performance.

POLICY 3.3 DELEGATION TO THE EXECUTIVE DIRECTOR

The Commission will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

1. The Commission will develop policies instructing the Executive Director to achieve certain results for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels and will be called **Ends** policies.

2. The Commission will develop policies which limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels and they will be called **Executive Limitations** policies.

3. As long as the Executive Director uses any reasonable interpretation of the Commission's **Ends** and **Executive Limitations** policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.

4. The Commission may change its **Ends and Executive Limitations** policies, thereby shifting the boundary between Commission and Executive Director domains. By doing so, the Commission changes the latitude of choice given to the Executive Director. However, as long as any particular delegation is in place, the Commission will respect and support the Executive Director's choices.

5. Should the Executive Director deem it necessary to violate a Commission policy, he or she shall promptly inform the Commission. Informing is simply to guarantee no violation may be intentionally kept from the Commission, to request approval. Commission response, either approving or disapproving, does not exempt the Executive Director from subsequent Commission judgment of the action, nor does it curtail any irrevocable executive decision.

POLICY 3.4 MONITORING EXECUTIVE DIRECTOR PERFORMANCE

Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job outputs: organizational accomplishment of Commission policies on Ends and organizational operation within the boundaries established in Commission policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which Commission policies are being met. Data that do not do this will not be considered to be monitoring data.

2. The Commission will acquire monitoring data by one or more of three methods: a) by internal report, in which the Executive Director discloses compliance information to the Commission; b) by external report, in which an external, disinterested third party selected by the Commission assesses compliance with Commission policies; and c) by direct Commission inspection, in which a designated member or members of the Commission assess compliance with the appropriate policy criteria.

3. In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the Commission policy being monitored.

4. All policies which instruct the Executive Director will be monitored at a frequency and by any method chose by the Commission. The Commission can monitor any policy at any time by any method but will ordinarily depend on a routine schedule, which the Executive Director or board may adjust depending on the volume of other business at any given meeting, as long as the Commission receives at least one report on each ends statement annually.

December **Policy 1.1.** Invest in Arts and Creativity to Strengthen TN Communities
Policy 1.2 Stimulate Learning, Prosperity, Health and Well-Being through the Arts
Policy 1.4 Drive Agency Innovation to Maximize Public Benefit and Accountability

March **Policy 1.3** Enhance Public Awareness and Support for Tennessee's Art Sector

GOVERNANCE PROCESS

POLICY 4.0 GOVERNANCE COMMITMENT

The purpose of the Commission, on behalf of the people of Tennessee, is to see to it that the Tennessee Arts Commission 1) achieves optimal results for appropriate persons at an appropriate cost and 2) avoids unacceptable actions and situations.

4.1 The Commission will govern with an emphasis on a) mission and vision; b) integrity and truthfulness in all methods and practices; c) outward vision rather than an internal preoccupation; d) encouragement of diversity in viewpoints; e) strategic leadership rather than administrative detail; f) clear distinction of Commission and Executive Director roles; g) collective rather than individual decisions; h) future rather than past or present; and i) proactivity rather than reactivity.

4.2 The Commission assumes full responsibility for ongoing, rigorous examination, debate and, revision of its policies. This dynamic formulation of policy "products" from value considerations and Commission member perspectives is the essence of the Commission's role as an outward-looking and future-oriented governing body.

4.3 The job of the Commission is to represent the people of Tennessee in determining and demanding appropriate organizational performance.

4.4 To accomplish its job products with a governance style consistent with Commission policies, the Commission will follow an annual agenda that 1) completes a re-exploration of Ends policies annually and 2) continually improves Commission performance through Commission education and enriched input and deliberation.

4.5 The Chair assures the integrity of the Commission's process and, secondarily, occasionally represents the Commission to outside parties.

4.6 The Commission commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Commission members.

4.7 The leadership success of the Commission is a direct result of the individual and collective participation of its members.

4.8 Commission committees, when used, will be assigned so as to reinforce the wholeness of the Commission's job and so as never to interfere with delegation from Commission to Executive Director.

