



Board of Directors' Roles and Responsibilities

The aim of this document is to inform current and potential Board members of their roles and responsibilities. We recognize that all Board members are volunteers with full and busy lives and thus it takes a special commitment to assume the role of Board member. We thank you for your willingness to contribute your precious time and energy to the ISSTD.

Being a member of the Board of Directors for ISSTD is both a privilege and a responsibility. In order for the Board to be an active and productive body, all Board members must be willing to share in the responsibilities of the Board, which are detailed below. You should expect and be prepared to spend, on average, an hour per day on Board related activities. In return, as a Board member you have an opportunity to make a difference in the Society, to brainstorm and collaborate with ISSTD members from all over the world to achieve ISSTD goals, to gain insight into the workings of the society and, to utilize your one's strengths to benefit the Society. Thank you for so generously serving our Society.

Role:

The Board of Directors establishes all matters of policy and goals including the budget. The Board of Directors may establish any standing rules it deems necessary to govern the Society, providing such rules are not in conflict with the Constitution or Bylaws.

Responsibilities:

Prior to assuming office:

1. When first elected, shadow the Board member you are replacing until your first Board meeting so that you can learn about your duties and responsibilities.
2. Review and sign the Code of Conduct and Conflict of Interest Statements (see below).
3. Read all assigned material pertaining to the affairs of the Society prior to assuming office.

4. Be fully informed about the expectations of your role and duties as a Board member, which follow:

During tenure as a Board member:

1. Attend the entire meeting of all regularly scheduled Board meetings and conference calls. There shall be at least 6 such meetings each year (face-to-face or via conference call). Board members who are unable to attend meetings due to emergencies must contact the President or the President-elect as soon as possible to advise same. Notice of all meetings of the Board will be sent to Board members at least 30 days prior to the meeting. Members of the Board may be removed from office after three absences during a fiscal year by vote of the Board upon the request of the President.
2. Participate in email discussions with the Board. Must be able to read and respond to emails at least once a week. Must notify the President or his or her designate when and if unable to meet this commitment.
3. Respond and report within one week to the President and to the Board when requested.
4. Serve as chair for at least one section, committee or task force. Chairs must be active in communicating with committee members, setting action items, and meeting deadlines relevant to the committee's agenda.
5. Serve as committee member or task force member for at least 2 additional committees or task forces.
6. Attend and, if possible, submit a proposal to give a presentation at the Annual Conference.
7. Maintain a working knowledge of the affairs, policies, assets and liabilities of the Society.
8. Share in the task of answering emails from the public that cannot be answered by AMG by volunteering to be on call for at least one month per year.

Code of Conduct and Conflict of Interest Statement

As a member of the Board of Directors, I will:

- make informed and reasoned decisions on behalf of the Society. In order to do this:
 - I will strive to make decisions that are thoroughly informed and free of undue haste
 - I will read all material that is distributed for discussion
 - I will be actively involved in debate and deliberations

- I will be aware of all related documents and implications before making decisions
- listen carefully to my fellow Board members;
- carefully consider and respect the opinions of my fellow Board members;
- respect and support all majority decisions of the Board;
- recognize that all authority is vested in the Board;
- participate actively in Board meetings and actions and not discuss elsewhere what I am unwilling to discuss in Board meetings;
- bring to the attention of the Board any issues I believe will have a significant impact on our organization or those we serve;
- refer complaints directly to the proper level on the chain of command;
- recognize my responsibility to ensure that the organization is well-managed, but not necessarily manage the organization;
- represent all those whom this organization serves and not a particular geographic area or interest group;
- consider myself a "trustee" of the organization and do my best to ensure that it is well-maintained, financially secure, and always operating in accord with our stated objectives and in the best interests of those we serve;
- acknowledge conflicts of interest between my personal life and my position on the Board, and abstain from voting or attempting to influence issues in which I am conflicted;
- allocate necessary time and energy to Board matters and sustain these commitments over time.

As a member of the Board of Directors, I will not:

- use the organization or my position for my personal advantage or that of my friends, relatives or associates;
- discuss the confidential proceedings of the Board outside the Board room;
- promise how I will vote on any issue before hearing the discussion and becoming fully informed;
- interfere with the duties of the President and his/her officers or undermine the authority of our President and his/her executive committee to perform his/her duties;
- interfere with the duties of staff or undermine the authority of our chief staff executive to perform his/her duties;
- speak for or on behalf of the organization unless specifically authorized to do so.