

This guide provides individuals interested in pursuing a position on IDSA’s Board of Directors with an overview of the role, expectations and obligations of Board Members.

**Serving is a Privilege**

Thank you for your interest in learning more about serving on IDSA’s Board of Directors. Serving on the Board is a privilege and a distinct honor. There are many reasons why people decide to volunteer their time, talents and resources to an organization. Whatever yours may be, our hope is that you find it to be a uniquely challenging, yet thoroughly rewarding experience.

**Purpose of the Board of Directors**

IDSA’s Board of Directors is composed of 9 elected individuals who help lead the organization by establishing and furthering our strategic initiatives. This is done in close collaboration with IDSA’s Executive Director and IDSA’s full-time staff.

As described in IDSA’s Bylaws, Article VI:

*The Board of Directors shall direct the affairs of the Society, determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and approve the annual budget of the Society. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board shall also prepare rules for the orderly conduct and procedure of business meetings of the Society’s membership, which rules shall not conflict with the provisions of these Bylaws.*

And while the information in this document fills in missing information not required in our governing documents, we have taken great care to ensure nothing here violates or conflicts with these documents. Should any discrepancy exist between this document and the Bylaws, the Bylaws shall control.

**Fiduciary and Legal Duties**

The law imposes upon members of our Board a fiduciary responsibility to conduct yourself in a manner that is at all times consistent with the best interests of the IDSA and its membership. As a member of the Board, you hold a position of trust within the organization. In that role as a fiduciary, you are bound by the following continuing duties:

- Duty of Diligence – To act with a level of due care and competence that is expected of a board member.
- Duty of Loyalty – To be faithful to the organization, its mission and its members; avoiding any conflict of interests
- Duty of Obedience – To perform in accordance with applicable statutes, IDSA’s Articles of Incorporation, Bylaws, and other Board enacted policies.

**Our Commitment to You**

The work of the Board may be more important now than at any other time in recent history. At the International Design Conference 2018, IDSA unveiled a new future vision which centers on improving the membership experience across many touch points. Over the past several months, the Board, dedicated volunteers, and IDSA staff have worked tirelessly to lay the foundation for this new vision.

It’s through our commitment to you, that we developed this document. We hope you find it goes beyond the legalese of our Articles of Incorporation and Bylaws to outline everything you need to know from the time you express interest in serving through the time your term begins.

SECTION I - SERVING ON THE BOARD OF DIRECTORS

**EXPECTATIONS OF THOSE SERVING ON THE BOARD OF DIRECTORS**

**Regular Meetings**

The Board of Directors meets several times a year, both in person and virtually. Expect full day, in-person meetings in January, May/June and in conjunction with the IDC. Virtual meetings are shorter and take place in November and December or as needed. As a member of the Board, you are expected to be present in person or by telephone/video conference to participate in discussions and vote on matters placed before the Board for action.

A detailed package is provided in advance of each meeting with preparatory materials for the items for discussion. All Board members are expected to review this material and attend the meeting prepared to discuss the matters at hand.

Members of the Executive Committee can expect additional, more frequent, calls throughout the year which serve to maintain an ongoing dialogue with the Executive Director and help provide guidance in between Board meetings.

**Contribute Your Expertise**

During discussions at Board meetings you will have the opportunity to represent your field of expertise and the perspective of your elected position. Each position on the Board of Directors serves a specific purpose, but decisions of the Board must always be made based on what is in the best interest of the IDSA as a whole.

**Attend major IDSA events**

Your physical presence is expected for the entire annual International Design Conference. Members of the Board are further encouraged to participate with their local chapters in furthering IDSA's mission of education, community, information, and advocacy.

**Compensation**

Board members serve in a volunteer capacity and do not earn salaries or receive stipends for their work. IDSA will pay for travel expenses related to in-person Board meetings and extend discounts to events (similar to those offered to other key volunteers of the society) when applicable and only in accordance with IDSA policies.

**Ongoing Workload**

The amount of time you'll spend on IDSA activities depends largely on the position you hold. On average, you can expect to dedicate a few hours each week.

A variety of tasks may be asked of you during your term. This may include, but is not limited to:

- Review, comment, and make recommendations with respect to legal contracts, project plans, strategic documents, financial reports, bylaws, and corporate governance practices, etc.
- Speaking / engaging with members of our community.
- Help recruit and maintain a competent Board.
- Forming and / or leading a task force or committee group focused on a specific functional or program area.
- Collaborating with IDSA staff.
- Prepare and deliver reports to the Board of Directors.

**Transparency**

IDSA values dialog and strives to uphold an open line of communication with its membership and the design community at large. We work carefully to plan communications with our membership in a structured, timely, and strategic way.

**Confidentiality**

Members of the Board of Directors are reminded that Board matters (e.g., meetings, pre-meeting materials, discussions, and strategic initiatives) are often extremely sensitive in nature. While IDSA values transparency between its members and the design community, Board matters should be treated as strictly confidential until such time as the Board as a whole makes a determination that such matters or materials are appropriate to share. This includes financial and other details concerning the organization: its donors, staff, clients or membership.

Due to the importance of maintaining confidentiality, the signing of a non-disclosure agreement (NDA) is therefore mandatory for all Board Members prior to beginning service.

**Avoiding Conflicts of Interest**

The IDSA has enacted a Conflict of Interest policy which is distributed to each new Board member. The policy explains what is deemed a conflict of interest and how and when to report a real or perceived conflict. Each year Board members are expected to sign a Conflict of Interest updated disclosure form. It is important that each member of the Board avoid situations that present a conflict of interest or even the reasonable perception of a conflict of interest. It remains the ongoing duty of each Board member to promptly disclose what he or she believes is or may be a conflict of interest.

