1. Frequency of Trustee Meetings
The WESTAF Trustees will meet three times a year: October (the organization’s annual meeting), January, and May. The Chair, in consultation with the Executive Director, selects the meeting times.

2. Location of Trustee Meetings
The WESTAF Trustees will rotate the location of their meetings throughout the region. Periodically, when a reason exists, the Trustees may meet in Washington D.C. or in another out-of-region location in conjunction with a national arts meeting. The Chair, in consultation with the Executive Director, selects the meeting location.

3. Meetings of the Executive Committee
The Executive Committee meeting will convene monthly. The Committee will generally meet via conference call except when it meets in a session preceding a meeting of the full Board. The Committee will meet in person every summer to review the proposed WESTAF annual budget, begin the annual performance evaluation of the Executive Director, and consider major policy changes that the Board needs to consider at its annual meeting.

4. Approval of TourWest Grant Awards
After a panel has reviewed the TourWest grant applications, the roster of groups recommended for funding will be faxed to the Executive Committee for each member’s signed approval. After a majority of the forms marked “approved” have been received back in the WESTAF office, grant applicants will be notified of decisions on their applications. Any member of the Executive Committee may request the convening of a meeting via conference call to discuss the list of recommended awards. The Executive Committee has the power to revise the awards.

5. Executive Director Forums
Twice a year, WESTAF will organize and convene meetings of the Executive Directors of the state arts agencies of the region. The agendas for the meetings will be developed in consultation with the Executive Directors and will focus on items such as professional development, program-development advice to the WESTAF staff, discussion of issues and policies affecting state
arts agencies, and networking and information-exchange opportunities.

6. **Evaluation of the Executive Director (Revised May 18, 2002)**
The process of evaluation of the performance and accomplishments of the WESTAF Executive Director will have the following steps.

a. Within 45 days following the annual meeting in October, the Executive Director will prepare a list of goals for the coming year. The goals will be presented to the WESTAF Chair, who may comment on and suggest revisions to them.

b. The Executive Director will summarize the degree to which she/he believes the goals have been met. The summary will be submitted with the board book materials that the Executive Committee will receive in advance of the annual in-person Executive Committee meeting.

c. Each summer, the state arts agency Executive Directors will receive a survey from the WESTAF Chair soliciting their advice regarding the performance of the WESTAF Executive Director.

d. The members of the WESTAF Board of Trustees will be surveyed regarding the performance of the Executive Director in the summer every two years or whatever time is set forth in the Executive Director’s employment contract.

e. At their annual (late summer) in-person meeting, the Executive Committee will conduct an evaluation of the Executive Director based on data collected from surveys, the goals fulfillment statement prepared by the Executive Director, and other appropriate sources.

f. At the annual meeting, the Chair will report the findings of the evaluation process to the full Board. The Executive Director will be present during that report and will be offered an opportunity to respond to the findings.

1. **Annual Budget Process**
The annual budget process will have the following components:

a. At the spring meeting of the full Board, the Executive Director will present the Trustees with an overview of the staff’s perspective on mid- and long-range budget projections, outline short and long-term rationales informing the preparation of the budget, and outline the major year-to-year budget changes that will be proposed in the staff’s budget draft.

b. Prior to the submission of the detailed draft budget to the Executive Committee, the staff will meet with the Treasurer and receive advice
concerning the budget.

c. At least seven days prior to the summer in-person meeting of the Executive Committee, the Executive Director will mail the Committee a detailed budget proposal for the coming fiscal year.

d. At the summer in-person meeting of the Executive Committee the Committee will review and revise the budget presented by the staff and approve a form of the budget for the Treasurer and Executive Director to distribute to the full Board.

e. Following the in-person summer Executive Committee meeting, the full Board will be mailed the budget draft approved by the Executive Committee and will be asked to comment on it prior to its submission for approval at the annual meeting.

f. In a meeting prior to the annual meeting, the Executive Committee may approve any necessary additional revisions to the draft budget.

g. The budget will be presented by the Treasurer to the full Board for discussion, revision, and ratification at the annual meeting.