4.9 A committee is a Commission committee only if its existence and charge come from the Commission, regardless of whether Commission members sit on the committee. The only Commission committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. The Executive Director and/or his/her designee will serve as a non-voting member of each committee.

4.10 The Nominating Committee will properly screen and nominate, for Commission consideration, the Commission Chair, Vice-Chair and Secretary as stipulated in the bylaws and will recommend individuals for appointments to the Commission by the Governor.

4.11 Because poor governance costs more than learning to govern well, the Commission will invest in its governance capacity.

POLICY 4.1 GOVERNING STYLE AND VALUES

The Commission will govern with an emphasis on a) mission and vision; b) integrity and truthfulness in all methods and practices; c) outward vision rather than an internal preoccupation; d) encouragement of diversity in viewpoints; e) strategic leadership rather than administrative detail; f) clear distinction of Commission and Executive Director roles; g) collective rather than individual decisions; h) future rather than past or present; and i) proactively rather than reactively.

Accordingly:

1. The organization, in its hiring and other activities, will not discriminate on the basis of race, creed, national origin, religion, age, handicap, political affiliation, sex, sexual orientation or marital, parental or military status.

2. The Commission will cultivate a sense of group responsibility. The Commission, not the staff, will be responsible for excellence in governing. The Commission will be the initiator of policy, not merely a reactor to staff initiatives. The Commission will use the expertise of individual members to enhance the ability of the Commission as a body, rather than to substitute the individual judgments for the Commission's values. The Commission will allow no officer, individual or committee of the Commission to hinder or be an excuse for not fulfilling Commission commitments.

3. The Commission will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Commission's values and perspectives about ends to be achieved and means to be avoided. The Commission's major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.

4. The Commission 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, and ensuring the continuance of governance capability. Continual Commission development will include orientation of new Commission members in the Commission's governance process and periodic Commission discussion of process improvement.

5. The Commission will monitor and discuss the Commission's process and performance at each meeting. Self-monitoring will include comparison of Commission activity and discipline to policies in the Governance Process and Commission/Staff Linkage categories.

6. Each member of the Commission will support the final determination of the Commission concerning any particular matter, irrespective of the member's personal position concerning such matter.

POLICY 4.2 POLICY-MAKING PRINCIPLES

The Commission assumes full responsibility for ongoing, rigorous examination, debate and revision of its policies. This dynamic formulation of policy "products" from value considerations and Commission member perspectives is the essence of the Commission's role as an outward-looking and future-oriented governing body.

Accordingly:

1. All governing policies of the Commission are contained in this document, and they remain in effect, unless amended or deleted by Commission action.

A. Policies may be established, amended or rescinded by majority vote of the quorum present at any meeting when previous notice has been given prior to such meeting. Should such notice not have been provided, policies of the Commission may only be changed by a two-thirds vote of the quorum present.

B. Policy will be developed taking into account the enabling legislation, Tennessee Code Annotated, opinions and the By-Laws of the Commission.

2. The Commission recognizes that the Executive Director and staff will make further policy decisions and may implement specific staff policies and procedures, contingent on their being consistent with the authority and accountability of the staff, as stipulated in the Commission's Commission/Staff Linkage policies.

3. Ends policies are results-based. Thus, their revision as well as the development of new Ends policies will be a continuing obligation of the Commission.

POLICY 4.3 COMMISSION JOB DESCRIPTION

The job of the Commission is to represent the people of Tennessee in determining and demanding appropriate organizational performance.

Accordingly:

1. The Commission will produce the link between the organization and the "ownership" (the people of Tennessee).

2. The Commission will produce written governing policies that, at the broadest levels, address each category of organizational decision:

A. **Ends:** Organizational products, effects, benefits, outcomes, recipients and their relative worth (what good for which recipients at what cost).

B. **Executive Limitations:** Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

C. **Governance Process:** Specification of how the Commission conceives, carries out and monitors its own task.

D. **Commission/Staff Linkage**: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.

3. The Commission will produce assurance of Executive Director performance against policies in 2A and 2B.

4. The Commission will, from time to time as it may deem necessary, work to achieve legislative change favorable to the mission of the Commission.