SECTION II - THE NOMINATIONS & ELECTIONS COMMITTEE

**A NEW AND IMPROVED NOMINATIONS AND ELECTIONS PROCESS**

We received clear and constructive feedback that improvements to Board nominations and elections process were needed.

**NOMINATIONS AND ELECTIONS COMMITTEE ROLE, VISION, AND MISSION**

Role	Vision	Mission
<p>This Committee is meant to collect, vet, and identify qualified individuals to run for elected leadership positions. All candidates are must be approved by the sitting Board of Directors prior to being presented to the membership for voting.</p>	<p>Engage leaders and role models who demonstrate our core values and vision for the future of the organization and who are willing to participate actively in Board matters.</p>	<p>Identify candidates who are foremost qualified for the specific needs of each Board role while being inclusive and demonstrative of our increasingly diverse membership and broader design industry.</p>

**TOOLS USED BY THE NOMINATIONS AND ELECTIONS COMMITTEE**

**Call for Interest**

An open call for is posted to IDSA.org and other media platforms to announce the start of our call to identify those who are interested in serving in an elected volunteer leadership role. This call typically remains open for at least 30 days, but has been (and can be) extended if needed as determined by the Nominations and Elections Committee. During this call, members of the Society put forward names of candidates they feel may be suited for one of the open positions stated within the open call. Members may also self-nominate. Additionally, the committee may directly solicit individuals who it believes are qualified for consideration during the process.

**An Interview-like Process**

The Nominations and Elections Committee reviews all member-submitted applicants and determines which applicants to further engage based on their qualifications and fit for the role. Members of the committee will schedule phone/video calls with applicants to discuss details of the role. Please keep in mind that, just like interviewing for a job, highly qualified candidates may ultimately not be the right fit in a given year based on IDSA's specific needs and goals. Additionally, candidates may speak with IDSA's Executive Director to confirm alignment with strategic organizational objectives.

**Candidate Provided Assets**

During the review process, candidates may be asked to submit collateral information and documentation that the Committee will use to evaluate fit for the role. This may include: a Statement of Candidacy, biography, or resume. These materials are used to guide the decision-making process. Being asked to submit them is not an indication that you will be included in the final slate of candidates.

**The Board Candidate Evaluation Matrix**

The Board Candidate Evaluation Matrix is an evaluation tool designed to ensure a holistic view when considering candidates. The tool allows for candidate evaluation across multiple spectrum, both tangible and intangible. It is vital that IDSA's Board is representative of our diverse community.

A goal of the Nominations and Elections Committee is to present at least two (2) candidates for each open position. In some cases however, a candidate may run uncontested.

Throughout this process, candidates are discouraged from sharing publicly their participation until such time as they are approved and posted to the IDSA website.

**IDSA's VISION & STRATEGIC PLAN**

The Board of Directors and the team at IDSA headquarters have been implementing a number of strategic adjustments designed to reinvigorate the experience members have with our organization. Our approach is centered on offering an enduring place of home for our community of industrial designers across the world.

The future of IDSA is built around a renewed focus on **strengthened communities** and **quality content** to return lasting health for the Society and an **improved membership value**. More specifically:

Community

*Creating connections over followers.*

We seek to create engaging environments and opportunities that allow members to enrich their lives and careers as industrial designers. These opportunities are facilitated (primarily) through in-person networking and knowledge exchange encounters.

Our Society is a community of designers who support one another and the industrial design profession at the same time. IDSA is part of a global dialog of designers to whom we can contribute a unique and powerful viewpoint, that of industrial design. We are a champion for industrial design within a larger, multi-disciplinary design ecosystem and our voice needs to remain steady, true, and trusted.

Our composition and value are strengthened by voices from diverse backgrounds, experiences, and perspectives ... this must be reflected in every aspect of what we do. Particularly when it comes to the elected positions of our Board of Directors - after all, they are the body that ultimately guides the direction of the society.

Content

*Quality over quantity.*

We need to work toward developing and delivering meaningful subject matter that:

- 1 is relevant to industrial designers.
- 2 aides in career advancement and professional development.
- 3 provides an educated opinion on the current state of industrial design as a profession, business tool and impact agent.
- 4 uniquely highlights the talent and successes of our community members.

Value

*Experiences over transactions.*

Value is an individually held calculation that adapts throughout the stages of an industrial designer's career. Value must be experienced in order to take hold at a deeper level.

IDSA has always excelled at bringing people together. Personal connections are likely what most of you reflect on when communicating why the organization is so important.

Our pursuit of meaningful, one-on-one connections will always remain.

**A PLEDGE**

IDSA maintains that having the right knowledge and understanding about serving on the Board is essential to a fulfilling experience. It is imperative to our success that all parties within IDSA's leadership structure work in close alignment to achieve the organizational successes we all strive for.

The most up-to-date timeline of the complete 2020-2021 nominations and elections process is posted to [IDSA.org](http://IDSA.org)

We ask that all candidates voluntarily sign this document to demonstrate that they've taken the necessary steps to learn about serving on the IDSA Board of Directors, its processes, and its goals.

This is also a pledge to support the current initiatives of IDSA's leadership and constructively contribute their success.

\_\_\_\_\_  
Candidate Name

\_\_\_\_\_  
Candidate Signature

\_\_\_\_\_  
Date

Email your signed copy of this document to Jerry Layne, IDSA's Senior Director of Operations at [jerryl@idsa.org](mailto:jerryl@idsa.org)