8. Appeals of Participation Fees by State Arts Agencies

If a state wishes to appeal the payment of a full participation fee, the following steps will be taken:

a. The state agency that is appealing the payment of its participation fee in light of a substantially reduced budget will be requested to send a letter stating the appeal and the grounds for the appeal in writing to WESTAF’s Executive Director. This letter must be received by May 15th preceding the WESTAF fiscal year in question which begins October 1st.

b. The Executive Director of the state arts agency making the appeal will work with WESTAF’s Executive Director to prepare the appeal presentation.

c. In a scheduled or special meeting of the Executive Committee, the appeal argument will be made by the appealing state’s Chair and Executive Director.

d. The Executive Committee will discuss the appeal and advance it to the full Board with a recommendation to approve or deny the appeal.

e. The full Board will consider the appeal and approve, reject or table it.
After final action is taken, WESTAF’s Executive Director will prepare a draft letter for the WESTAF Chair’s signature that sets forth the Board’s decision regarding the state’s appeal.

Approved January 22, 2000

1. The Selection of Executive Directors as Trustees
When a WESTAF vacancy (or vacancies) for one or more of the five Trustee positions designated for a state arts agency Executive Directors occurs, the following procedure will be used to elect a state arts agency Executive Director(s).

   a. State arts agency Executive Directors eligible for election include all state arts agency Executive Directors from the WESTAF-region holding their state positions on the day of the election in an active, participating state.

   b. State arts agency Executive Directors eligible to vote in the peer election include all state arts agency Executive Directors from the WESTAF-region holding their position on the day of the election.

   c. The “day of the election” is the twenty-four hour period following the time in the WESTAF office that the ballot was distributed via fax.

   d. Election of state arts agency Executive Directors to the Board is either:
      - A full three-year term or a designated term length defined by the Board Development Committee and approved by the WESTAF Board of Trustees.
      - The period required to complete the unexpired portion of a vacated seat due to the departure of another state arts agency Executive Director serving as Trustee.

      a. The length of term shall be indicated on the ballot.

      b. State arts agency Executive Directors serve on the Board until their term of election to the Board expires, they resign, or they no longer hold the position of state arts agency Executive Director.

      c. The Chair of the Board Development Committee will work with the WESTAF staff to manage the balloting procedure. If the Board Development Committee Chair is not a state arts agency Executive Director, the Board Development Committee Chair will enlist a state arts agency Executive Director who serves on the Board Development Committee, to oversee the election process.
d. A ballot will be prepared that allows those voting to identify their first, second and third choices via a weighted voting method. Such weighting will, if necessary, allow for the election of more than one person on a ballot.

e. Ballots will be submitted for tabulation to the WESTAF staff.

f. If no one person on a ballot receives more than 50% of the first choice designations of their peers, those who receive the greatest number of votes will be presented to the state arts agency Executive Directors in a runoff ballot, or a series of runoff ballots, until a minimum of 50% of those voting give an individual the first choice rank.

g. The Chair of the Board Development Committee (jointly with the state arts agency Executive Director managing the election) will notify the WESTAF Chair and Executive Director of the election results and then will notify the state arts agency Executive Directors and the WESTAF Trustees of the election results.

2. Profile of Executive Director Trustee Candidates

The following list is a matrix of qualities that can inform the election of state arts agency Executive Directors to the WESTAF Board. During the peer election process, WESTAF State Arts Agency executive directors are asked to keep these characteristics in mind when completing their ballots. These qualities were unanimously agreed upon by the Executive Director’s at a forum held in June of 1999. The considerations are:

a. A willingness to serve on the WESTAF Board, attend meetings, and contribute to the organization’s development.

b. The need for the Executive Directors serving on the board to collectively represent the geographic diversity of the region.

c. The need to have representation from states with varying population bases.

d. The need to maintain an institutional memory of WESTAF and the institutional memory of the relationship of state arts agencies to WESTAF.

e. The leadership ability of the candidate for board service.

f. The fair rotation of opportunities for board service.

