



# National Association of Pastoral Musicians

## Governing Policy (*Section 2*): Governance Process

### **2.0: Global Governance Process (The Role of the NPM Board of Directors)**

*Approved: 10/8/18*

The Board of Directors exists to govern the National Association of Pastoral Musicians according to the Constitution of the association, representing the interests of the association's members, and ensuring NPM achieves its mission in the world, as stated in Ends policies.

### **2.1: Governing Style**

*Approved: 11/30/18*

The board will govern lawfully through policies, with an emphasis on:

- Gospel values
- Outward vision rather than internal pre-occupation
- Encouragement of diversity in viewpoints
- Strategic leadership more than administrative detail
- Clear distinction between board and executive roles
- Collective rather than individual decisions
- Striving for consensus
- Future rather than past or present
- Proactivity rather than reactivity

### **2.2: The Board's Job Description**

*Approved: 11/30/18*

The board of directors exists to ensure that the mission of NPM is achieved. This is accomplished:

- 1) By serving as the representative of NPM members ("owners"), linking them to the operations of the association.
- 2) By establishing governing policies for the association:
  - a. Ends: Why Does NPM Exist?
  - b. Governance Process: The Role of the NPM Board of Directors
  - c. Board-Management Delegation: The Relationship between the Board and the CEO
  - d. Executive Limitations: What the CEO CANNOT Do in Achieving Ends
- 3) Through hiring, oversight of, and discharge of the CEO, who is responsible for the operations of the association.

- 4) By other official and ceremonial functions undertaken as stewards of the association.

## **2.21: Linkage to Ownership**

*Approved: 11/30/18*

NPM is governed by the board of directors, on behalf of the association's members (its "owners").

The board of directors is the linkage of NPM members to the operations of the association.

The board is responsible for accounting to members how the mission of NPM (as articulated in Ends policies) is being accomplished and how its resources are being used.

As stewards of the association's resources and as governors, the board will relate to members in ways including but not limited to:

- 1) The work of the NPM Council, the official link between the board and members.
- 2) An annual report issued to members, including significant achievements of the association and an accounting of NPM finances for the previous fiscal year; this annual report should be issued as soon as possible after the fiscal year concludes, in an appropriate medium.
- 3) The national convention or other national gatherings, including but not limited to:
  - The annual members' meeting, which the board conducts in collaboration with the council, the CEO, and other NPM leaders during the annual convention or at another suitable time as specified by the board.
  - By introducing plenum speakers, presenting board-issued awards, and other ceremonial duties as determined by the board in conjunction with the CEO.
- 4) A column in each issue of *Pastoral Music*, written by a board member, highlighting the association's efforts in mission fulfillment or responding to the concerns of members.
- 5) E-mail communications from the board such as an e-mail on St. Cecilia's feast day or other annual commemorations important to the Church or NPM membership.
- 6) Availability via phone and e-mail located on the NPM website and in other publications.

## **2.22: Official Duties of the Board (Non-Governance)**

*Approved: 11/30/18*

In addition to governance, the board or its members individually may undertake other official and ceremonial functions as stewards of the association, including but not

limited to:

- 1) Presenting annually both the *Jubilate Deo* and Pastoral Musician of the Year awards, with advice from the NPM Council.
- 2) Introducing dignitaries and/or keynote speakers and serving as master of ceremonies for various events when appropriate.

### **2.221: Major Awards (*Jubilate Deo* and Pastoral Musician of the Year)**

*Approved: 11/30/18*

Each year, the National Association of Pastoral Musicians recognizes distinguished members and others who have made significant contributions to the field of pastoral music.

The NPM Board bestows the awards during the annual convention at a designated time or in another way.

In its capacity as the advisory body, the NPM Council submits nominations of candidates for the major awards to the board, based on the stated criteria, following the process below.

Other bodies within the association also bestow awards to their constituencies, such as DMMD, Committee for Chapters, and others. The leadership of those bodies is responsible for setting criteria for the award and selecting recipients.

- a. *Jubilate Deo*: Given in recognition of a substantial contribution to the development of pastoral liturgy in the United States.
- b. Pastoral Musician of the Year: Given to a pastoral musician who exemplifies the best of NPM, one who has given substantial witness or promotion to the role of pastoral music in parish, diocesan, or institutional life.

### **2.3: The Board's Code of Conduct**

*Approved: 4/3/19*

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

Board members will participate as fully as possible in all board meetings, having prepared themselves as thoroughly as possible for discussion and decision-making.

Board members will keep confidential all matters that the board explicitly deems confidential, or would be assumed by a reasonable person to be private (e.g. personnel issues, legal issues, proprietary strategy, etc.)

Board members will safeguard digital communications and file storage related to

organizational activity.

### **2.31: Conflicts of Interest**

*Approved: 4/3/19*

Board members (including the CEO) shall disclose any potential or real conflicts of interest as regards their ability to make independent and impartial decisions about the association.

At the beginning of a new board term (January of even-numbered years), such conflicts of interest are disclosed in a board meeting and may be enumerated in writing for the sake of transparency.

Board members are expected to disclose any potential conflicts of interest that arise throughout the next two years to the board as a whole.

Board members are expected to recuse themselves from decision-making that would bring them personal gain (paid or unpaid).

The board will police its own conduct in these matters, unless a majority of the board deems it appropriate for some other group to do so.

Board members should avoid even the appearance of impropriety or harm to the reputation and image of the association.

