

ACROSS THE BOARD

A PUBLICATION OF OPERA AMERICA FOR OPERA COMPANY TRUSTEES

THE NATIONAL OPERA CENTER
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SPRING/SUMMER

2018

From the President and CEO of OPERA America

This inaugural issue of *Across the Board* comes on the heels of OPERA America's best-attended National Trustee Forum. From February 21–23, 2018, a record number of 52 trustees representing 33 Professional Company Members convened at OPERA America's National Opera Center in New York City to discuss a broad array of governance topics, including board member recruitment, committee structure and succession planning, as well as other significant issues shaping the industry today.

The Trustee Forum was established in 2005 with the core belief that the strength of an opera company is directly linked to the quality of governance demonstrated by its board members. This new, semiannual newsletter is

dedicated to providing you with insights into the successful leadership practices and strategies of opera company boards throughout the sector.

I hope you will benefit from the collective knowledge of the field and will draw on OPERA America's resources in leading and supporting your company to success.



Marc A. Scorca

ESTABLISHING A CODE OF ETHICS

Successful boards are fueled by a clear understanding of member roles and responsibilities. Their trustees are unified by a shared commitment to fulfilling those obligations. Yet, many companies struggle to keep guiding principles at the forefront of their boards' work.

Marc A. Scorca, president and CEO of OPERA America, sat down with Rob Vineberg, trustee and past chair, and Larry Desrochers, general director and CEO, of Manitoba Opera, to learn how one company found a solution by establishing a code of ethics.

Marc A. Scorca: At the National Trustee Forum, you shared some really good procedures that you put into place for encouraging respectful conduct at Manitoba Opera. Tell me what you developed.

Rob Vineberg: Seven years ago, we implemented a formal code of ethics policy for our board of trustees. It runs just over two pages and articulates the kind of things that you would expect of a board member: to fulfill fiduciary obligations; to understand the company and the founding documents; to be able to carry out the role; to conduct oneself in a professional, courteous and respectful manner; to always act in good faith; to disclose any actual or potential conflicts of interest; and to respect confidentiality.

We also ask board members to operate in a spirit of "cabinet solidarity." In other words, you can challenge and discuss issues at the board level, but once a decision is made, it is expected that all board members will support that decision. The alternative is to resign from the board if you can't abide by the direction the board has taken.

Finally, we want to ensure that board members treat staff and volunteers in a respectful manner, as well, and that at the end of their term, board members are willing to conduct an exit interview so we can learn from their experience and build on that.

Marc: What led to the development of this code of ethics?

Rob: It was an experience that my wife and I had at our condominium. While my wife was president of the condo corporation, there was a major repair proposal that was under consideration. The condominium board voted unanimously in favor of it. But following the vote, two board members started talking behind everyone else's back to try to derail the proposal at the general meeting. They were called out and the proposal was approved, but in retrospect we didn't want to see that happen again. So, the condo corporation had its lawyer develop a code of ethics.

From this experience, it seemed to me that we needed to be proactive at Manitoba Opera in anticipating what challenges the organization

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The National Trustee Forum Steering Committee is a group of leading opera company trustees invited to provide insight and guidance into OPERA America's programming for trustees.

might have. I brought the idea of developing a code of ethics to the opera board and everyone thought it was a good one.

Marc: Who developed this code?

Larry Desrochers: It was our governance committee, and the chair at the time was a lawyer (who is now a justice in Manitoba's equivalent of the Supreme Court). He worked with me and another board member to develop a draft early in 2011. It was approved by the board in June 2011 and has been in place ever since.

Rob: Yes, it was done internally. No consultants, just smart and concerned citizens. And there were, and still are now, good examples of codes of conduct that we could draw on.

Marc: Was there any opposition to this? Did any board members feel as if it was becoming prescriptive or that you were somehow parenting them in their board duties?

Rob: No, I don't think there was any pushback at the time.

Marc: Have you ever had to invoke the code of ethics with a board member? Have you ever had to hold it up and say, "Excuse me, Mr. Smith, but point 3 of our code of ethics says...?"

Rob: Not in an explicit fashion. Since we adopted the code, we've had two experiences, a few years apart, with board members objecting to the approval of budgets with soft revenue projections. They were just so uncomfortable with this that they chose to submit their resignations. They didn't reference the code explicitly, but their behavior was consistent with what it directed. So, I think it's had a positive impact.

Marc: How do you introduce the code to new board members? Is it part of the cultivation or the orientation?

Larry: We include the code of ethics as part of a package we prepare at the recruitment stage for prospective board members, alongside copies of our annual reports, bylaws, mission, vision and values statements, standing policies, and our board expectations document. Prior to bringing a name forward to the board for a vote, another board member and I will meet with each board prospect to confirm the material has been read and understood.

Rob: For someone who is considering joining the board, there is a level of confidence to be derived from an organization that has a good range of governance policies and supporting documents in place. It says to them that there is a structure within which they will be working. So, I consider the code of ethics to be a really important part of our recruitment package.

And we take it a step further, too. At the first board meeting after new board members are approved, all board members — new and old — are required to sign (and re-sign) the code of ethics, to remind them of the fact that they have committed to upholding these values.

