

## **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; it takes a special commitment to assume the role of Board member. Thank you for committing your precious time and energy to the ISSTD.

Serving on the Board of Directors for ISSTD is both a privilege and a responsibility. All Board members must share in the responsibilities of the Board. You should expect and be prepared to spend, on average, one hour per day on Board-related activities. In return, you have an opportunity to make a difference in the Society and to shape our future.

### **Role of the Board of Directors:**

1. Establishes all matters of policy and goals including the budget.
2. May establish any and all standing rules that it deems necessary to effective governance and operation of the Society (provided, of course, that such rules do not conflict with the Bylaws).

### **Responsibilities:**

#### **Prior to assuming office and prior to your first Board meeting:**

1. Immediately begin to shadow the Board member whom you are replacing (in order to learn your new duties and responsibilities).
2. Review and sign (1) the Code of Conduct and Conflict of Interest Statement (see below) as well as the revised Conflict of Interest Policy document (separate file).
3. Read all assigned documents about the Society.
4. Become fully informed about our expectations from you as a Board member

#### **During your tenure as a Board member, you are expected to:**

1. Attend all regularly scheduled Board meetings and conference calls. There shall be at least 6 such meetings per year (face-to-face or via conference call). If you are *unable* to attend a Board meeting due to emergencies, you must notify the President or the President-Elect as soon as possible. You will receive notice of each planned Board meeting at least 30 days in advance.

2. Participate in email discussions. You must be able to read and respond to emails at least once per week. You must notify the President or their designate whenever you are unable to meet this commitment.
3. Respond and report within one week to the President and to the Board when requested.
4. Serve as the chair for at least one special interest group, publication, committee, or task force. Chairs must actively communicate with their committee members, set action items, and meet deadlines.
5. Serve as a member on at least 2 other committees or task forces.
6. Submit a proposal and attend 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 ISSTD Staff (i.e., volunteer 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 materials that are distributed for discussion
  - I will actively participate in debate and deliberations
  - I will be aware of all related documents and implications before casting my vote or making decisions
- listen carefully to my fellow Board members;
- 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 that I believe will significantly impact 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;
- represent *all* whom this organization serves (not just a particular geographic area or interest group).
- consider myself to be a "trustee" of the organization and do my best to ensure that the organization is well-maintained, financially secure, and 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 (i.e., abstain from voting or attempting to influence issues in which I have a conflict of interest);
- allocate the 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 personal advantage (or for the personal advantage 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 their officers or undermine the authority of our President and their executive committee to perform their duties;
- interfere with the duties of staff or undermine the authority of our chief staff executive to perform their duties;
- speak for or on behalf of the organization *unless specifically authorized to do so*.

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**Print Name**

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**Signature**

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**Date**