A. Commission members having contact with the Governor's Office or members of the General Assembly for any Commission-related reason, other than direct representation, shall consult with the Executive Director prior to such contact, if possible, for up-dating on current Commission contact and positions. Reports of such contacts should be made to the Executive Director.

B. The Commission shall maintain liaison with those members of the General Assembly and their staff persons who may have roles in arts legislation. The Commission's liaison with the General Assembly will encompass all subjects of direct and indirect interest to the Commission and its clientele. The Commission may endorse and participate in legislative efforts initiated by other individuals and/or organizations.

POLICY 4.4 AGENDA PLANNING

To accomplish its job products with a governance style consistent with Commission policies, the Commission will follow an annual agenda that (1) completes a re-exploration of Ends policies annually and (2) continually improves Commission performance through Commission education and enriched input and deliberation.

Accordingly:

1. The cycle will conclude each year on the last day of June so that administrative planning and budgeting can be based on accomplishing a one year segment of the Commission's most recent statement of long term Ends.

2. The cycle will start with the Commission's development of its agenda/schedule for the next year.

A. Methods of gaining ownership input, governance education and education related to Ends determination, (e.g., presentations by futurists, advocacy groups, demographers, staff, etc.) will be arranged in the first quarter (of the Commission's planning cycle), to be held during the balance of the year.

B. The chair is encouraged, at the commencement of the Commission's annual planning cycle, to prepare a tentative agenda for the following year's meetings. The agenda for any particular meeting will be determined by the chair, although members are encouraged to recommend any appropriate matters for Commission consideration.

i. Any Commission member desiring to recommend any matter for Commission discussion will advise the chair of such matter at least twenty-one (21) days prior to the scheduled Commission meeting.

ii. By an affirmative vote of a majority of the members of the Commission or of those present at a meeting, additional matters may be added to the agenda of any Commission meeting.

3. Throughout the year, the Commission will attend to consent agenda items as expeditiously as possible.

4. Executive Director monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.

POLICY 4.5 CHAIR'S ROLE

The Chair assures the integrity of the Commission's process and, secondarily, occasionally represents the Commission to outside parties.

Accordingly:

The job result of the chair is that the Commission behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

A. Meeting discussion content will be only those issues which, according to Commission policy, clearly belong to the Commission to decide, not the Executive Director.

B. Deliberation will be fair, open and thorough but also timely, orderly and kept to the point.

The authority of the chair consists in making decisions that fall within topics covered by Commission policies on Governance Process and Commission/Staff Linkage, except where the Commission specifically delegates portions of this authority to others. The chair is authorized to use any reasonable interpretation of the provisions in these policies.

A. The chair is empowered to chair Commission meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).

B. The chair has no authority to make decisions about policies created by the Commission within Ends and Executive Limitations policy areas. Therefore, the chair has no authority to supervise or direct the Executive Director.

C. The chair may represent the Commission to outside parties in announcing Commission-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

D. The chair may delegate this authority but remains accountable for its use.

E. The chair may appoint members and a chairperson for each Commission committee, unless otherwise stipulated by Commission policies or the Commission's bylaws.

F. The chair will act in collaboration with the Executive Director to maintain the linkage/relationship between the Commission and the Governor's Office, the General Assembly, the National Endowment for the Arts (NEA) and Tennesseans for the Arts (TFTA) and between the Commission and any other outside agencies or organizations.

POLICY 4.6 COMMISSION MEMBERS' CODE OF CONDUCT

The Commission commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Commission members.

Accordingly:

1. Commission members must represent unconflicted loyalty to the interests of the people of Tennessee. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Commissions, boards, or staffs. It also supersedes the personal interest of any Commission member acting as a consumer of the organization's services.

2. Commission members must avoid conflict of interest with respect to their fiduciary responsibility.

A. Commission members shall keep the Executive Director informed regarding their membership in all arts and arts-related organizations and shall disclose such member's role as an officer, director or other special relationship with any such organization. There must be no self-dealing or any conduct of private business or personal services between any Commission member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information.