Marc: Larry, I would imagine that although you haven't invoked it, it must give you a sense of comfort to know that these principles have been stated up front, and that you have a safety net should anything happen.

Larry: I guess it gives me a sense of comfort, although I don't think of it that way. I think of it as what we are doing to strengthen the institution and to build the institution for those people who are going to come after us. When I came to Manitoba Opera in 2000,

there were only six board members and the only governing document was the bylaws. So, we spent time over the years to put into place governance practices for the board, and this document is one of them.

Marc: Given the #MeToo movement, I know that many opera company trustees are looking to adopt a code of ethics for their employees. Do you have an equivalent policy for staff and visiting artists?

Larry: The interesting thing is that our board policy didn't come out of a situation of crisis. While it was a crisis for another organization (Rob's condo board), we were proactive in taking their negative experience and extrapolating it to our own organization. We were able to see that this could happen to us and we should have something in place.

There was always the intention to develop a similar code of ethics for staff, although we never quite got around to doing it. Taking a lesson once again from what we've seen at other organizations, though, we've just revised and updated our human resources policy. We've included language in that about the ethical conduct we expect from the people working with the company, either long-term or short-term.

The way I see it, if there ever was a moment to be proactive, now is the time. ■

On OPERA America's website, at operaamerica.org/AntiHarassment, you can find a compiled list of tools and resources to help establish policies that foster safe and productive work environments for board members and staff. You can request a copy of Manitoba Opera's code of ethics board policy by e-mailing MTaylor@operaamerica.org.

OPERA America Magazine

OPERA America's quarterly magazine addresses the issues most important to industry professionals, from marketing strategies and governance practices to exciting new repertoire.



In the summer 2018 edition:

- A Conversation with New General Directors
- The Merits and Challenges of Co-Producing
- The Inaugural World Opera Forum
- Blurring the Opera Genre
- "My First Opera" with Kamala Sankaram

You can subscribe to *Opera America* by joining OPERA America as an individual member for \$75 at operaamerica.org/Join.

Opera Conference 2018 in St. Louis

It is my pleasure to invite you and your fellow board members to join us for **Opera Conference 2018: Lifting Many Voices** from **June 20-23**.

OPERA America's 2018 conference, proudly hosted by Opera Theatre of Saint Louis, will bring the opera field together with a focus on increasing civic impact and advancing equity, diversity and inclusion. As a trustee, you can learn the latest discourse around civic leadership, artistic planning, marketing strategies and fundraising initiatives, as well as participate in these sessions related to good governance.

Alongside the meetings, I am delighted you will be able to enjoy our 2018 festival, including classics like Verdi's *La traviata* and Gluck's *Orfeo and Euridice*, as well as Marc Blitzstein's rarely produced *Regina* and the world premiere of Huang Ruo and David Henry Hwang's *An American Soldier*.

I hope you will join us!

Noémi K. Neidorff, Chairman, Board of Directors
Opera Theatre of Saint Louis
conference.operaamerica.org



OPERA 101 FOR TRUSTEES: FIVE TIPS FOR BEING A GREAT NEW BOARD MEMBER

By Jane DiRenzo Pigott, Trustee, Lyric Opera of Chicago

Congratulations on accepting a position on the board of directors! Here are five tips for getting up to speed so that you can hit the ground running:

1. CHAT WITH YOUR GENERAL DIRECTOR

Start by asking your general director about the company's strategic plan: What are the priorities? What are the most important initiatives? You should do your homework before this conversation by reviewing the company's website carefully. It will give you a preview of the vocabulary needed to talk about the company and its projects.

2. STUDY THE FINANCIALS

Your company's financial statements will reveal opera's unique operating model, notably in the imbalanced mix of contributed and earned revenue. Examining the financials will provide the basis for understanding future board conversations about actuals against budgets, cash flow, and planning budgets for future seasons.

3. MEET WITH YOUR HEAD OF DEVELOPMENT

Sit down with the head of development to talk about your annual support and involvement in fundraising. There will be a minimum expectation for an annual gift — many foundations expect to see 100 percent board participation when considering grants — but

you should ask about the average range of board giving so you have perspective on your gift. Also, talk about how your expertise and connections may allow you to contribute to the company's strategic priorities and fundraising goals.

4. DO NOT SKIP THE SOCIAL TIME

One of the biggest returns on your investment in board service will be the social ties you make with other board members. Get to meetings early and chat with colleagues. Make time to go to the social gatherings offered to trustees and consider joining board trips.

5. LEARN EVERYTHING YOU CAN ABOUT OPERA

Your role on the board is to be an advocate for your company and for the art form. If you are just getting into opera, start your education with what your company is performing this season and next. You will find synopses, program notes and cast listings on your company's website, and you should try to go to all pre-performance lectures. You might also subscribe to magazines like *Opera News* and *Opera* (U.K.). OPERA America's quarterly magazine, as well as its National Trustee Forum and Opera Conference, will help you gain perspective on the broader field. ■

OPERA America **RESOURCES FOR TRUSTEES**

TRUSTEE QUICK GUIDE

For a listing of the resources and services available to you as a Professional Company Member trustee, download the 2018 Trustee Quick Guide at operaamerica.org/TrusteeQuickGuide.

