

## **IDSA Board of Director Roles and Responsibilities**

### **IDSA Board of Directors Overview**

The IDSA Board of Directors is the governing entity composed of 8 elected individuals responsible for governance, protecting the organization's financial health, and setting the overall strategic direction in partnership with the CEO. As a Board member, your role is to help set high-level, future-focused strategies for the organization, act as an advocate for IDSA with stakeholders, and engage volunteers in helping with initiatives and achieving organizational goals.

The Executive Committee - the Board President, President-Elect, Secretary/Treasurer, and Immediate Past President, work closely with the CEO on financial, legal, and communication decisions that impact the future of the organization. The Executive Committee will always bring larger decisions and matters to the full Board of Directors for discussion and voting.

From the organization's inception in 1965, the Board's culture has reflected vital characteristics of the industrial design field. The members of the IDSA Board of Directors are committed to efficiency, high-functionality, and strategic-focused discussions that keep them well positioned to lead IDSA into the future.

### **Operational Management and Oversight**

The CEO and staff are responsible for the administration of the organization as well as the execution of Board- identified strategies. The CEO acts as the primary partner to the board, advancing the organizational goals and strategies, while also directing staff to manage the daily administrative needs unique to the organization.

#### **As a member of the IDSA Board of Directors your responsibility is to:**

- Determine the organization's vision and mission.
- Follow federal, state, and local laws and governing documents.
- Abide by the Board fiduciary duties of care, loyalty, and obedience.
- Select the chief staff executive.
- Partner with the chief staff executive and assess his/her performance annually.
- Ensure effective organizational planning.
- Ensure adequate resources (funds, time, technology, etc) for the organization.
- Ensure effective use and management of resources by understanding financial reports.
- Create and/or sunset programs and services to sustain the organization's value.
- Promote the organization's image and enhance its relationship with the public.
- Ensure legal and ethical integrity and hold each other accountable.
- Recruit and orient new board members and assess board performance annually.
- Prepare for, and attend, board meetings.
- Strategically govern the organization.
- Make knowledge-based and data-based decisions for the organization.
- Support the collective decisions of the board regardless of personal opinion.
- Respect confidentiality.
- Refrain from impeding committee and/or staff work.
- Respect Board diversity and new ideas.
- Avoid conflicts of interest and personal agendas.
- Promote membership, sponsorship, and organizational initiatives.

#### **The CEO and staff responsibilities include, but are not limited to:**

- Follow federal, state, and local laws that govern nonprofit organizations.
- Follow best practices and relevant governing documents.
- Apply high standards of excellence in executing job responsibilities.

- Provide accurate, concise reports that adequately inform board decisions.
- Respond to organizational engagement in a timely manner.
- Respect, support, and partner with volunteer leaders in executing board-directed organizational initiatives and goals.
- Act as the front-line representatives for the organization.

### **IDSA Board of Directors Role Descriptions**

#### **President of the IDSA Board of Directors**

The President is the chief elected officer of IDSA and serves as the leader of the Board of Directors, as well as the Executive Committee. The President also serves as an ex-officio member of all standing committees with the exception of the Nominations and Elections Committee, where they shall be eligible to serve as a voting member if needed, and shall make all required appointments of standing committees, special committees, task forces, and trustees. During their term of office, they shall represent IDSA wherever needed and shall serve as the volunteer liaison to other professional organizations. The President is a voting member of and the Board as stated in the Bylaws.

- **Term:** Elected for a one-year term; not eligible for a second, consecutive term.
- **Required meetings:** Four meetings annually of the Board of Directors; the annual International Design Conference & Education Symposium; Conference calls that may require participation; and Executive Committee meetings.
- **Duties:** Presides over all Board and Executive Committee meetings, as well as any meetings of the general IDSA membership; Calls special meetings of the Board of Directors as necessary; Presents the Board of Directors with motions for consideration when in meetings; Represents IDSA at select functions and events, or as designated by the Board of Directors; Engages in a smooth transition of leadership at the conclusion of officer term; Assigns special tasks to the Board of Directors and CEO as needs arise; Directs the Board on organizational responses to issues as necessary; Performs other services as required by the Bylaws or as assigned by the Board of Directors.
- **Time obligation:** Average of 1-3 hours per week plus monthly meetings with the CEO as needed.
- **Experience:** In accordance with the organization's practices, the President of the Board should first serve a minimum of one year as President-Elect, and finally a one-year term as Immediate Past President after their term of President has concluded.
- **Accountable to:** The Board of Directors and the IDSA membership.

