

Member, IEEE Board of Directors

Position Description

OVERVIEW:

Board members serve on the IEEE Board of Directors, the highest governing body of the IEEE, representing the whole of IEEE. The Board of Directors as a whole oversees the general business and affairs of IEEE, establish Board-level policies and interface with volunteer leadership. Board members are expected to attend and contribute when participating in board meetings. The Board typically meets in person during the IEEE Meeting Series with an additional in-person meeting/retreat in January and participates in several web conferences throughout the year.

Board Members may have additional specific duties such as chairing a Board Committee of IEEE or serving within the Major Organizational Units.

The description found in this section applies to every member of the Board regardless of other IEEE governance positions which may be held.

TERM:

- Defined by specific Board seat held.

ROLE:

- Serves as Member of the IEEE Board of Directors;
- All those elected as Delegates serve as members of the IEEE Assembly, concurrently with service as a Director of the IEEE Board of Directors.

DESCRIPTION OF RESPONSIBILITIES:

- Performs duties of Board membership responsibly and conforms to the level of competence expected from Board members, including the legal responsibilities of care, loyalty and obedience;
- Oversees general business and affairs of the IEEE in the best interests of the IEEE, its members and the public;
- Exercises independent business judgment to act in what is reasonably believed to be the best interests of the IEEE, its members and the public and not on behalf of any individual, entity or interest group;
- Ensures effective systems are put in place with periodic and timely reporting that includes strategic initiatives, current business and financial performance; future business prospects and forecasts; financial statements with appropriate segment or divisional breakdowns; compliance programs to assure IEEE's compliance with applicable law and corporate policies; material litigation, governmental and regulatory matters; monitoring and where appropriate, responding to communications from members;

- Oversees the periodic review of, and implementation of, corrective actions to support the integrity of IEEE's internal control and information management systems;
- Completes required compliance training;
- Is informed about the IEEE and its business, including its mission, services, policies and programs;
- Spends sufficient time and energy to be familiar with matters requiring the Board's attention;
- Prepares for, attends, and actively participates in Board activities, including Director education sessions, as well as serves on special committees, ad hoc committees, or other special projects as may be assigned;
- Discloses any real or perceived personal conflict of interest with matters before the Board or which might otherwise conflict with the fiduciary responsibilities of a Director to the IEEE;
- Keeps information confidential until disclosure to the public has been authorized by the Board of Directors or its designee;
- Complies with all governance documents and external laws, including the law that protects IEEE's tax exempt status – United States Internal Revenue Code Section 501(c)(3);
- Provides leadership in achieving IEEE's vision, mission, and goals, and the corresponding strategies, plans, and budgets to achieve them;
- Participates in strategic planning, initiates programs and activities, and ensures appropriate mechanisms to monitor the progress and success of such programs and activities;
- Suggests, to the Nominations and Appointments Committee, potential nominees who can make significant contributions to the work of the Board and the IEEE;
- When assigned the role of Coordinator, serves as the liaison to Committees or other Organizational Units (OUs) and may communicate action items and reports from those Committees and OUs at IEEE Board meetings;
- Acts as a mentor to Directors-elect;
- Participates in Board evaluations & self-assessment process;
- Keeps current on developments in the IEEE's fields of interest;
- Complete Conflict of Interest Disclosure Statement;
- Participation in IEEE Board of Directors orientation and training expected.

ELIGIBILITY:

- Must be an IEEE member in good standing;
- Must be of IEEE Senior Member grade or higher.

QUALIFICATIONS AND SKILLS:

- Professional experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the IEEE and willingness and ability to contribute positively to the decision-making process of the IEEE;
- Working knowledge of the IEEE and its fields of interests, values and reputation, activities, mission, governance and organizational structure, legal landscape, finances, goals, needs, and strategic direction;
- Working knowledge of the fiduciary responsibilities of a Director;
- Ability to listen, analyze, think clearly and creatively, work well with people individually and in a group;
- Ability to cultivate and recruit Board members and other volunteers;
- Ability to read and understand basic financial statements;
- Interest and ability to understand the sometimes conflicting interests of the various constituencies of the IEEE, which include members, employees, customers, governmental units, creditors, and the general public and to act in the interests of the IEEE as a whole, all members and the public;
- Honesty, integrity and adherence to high ethical standards;
- Sensitivity to and tolerance of differing views; a friendly, responsive, and patient approach; and community-building skills;
- Excellent relationship skills and the ability to interact with the public, other organizations and diverse communities on a global scale;
- Excellent leadership skills including the ability to motivate others; negotiate, compromise and resolve differences; maintain positive working relationships and capability to set direction;
- Ability to adhere to strong governance practices;
- Capability to focus on strategic issues and make effectiveness a top objective;
- Passion for, and interest in, the IEEE organization;
- Ability to handle sensitive and confidential situations;
- Excellent communication skills;
- Ability to meet deadlines and respond to communications in a timely fashion;
- Familiarity with the basics of *Robert's Rules of Order*;
- Prior relevant volunteer experience.

ESTIMATED TIME REQUIREMENTS:

Time is based on an eight-hour day; cumulative hours are rounded up to next whole day. The times given below are estimates only and do not reflect additional time spent preparing, traveling, or participating in other IEEE activities. Actual time for these additional activities varies significantly depending on the activity and is subject to the interests and availability of the individual.

Item	Estimated Time Required: 22+ Days per Year
Agenda/Material Review <ul style="list-style-type: none"> • IEEE Board of Directors Meetings • IEEE Financial reports including budgets • May serve on additional committees 	TOTAL: 3+ Days 3+ hours (5/year) 1 hour (5/year) Varies
Correspondence	TOTAL: 2+ Days 5 hours per meeting (3/year)
In-Person Meetings: <ul style="list-style-type: none"> • IEEE Board of Directors Orientation • IEEE Board of Directors Strategic Retreat and Meeting • IEEE Board of Directors Meetings • IEEE Assembly Meetings* • May serve on additional committees 	TOTAL: 10+ Days 1 day (1/year) 3 days (1/year) 2 days (3/year) ½ day (3/year) Varies
Compliance Training (web-based)	TOTAL: 6 hours
Web Conferences <ul style="list-style-type: none"> • IEEE Board of Directors Web Conferences • Ad Hoc Committee(s) and other initiatives 	TOTAL: 1+ Days 3 hours (2/year) Varies

*** IEEE Assembly Meetings.** As defined in IEEE Bylaw I-201 Members of the IEEE Assembly include the IEEE President, President-Elect, Past President, ten Region Delegates, and ten Division Delegates.

Reimbursed Expenses:

Ordinary and necessary IEEE travel expenses are reimbursed in accordance with IEEE policies.

STAFF CONTACT:

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