B. When the Commission is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.

C. Commission members must not use their positions to obtain employment for themselves, family members or close associates. Should a Commission member seek staff employment, he or she must first resign.

3. Commission members may not attempt to exercise individual authority over the organization except as explicitly set forth in Commission policies.

A. Commission members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Commission authorized.

B. Commission members' interaction with public, press or other entities must recognize the same limitation and the inability of any Commission member to speak for the Commission except to repeat explicitly stated Commission decisions.

C. Commission members will give no consequence or voice to individual judgments of Executive Director or staff performance.

POLICY 4.7 INDIVIDUAL RESPONSIBLITIES OF MEMBERS OF THE COMMISSION

The leadership success of the Commission is a direct result of the individual and collective participation of its members.

Therefore, each Commission member is expected to participate in the following ways:

1. Attendance - As Commission contemplation, deliberation and decision-making are processes which require wholeness, collaboration and participation, attendance at Commission meetings is required of Commission members. Members may not be absent from no more than two of the Commission's four regularly scheduled meetings in any fiscal year. Any member in violation of Tennessee Arts Commission attendance policy will be contacted via a letter by the Executive Director inquiring as to the nature of the absences and that member's interest in future service to the Commission. Any further action will be determined by the Commission's chair, the executive director and the Office of the Governor.

2. Preparation and Participation - Commission members will prepare for Commission and committee meetings and will participate productively in discussions, always within the boundaries of discipline established by the Commission. Each member will contribute his or her own knowledge, skills and expertise to the Commission's efforts to fulfill its responsibilities.

3. Members as Individuals - The Executive Director is accountable only to the Commission as an organization, and not to individual Commissioners. Accordingly, the relationship between the Executive Director and individual members of the Commission, including the Commission chair, is collegial, not hierarchical.

4. Members with Good Standing - As Commission members are trustees representing the organization within the State of Tennessee, members are expected to remain in good standing within the community.

5. Linkage with Constituents - Each Commission member is expected and required to inform all interested persons about the Commission's viewpoints, objectives, programs and services and to familiarize himself/herself with the activities of the artistic organizations active in his or her area.

6. Each Commission member is strongly encouraged to participate in one grant panel per year.

7. Strive as a Commission to have 100 percent participation as individual members of Tennesseans for the Arts.

POLICY 4.8 COMMISSION COMMITTEE PRINCIPLES

Commission committees, when used, will be assigned so as to reinforce the wholeness of the Commission's job and so as never to interfere with delegation from Commission to Executive Director.

Accordingly:

1. Commission committees are to help the Commission do its job. Committees ordinarily will assist the Commission by preparing policy alternatives and implications for Commission deliberation.

2. Commission committees may not speak or act for the Commission except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.

3. Commission committees cannot exercise authority over staff. Because the Executive Director works for the full Commission, he or she will not be expected to obtain approval of a Commission committee before an executive action.

4. Commission committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Commission committee which has helped the Commission create policy on some topic will not be used to monitor organizational performance on that same subject.

5. Committees will be used sparingly and ordinarily in an ad hoc capacity. Each Commission committee shall be assigned specific goals to be accomplished, within the limits of its authority.

POLICY 4.9 COMMISSION COMMITTEE STRUCTURE

A committee is a Commission committee only if its existence and charge come from the Commission, regardless of whether Commission members sit on the committee. The only Commission committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. The Executive Director and/or his/her designee will serve as a non-voting member of each committee.

1. **Nominating Committee**

A. Product: Properly screen proposed slate of officers and, as appropriate, recommendations for additional gubernatorial appointments.

2. **Interboard Committee**

A. Product: Carefully arranged inter-board events, joint efforts and other interactions to achieve stated mission.

B. Authority: To incur costs of no more than $500 in direct charges and no more than 30 hours of staff time.

3. **Legislative Change Advisory Committee**

A. Product: Options and implications for Commission consideration regarding long term legislative or regulatory effects to be achieved--by no later than September 30 for budgetary (advocacy) matters and by March 31 for other legislative actions.