#### **President-Elect of the Board of Directors**

The President-Elect succeeds to the President role after serving one-year. The President-Elect assists the Board President in all matters for which the President is responsible. In the event the President is unable to perform their duties, the President-Elect acts as President temporarily. They also perform other duties as designated by the President and/or Board of Directors. In the event of a vacancy in the Board President by death, resignation, or otherwise, the President-Elect serves as President until an election is conducted to elect a new President, in accordance with the Bylaws. The President-Elect is a voting member of the Board and the IDSA membership.

- **Term:** One year and succeeds to Board President upon completion of one-year term.
- **Required meetings:** Four meetings annually of the Board of Directors; the annual International Design Conference & Education Symposium; Conference calls that may require participation; and Executive Committee meetings.
- **Duties:** Serves as lead when Board President is absent from meetings and functions; Serves as volunteer liaison to other organizations associated with IDSA; Performs other duties and services as requested by the President and the Board of Directors.

- **Time obligation:** Average of 1-3 hours per month plus monthly meetings when necessary.
- **Accountable to:** The President of the Board and the IDSA membership.

### **Secretary/Treasurer of the Board**

The Secretary/Treasurer oversees the association's financials in partnership and supported by the CEO. The Secretary /Treasurer serves as President of the Budget & Finance Committee when necessary. They also audit the monthly balance sheet, P&L, and corporate card transactions for IDSA and the CEO.

- **Term:** One-year term.
- **Required meetings:** Four meetings annually of the Board of Directors; the annual International Design Conference & Education Symposium; Conference calls that may require participation; and Executive Committee meetings.
- **Duties:** Reviews and approves financial reports and all related reports as provided by the CEO; Reviews all financial reports for adherence to IDSA policies and procedures; Serves as President of the Budget and Finance Committee; Reviews the annual budget prepared by the CEO; Serves as a signatory for IDSA expenditures over the established threshold.
- **Time obligation:** Average of 1-3 hours per month plus monthly meetings when necessary.
- **Accountable to:** The President of the Board and the IDSA membership.

### **Immediate Past President**

The Immediate Past President of IDSA assists the President in carrying out duties as needed and provides continuity to the leadership of the Board.

- **Term:** One-year term; not eligible for a second, consecutive term. Known in perpetuity as President Emeritus within IDSA once their one-year term has been completed.
- **Required meetings:** Four meetings annually of the Board of Directors; the annual International Design Conference & Education Symposium; Conference calls that may require participation; and Executive Committee meetings.
- **Duties:** Acts as advisor to the Board President and Board of Directors; Performs other services as required or as assigned by the President and the Board of Directors.
- **Time obligation:** Average of 1 -3 hours per month plus monthly meetings when necessary.
- **Experience:** Must have served as Board President.
- **Responsible to:** The Board President, Board of Directors and the IDSA membership.

### **Director-At-Large Members**

The Director at Large is a key member of IDSA's Board, responsible for contributing strategic guidance and leadership across various organizational initiatives. Directors at Large collaborate with each other and officers to help achieve the organization's mission and long-term goals. Their duties include communicating the interests of the membership and other relevance voices to the Board, offering insights on emerging trends, contributing to Board decision-making, and overseeing specific projects or initiatives as assigned by the Board President. This role requires strong strategic leadership, communication, diplomatic, and collaboration skills, with a focus on driving organizational growth and success.

- **Term:** Two-year term unless filling an unexpired vacancy. Limited to two concurrent terms.
- **Required meetings:** Four meetings annually of the Board of Directors; the annual International Design Conference & Education Symposium; Conference calls that may require participation; Participation in Board task forces or committees when created by the Board President; Stays

informed about IDSA, Board, and industrial design trends and issues.

- **Time obligation:** Average of 1-3 hours per month plus any monthly meetings when necessary.
- **Experience:** Strong strategic leadership skills, great communicator, and collaboration skills; Ability to engage in, and remain focused on, strategic discussions and visioning for IDSA and the field of industrial design.
- **Accountable to:** The President of the Board, the Board of Directors, and the IDSA membership.

