

Member, IEEE Board of Directors

OVERVIEW:

Board members serve on the IEEE Board of Directors, the governing body of the IEEE.

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 management of the IEEE: The principal responsibility of a director is to oversee the management of the IEEE and, in so doing, serve 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;
- Oversees the establishment of effective systems for the periodic and timely reporting to the Board of important matters concerning the IEEE, including, 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, task forces 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);
- Exhibits the highest standards of collaboration and collegiality;
- Provides leadership in achieving IEEE's vision, mission, and goals, and the corresponding strategies, plans, and budgets to achieve them;
- Participates in strategic planning and program evaluation;
- Identifies, encourages, nominates, and mentors candidates for higher volunteer positions within IEEE;
- 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. Such assignments are made by the Board of Directors upon the recommendation of the President, taking into consideration the Directors' membership on the Committees or OUs;
- Acts as a mentor to Directors-elect;
- Participates in a Board self-assessment process;
- Keeps current on developments in the IEEE's fields of interest.

ELIGIBILITY:

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

QUALIFICATIONS AND SKILLS:

- Demonstrated business acumen, 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.

**NOTE: Information on Director education and development opportunities and related activities can be found on the IEEE Board of Directors Education Webpage at <http://www.ieee.org/about/corporate/directorseducation.html> . Of particular significance are those responsibilities, qualifications and skills indicated by asterisks (*) in this document. In order to prepare for service as a Director, Directors-elect are expected to participate in director education and training and attend the in-person education sessions offered during the Board Series.*

ESTIMATED TIME REQUIREMENTS:

Time is based on an eight-hour day; cumulative hours are rounded up to next whole day.

Item	Estimated Time Required: 30–49 Days per Year
Agenda/Material Review <ul style="list-style-type: none"> • Board of Directors meetings • Financial reports including budgets 	TOTAL: 7 DAYS 12 hours per in-person meeting (3 per year) 4 hours per teleconference meeting (2-3 per year) 1 hour per meeting (5 per year)
Correspondence	TOTAL: 2 DAYS 5 hours per meeting (3 per year)
In–Person meetings: (not including travel) <ul style="list-style-type: none"> • Board Orientation • Board Retreat • Board of Directors Meeting Series • IEEE Assembly meetings (3/year)** 	TOTAL: 18-25 DAYS 1 day (once per year) 1-4 day/meeting 5-6 days/meeting, depending on office held (3 per year) 1-2 days (1 per year)
Compliance Training (web-based)	TOTAL: 6 hours
Teleconferences	As needed
Travel Time (not including meeting time) <ul style="list-style-type: none"> • Board Retreat • Board of Directors Meeting Series/ includes Board Orientation and Assembly meetings 	TOTAL: 4-16 DAYS 1-4 days depending on location of Board member and the meeting (1 per year) 1-4 days depending on location of Board member and the meeting (3 per year). Board Orientation typically takes place during the November Meeting Series and would not require additional travel time. Assembly meetings typically take place during the Board series and would not require additional travel time.

**** IEEE Assembly meetings.** Members of the Assembly are defined IEEE Bylaw I-201 and currently are: President, President-Elect, Past President, ten Region Delegates, ten Division Delegates

Reimbursed Expenses:

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

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