4. **Allocations Committee**

A. Product: With the executive director, develop fair and equitable funding levels among the Commission's grant programs, initiatives and special projects from revenue resources available.

B. Authority: As Commission representatives, the committee will establish funding priorities and levels to provide staff with guidelines for allocation recommendations to the Commission.

C. Procedure: The Vice Chair of the Commission will act as chair of the committee with three additional members to be appointed by the Chair of the Commission with equal geographical representation (East, Middle and West). The committee will meet with the executive director the first week of May each year.

5. **Audit Committee**

A. Product: Responsible for providing oversight that top management is effectively managing the Commission and safeguarding the entities assets from fraud, waste and abuse and ensuring that all financial information is complete, accurate, and adequately disclosed.

B. Authority: May serve as facilitators of audits or investigations of the Commission; ensure implementations of audit recommendations; assist in resolution of problems and auditors may have with staff; work with staff to develop a formal process of risk management; document results of assessments; assure internal controls are in place; and inform the Comptroller of the Treasury's office when fraud is detected.

POLICY 4.10 NOMINATION AND ELECTION OF OFFICERS

The Nominating Committee will properly screen and nominate, for Commission consideration, the Commission Chair, Vice-Chair and Secretary as stipulated in the bylaws and will recommend individuals for appointments to the Commission by the Governor.

Accordingly:

1. The Chair will select the Nominating Committee. With the exception of the first three years of the reconstituted commission during which time the committee shall be appointed by the Chair, the committee shall be comprised of the retiring members of the Commission and any additional members the chair may name. The Chair shall appoint the committee at the next to last quarterly meeting of the fiscal year or as needed to accomplish its task. It shall present a slate of officers to the Commission for election at the last meeting of the fiscal year. Any Commission member may make other nominations in attendance at that meeting.

2. Should the elected Chair of the Commission be unable to serve or complete his/her term of office, the Vice-Chair of the Commission shall become Chair *pro tem*. Should both Chair and Vice-Chair be unable to serve, the Secretary of the Commission shall act as Chair until the last meeting of the fiscal year at which a new slate of officers shall be elected.

3. When bringing forth names for gubernatorial appointments, Nominating Committee shall solicit input from the entire Commission.

4. Notwithstanding the prior language of policy 4.10, in the circumstance of the statutory reconstituting of the Tennessee Arts Commission, officer nominations shall be made by any

commission member in attendance at the first meeting of the reconstituted Commission and elected by the majority of Commission members then in office, present and voting.

5. Notwithstanding the prior language of policy 4.10, in the circumstance of the statutory reconstituting of the Tennessee Arts Commission, officer nominations shall be made by any commission member in attendance at the first meeting of the reconstituted Commission and elected by the majority of Commission members then in office, present and voting.

POLICY 4.11 COST OF GOVERNANCE

Because poor governance costs more than learning to govern well, the Commission will invest in its governance capacity.

Accordingly:

1. Commission skills, methods and supports will be sufficient to assure governing with excellence.

A. Training and retraining will be used to orient new members as well as to maintain and increase existing member skills and understandings. Any new appointed Commission member is asked to thoroughly read the Commission's Governing Policies.

B. Outside monitoring assistance will be arranged as deemed appropriate by the Commission so that the Commission can exercise confident control over organizational performance.

C. Outreach mechanisms will be used as needed to ensure the Commission's ability to listen to owner viewpoints and values.

2. Costs will be prudently incurred, though not at the expense of endangering the approved budget of the Commission.

A. Commission members will be reimbursed for expenses incurred in performing their responsibilities using limitations established by the State of Tennessee as a guide. Commission members must file with the Executive Director an itemized travel voucher for expenses incurred within thirty (30) days of the activity for which reimbursement is requested.

No person on the basis of race, color, national origin, disability, age, religion, or sex shall be excluded from participation in, or be denied benefits of, or otherwise be subject to discrimination of services, programs, and employment provided by the Tennessee Arts Commission and its contracting agencies.

For ADA inquiries, please contact Kim Johnson (615) 532-9797 or Tennessee Relay Center 1-800-848-0298 (TTY) or 1-800-848-0299 (voice)

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