#### **Primary Board Fiduciary Duties**

- **Duty of Care** – Giving the same care, concern, and attention to IDSA and your board responsibilities, as an ordinary, competent person would.
- **Duty of Loyalty** – placing, in real life or based on perception, the interests of the organization above your own interests.
- **Duty of Obedience** – abiding by all applicable laws, regulations, and mitigating risks of engagement in illegal activities.

#### **Board Liability & Indemnification**

State and federal governments have afforded certain protections to volunteer leaders of organizations. State law exempts board members of not-for-profit corporations from liability of actions taken or omissions made in the performance of their duties as a board member, except for “willful acts or omissions”. IDSA has appropriate Directors & Officers insurance to protect the IDSA Board of Directors.

#### **Board Meeting Etiquette & Best Practices**

- Respect the Board President’s leadership.
- Adhere to the agenda.
- Read meeting materials in advance and ask questions, if necessary, before Board meetings.
- Listen to understand fellow Board members, first.
- Contribute essential strategic points to board discussions.
- Respect the rules of order for meetings.
- Refrain from bringing personal opinions to board meetings.
- Collective actions and decisions are of, “the board”. Regardless of agreement or dissent, support the board’s decisions publicly, and refrain from speaking negatively about actions and decisions with which you might personally disagree. The IDSA Board speaks as one Board, one voice.

#### **Important Governance Resources**

The following documents are available to you upon request. These documents should be treated with care and confidentiality, unless otherwise noted by the CEO or Board President:

- Bylaws
- Articles of Incorporation
- Strategic Plan
- Financial Statements (Confidential)
- Meeting Minutes
- Insurance Coverages (Confidential)
- Audits & Tax Returns (Confidential)
- Policy Manual
- Roster of Committees and Charges

#### **General Communication Expectations as an IDSA Board Member**

##### **Meetings Preparations and Communications**

- **Meeting Attendance.** The Board typically meets four times per year. The specific dates will be determined in December of the prior year. Availability preference is based on the Board President.
- **Conference Calls.** When it becomes necessary between Board meetings to have discussions about important issues, a conference call will be scheduled. You will receive advance notice of the call, the item(s) to be discussed, and in most instances, supporting materials. Participation is required, unless otherwise stated.
- **Emails.** From time to time the Board President, the CEO, or another Board member may contact Board members via email to request information or input. While every attempt is made to keep emails at a minimum, please note that when email communication happens, they are usually of strategic importance. Please respond promptly if possible.
- **Deadlines.** To allow adequate time for planning and work processes, it is critically vital that Board members adhere to established deadlines.

### **Representing IDSA**

- **Adherence to the Code of Conduct Policy.** As a member of the Board, you are required to adhere to the Code of Conduct Policy. Board leadership role comes with an extra eye of attention, so please be cognizant of your behavior during professional events and activities.
- **Allied Organization Meetings/Meetings with Members & Important Stakeholders.** As a member of the IDSA Board of Directors, there's responsibility to always represent the organization's best interest. Board members should remember to put their best foot forward and keep in mind the greater wealth of organizational information they have about IDSA versus local members or stakeholders. It's also important to support the views of the Board while exhibiting empathy and understanding for local viewpoints as well.
- **International & National Meetings.** IDSA national and international meetings require the assistance of volunteers. These large events require Board members to engage with members when in attendance. Board members may be asked to assist with various onsite activities and visibility at these events. There should be comfortability contributing in this manner.

### **Recommended Reading on Nonprofit Board Governance**

1. "Transformational Governance: How Boards Achieve Extraordinary Change" by Beth Gazley and Katha Kissman
2. "The Nonprofit Board Answer Book: A Practical Guide for Board Members and Chief Executives" by BoardSource.
3. "Governance as Leadership: Reframing the Work of Nonprofit Boards" by Richard P. Chait, William P. Ryan, and Barbara E. Taylor
4. "Boards That Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations" by John Carver
5. "The Will to Govern Well: Knowledge, Trust & Nimbleness" by Glenn H. Tecker, Jean T. Frankel, and Paul D. Meyer
6. "Driven by Purpose: Governance and Management in Nonprofit Organizations" by Stephen R. Block
7. "The Governance of Nonprofit Organizations: Law and Practice" by Marion R. Fremont-Smi