1. “Strong CEO” Management Model

In defining the role of the executive director within the management structure
of WESTAF, the model utilized is one of a “strong CEO,” similar in format and responsibilities to that of a corporate chief executive. This structure enables the WESTAF Board of Trustees to establish policies and to state its goals, desired outcomes, and concerns, empowering the executive director and his/her staff to be creative in accomplishing the Board's mission and goals within its policy structure.

As the chief executive, the executive director is charged with achieving the mission and goals of the organization, while operating within boundaries established by the Trustees. He/she is responsible for developing and recommending budgets, for managing all organizational, program budgets and financial plans; for overseeing the development and evaluation of all administrative, programmatic and enterprise activities; and for the supervision and assessment of all WESTAF personnel.

As the Board is responsible for the organization’s governance through policy development, the executive director is responsible for the overall management of the organization and is a key initiator of budget and program items brought to the Board for consideration. For example:

- **Budget Development:** Annually, the executive director initiates the development and preparation of the organization’s budget for the subsequent fiscal year. The proposed budget is then distributed to the Trustees for review, adjustment and approval. In part, through the budget process, the executive director makes considered recommendations and develops needs assessments and/or a rationale for the initiation or discontinuation of programs through the allocation of resources.

- **Program Implementation:** After consultation with the field and working with staff, the executive director will present major program initiatives requiring sustained, substantial, multi-year financial commitments to the Board for approval. The Board may function as part of “the field” to suggest initiatives to the director.

12. The program development process should conform as closely as possible to the following:

a. Ideas for programs and the proposed design of such programs will emerge in forums and/or general discussions with the field.

b. Ideas for programs may also emerge from individuals in the field, trustees, or the WESTAF staff. In this case, members of the field will be consulted to secure their advice regarding the necessity, feasibility, and implementation strategy of the program.

c. Professionals and practitioners gathered by WESTAF to advise on field development will be the primary source for the suggestion for refining programmatic initiatives.
d. The WESTAF staff will review new program proposals and submit them to the Board of Trustees with a recommendation for approval or denial. Proposals will not be submitted unless they comply with the WESTAF plan or are believed to offer the organization and/or the field it serves, unique opportunities.

e. All programs should extend upon or relate to WESTAF’s mission. All proposals will carry a budget note that details present and projected future budget implications of the program.

f. In a formal meeting, the Trustees will take one of the following actions regarding the program proposal: approve, deny, table, return to the staff for further study, or assign to a committee for further study.

1. Use of a Mail/Fax Ballot for Conducting Business
A mail and/or fax ballot may be used for the election of Trustees and to conduct other business not specifically limited to in-person meetings by the by-laws provided the Executive Committee approves its use in advance.

2. The Duties of the Board Development Committee
In cooperation with its appointed Chair, the Board Development Committee will be responsible for the following:

a. Oversee the nomination and election of candidates to the Board as provided by the by-laws.

b. Development and ongoing review and revision of a matrix of Trustee characteristics.

c. Maintenance of a pool of potential Trustee candidates,

d. Organization and supervision of the Board orientation and ongoing development process, and

a. Conduct the Board performance assessment.

Approved May 22, 2008

WESTAF Organizational Structure

Annually, WESTAF’s Executive Director will review the organizational structure of WESTAF to determine if alternative subsidiaries or changes therein, would serve the mission and current programs. The results of this review will be reported to
the Board of Trustees at any regular meeting.

The Executive Director will offer any recommendations, such as alternative subsidiaries, under Article VI of the WESTAF by-laws to the Executive Committee, who will review and act on each such proposal as a recommendation to the Board of Trustees.

The Board of Trustees will act on each such recommendation brought forward.