### **2.4: Orientation of New Board Members**

*Approved: 4/3/19*

The board is responsible for the orientation of new members.

The board chair, assisted as necessary by other veteran members, will work on behalf of the board to orient newly-elected or appointed members as quickly as possible.

Orientation materials include, but are not limited to:

- Recent board meeting agendas
- Recent executive reports on organizational activities and finances
- Informational materials on policy governance, such as *Boards That Make a Difference* by John Carver
- Access to the board's digital workspace

### **2.5: Board Officers**

*Approved: 5/28/19*

The chief governance officer of the association is the board chairperson, assisted by a vice-chairperson.

Both are elected by the voting members of the board per the NPM Constitution.

The duties of the chairperson are to ensure the integrity of the board's process (as articulated in governance policies) and to represent the board to outside parties. The chairperson also fulfills the duties commonly assigned to a secretary.

The board chairperson has the authority to make decisions that fall within topics covered by board policies on Governance Process and Board-Management Delegation, except where the board specifically delegates portions of this authority to others. The board chairperson is authorized to use any reasonable interpretation of the provisions in these policies.

The board chairperson has no unilateral authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas, and therefore has no authority to supervise or direct the CEO apart from the board as a whole.

The board chairperson may delegate the authority of the chief governance officer as stated above but remains accountable for its use.

## **2.6: Board Agenda Planning and Evaluation**

*Approved: 4/3/19*

To accomplish its tasks with a governance style consistent with board policies, the board will focus its agenda of work on developing governing policies and monitoring them.

The board will also consistently evaluate its own governance process and undertake its own self-education so as to improve its ability to govern.

### **2.61: Agenda Planning**

*Approved: 4/3/19*

The board's agenda will focus on the development and monitoring of governing policies.

All administrative matters not delegated to board officers (e.g. approval of minutes) should take second place to policy governance.

All Ends policies will be reviewed at least annually.

Agendas for board meetings (whether in-person or virtual) shall be drafted by the board chair, in consultation with the vice-chair and CEO, and – whenever feasible – available for feedback by board members at least one week prior to meeting.

Materials needed in preparation for meetings will be available for review with suitable lead time.

## **2.62: Evaluation and Education**

*Approved: 5/28/19*

The board will consistently evaluate its own governance process. The chair will ensure that, whenever feasible, each meeting ends with time for evaluation of said meeting. Board members have an obligation to recommend to the chair ways in which board meetings and other aspects of the board’s agenda could be executed more effectively.

To improve its own skills at governance, the board will undertake educational efforts including reading, workshops, invitation of guest experts, etc. The chair will be responsible for proposing continuing education efforts to the board as part of the agenda planning process.

## **2.7: Relationship between the NPM Board and Council**

*Approved: 1/31/19*

- 1) The NPM Council, whose members represent the interests and concerns of NPM members, is formed according to the prescriptions outlined in the NPM Constitution. The Council elects the NPM Board of Directors, as prescribed in the Constitution, and fulfills all other duties described therein.
- 2) The Council, along with the Board and CEO, ensures that the mission of NPM is being effectively carried out in the Church and in the world, and surfaces issues and concerns related to mission effectiveness to the Board and CEO.
- 3) The Council acts as an advisory body to the Board and the CEO.
  - a) Reports, including summaries of board meetings and finances, are presented to the Council on a periodic basis by the board and CEO.
  - b) Council members are involved in the planning of NPM programming on various levels.
  - c) Council members are asked to serve on ad hoc committees or task forces as needed.

## **2.8: Cost of Governance**

*Approved: 11/9/18*

To fund governance activities by the NPM Board of Directors and NPM Council, up to 1% of the previous year's association revenue will be designated for supporting the work of the board and council. The board will approve a "Cost of Governance" budget for the next fiscal year by October 31, based on projected revenues (subject to adjustment based on actual revenue.) The CEO will administer the governance budget, in the same way as all other association funds.

This "Cost of Governance" budget will be used to fund governance activities of the board and council, including but not limited to:

- Board and Council Meetings (in-person and virtual, meeting space, lodging, travel, materials)
- Orientation for Board and Council Members
- Board and Council meeting with NPM members (in-person or virtual)
- Outside monitoring (financial audits, etc.)
- Training for board and council members
- Consultants

To help reduce the direct costs of governance, whenever operational activities provide discounted or complimentary goods or services (e.g. virtual meeting platforms, food service, free hotel rooms, discounted meeting space, travel rewards, etc.) that would benefit governance activities, these shall be allocated to the board and council whenever possible.

At a minimum, when the board meets in person during the national convention, a suitable meeting room (e.g. proximate, adequate size and furnishings, secure) accessible to the board throughout the week shall be secured in convention or hotel space. Also during national conventions, a suitable meeting room for the council meeting shall be included in convention planning.

## **National Association of Pastoral Musicians**

Governing Policy: Governance Process

*Approved: 7/28/2020*

### **2.10 Role of Episcopal Moderator**

The Episcopal Moderator is an active Bishop of the Latin Church who serves as a liaison between the Association and the United States Conference of Catholic Bishops.

1. The Moderator is appointed by the leadership of the USCCB, serving at the pleasure of the President of the Conference.
2. The Moderator serves as an ex officio member of the NPM Council.
3. The Moderator attends the national convention, presides at one or more liturgical celebrations, and provides a pastoral presence to members.
4. The Board of Directors may consult with the Episcopal Moderator regarding the work of the Association and its contribution to the life of the Church in the United States.