CONSULTATIONS

OPERA America President/CEO Marc A. Scorca is available to lead board and staff consultations on a variety of topics related to governance, operations, civic engagement, leadership transitions and

financial health. Consult your general director, and contact Meghan Taylor at MTaylor@operaamerica.org or 212.796.8623 to discuss a consultation at your company.

AT THE **NATIONAL TRUSTEE FORUM:** ON ACHIEVING DIVERSITY AND CURBING HARASSMENT

On the opening day of the National Trustee Forum in February, Marc A. Scorca moderated a conversation with Jane DiRenzo Pigott, a trustee at the Lyric Opera of Chicago, and Ryan Taylor, the president and general director of Minnesota Opera, about increasing diversity in the sector. Jane and Ryan emphasized the importance of having the commitment of company leaders to increasing diversity at every level of the organization, from board and staff to artists and audiences. But diversity is not just a matter of counting people. A company's programming must include stories that resonate with the world around us, created and performed by artists of all backgrounds.

Progress in achieving diversity must be measured against goals for recruitment and retention that are appropriate to the company and city. Ryan described

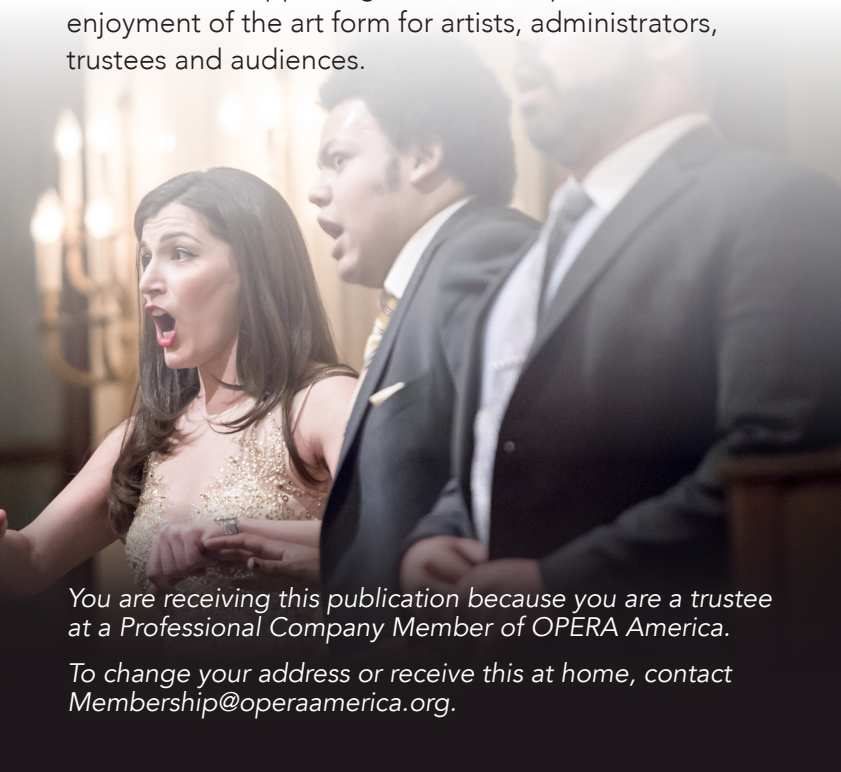
new hiring practices at Minnesota Opera modeled on the Rooney Rule used in professional football and tailored to the demographics of the Twin Cities. Marc also described a strategic approach to board member recruitment that interrupts the tendency of boards to self-replicate as members simply invite people they know to join the organization.

Given recent events in the #MeToo movement, there was great concern among National Trustee Forum attendees about sexual harassment in the industry. OPERA America invited Sarah Glowa-Kollisch, director of strategic services at RAINN, the nation's largest anti-sexual violence organization, to introduce and help define the nuances of harassment, calling on trustee participants to share policies and procedures they had created.

What emerged was a shared understanding about the importance of communicating these policies and procedures to all company members, including board, staff and volunteers, as well as to visiting artists, directors, designers and other independent contractors. It was affirmed that creating a respectful and safe work environment is essential — while still allowing for the teamwork and collaborative spirit that are central to good performances. Following the forum, a list of tools and resources for companies and individuals was posted on OPERA America's website at operaamerica.org/AntiHarassment. ■

Next year's National Trustee Forum will take place from February 21–23, 2019. Speak to your general director about being nominated to participate.

OPERA America is the national advocate for opera, dedicated to supporting the creation, presentation and enjoyment of the art form for artists, administrators, trustees and audiences.



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FUTURE TRUSTEE MEETINGS

OPERA CONFERENCE 2018

June 20–23, 2018 | St. Louis, MO
conference.operaamerica.org

NATIONAL TRUSTEE FORUM 2019

February 21–23, 2019 | New York, NY

OPERA CONFERENCE 2019

June 12–15, 2019 | San Francisco, CA



Opera Conference 2018
REGISTER BY JUNE 14
conference.operaamerica.org

