

3 MSAE Board Job Description (12/06)

The primary roles of a member of the Board of Directors are to contribute to the development of the organization's mission and to participate in governing the implementation of that mission by:

- (1) linking with members,
- (2) creating policy,
- (3) monitoring results.

A Board Member commits to carrying out the following duties as a Director with integrity, due care, and enthusiasm.

- 3.1** Attend a minimum of 75% of scheduled board meetings per year, including a planning retreat and an annual orientation.
- 3.2** To come prepared to contribute to the discussion of issues and business to be addressed at scheduled meetings, having read the agenda and all background support material relevant to the meeting.
- 3.3** To represent the organization in a positive and professional manner at all times and in all places. To serve as an ambassador for MSAE with staff and other association executives.
- 3.4** To observe the parliamentary procedures outlined in Roberts Rules of Order and manifest collegial conduct in all meetings attended.
- 3.5** To refrain from intruding in the administrative areas that are the responsibility of staff unless necessary due to failure of policies established by the Executive Limitations.
- 3.6** To avoid conflicts of interest between my personal and professional obligations. If such a conflict does arise, the Board member must declare that conflict before the Board, refrain from participating in the discussion and refrain from voting on any such matters in which a conflict of interest has been identified.
- 3.7** To maintain strict confidentiality of all business discussed at meetings of the Board of Directors, disclosing to others only such information the Board authorizes as appropriate for membership or public dissemination.
- 3.8** To support in a positive manner all actions taken by the Board of Directors even when in a minority position on such actions.
- 3.9** To support the organization through participation in association programs.
- 3.10** To serve on at least one task force or council.
- 3.11** To provide 'heads - up' warning on potential industry issues.
- 3.12** To monitor and evaluate president on progress towards ends, and executive limitations.
- 3.13** To approve and monitor budget and allocate resources.

4 Agenda Planning

To complete its work products with a governance style consistent with the Board policies, the Board will pursue an annual agenda which (1) re-examines Ends policies, and (2) continually improves Board performance through Board education and enriched input and deliberation.

- 4.1 The Board's planning cycle will conclude each year on the last day of January so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.
- 4.2 The cycle will start with the Board's development of its agenda for the year.
 - a. Any methods of gaining membership input, need to be determined and arranged in time to be part of the planning process.
 - b. Executive Limitations: Constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decision must take place.
 - c. Governance education, and education related to the determination of Ends will be determined as part of the budgeting process, to be held during the balance of the year.
- 4.3 Requests to remove an item from the consent agenda should be made one week prior to the board meeting, first to the President, if necessary then to the Chair.
- 4.4 President evaluation will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.
- 4.5 President's remuneration will be decided through the established review process for the President's reporting year.