

Policy 5. Board of Directors

Effective date: July 25, 2024

Section 1. Duties and Responsibilities

The board of directors governs ARMA International. The board of directors exercises corporate powers and controls the business affairs of the association. The board of directors shall be composed of 8 – 10 elected directors, which include a chair, vice chair, and treasurer, who are professional members of the association. The board of directors may appoint up to four additional board members who are not members of the association (“outside directors”), all of whom are voting members of the Board of Directors of ARMA International.

- A. The composition and powers of the board are defined in the association Bylaws, and as referenced above.
- B. Board members are expected to:
 - 1. Govern with outward vision and strategic leadership, rather than focus on administrative detail
 - 2. Participate in dialogue and discussion relating to the strategic focus of the association and be part of the strategic planning process
 - 3. Encourage diversity in viewpoints without preventing the expression of opinions
 - 4. Support board-approved decisions
 - 5. Actively support the growth and initiatives of the records and information management profession
- C. The board cultivates a sense of group responsibility. The board, not the staff, is responsible for excellence in governing. The board is the initiator of policy, not merely a reactor to staff initiatives. The board uses the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board’s values. The board allows no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.
- D. The board directs, controls, and inspires the association through the careful establishment of broad written policies reflecting the board’s values and perspectives about ends to be achieved and means to be avoided. The board’s major policy focus is on the intended long-term effects outside the association, not on the administrative or programmatic means of attaining those effects.
- E. The board enforces upon itself whatever discipline is needed to govern with excellence. Discipline applies to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual board development includes orientation of new board members in the board’s governance process and periodic board discussion of process improvement.
- F. The board monitors, reviews and discusses the board’s process and performance at each spring board meeting.
- G. The board focuses on outcomes and maintains the clear distinction between board and CSO roles. The board provides direction to the CESO, who then directs the staff of ARMA International to implement and manage the affairs and business of the association.

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- H. The board has a fiduciary obligation to the members of the association. This is a position of trust, which requires that board members always act in the best interests of the membership and the profession, and not in the best interest of the board, individual members of the board, or the individual board member's employer.
- I. The board uses discretion and good judgment in the use and expenditure of all association funds and resources.

PROCEDURE

- A. The board member will:
 - 1. Attend and participate in all in person, telephone, and electronic meetings of the board of directors.
 - 2. Attend and participate in the association strategic planning meeting.
 - 3. Attend and participate in task force meetings, as required.
 - 4. Attend and participate in region and association-wide meetings, as required.
 - 5. Adhere to the Code of Professional Responsibility.
- B. The board member may:
 - 1. Submit items for discussion and consideration by the entire board of directors relating to strategic, policy, financial and/or professional issues.
 - 2. Serve as a chair or member of an association task force, as appointed.
 - 3. Perform other duties and tasks as may be specifically requested by the chair.
- C. The board member may not:
 - 1. Participate in "for profit" endeavors using ARMA's name without board approval.
 - 2. Participate in "for profit" endeavors using ARMA's name for personal or employer gain, without board approval.
 - 3. Participate in any activity which may result in a perceived conflict of interest without the board's approval.
 - 4. Participate in any vote in which a conflict of interest is apparent or perceived.
 - 5. Serve on a local chapter board while serving on the ARMA International Board of Directors.

Section 2. Chair Duties and Responsibilities

The duties of the Chair of ARMA International are prescribed in the association Bylaws and various association policies and procedures.

The Chair:

- A. Serves as a director on the board of directors
- B. Is elected by the current members of the board of directors.
- C. Is a non-voting member of the board of directors, unless there is a tie vote among the voting members of the board.

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- D. Sets the agenda for meetings of the board of directors.
- E. May be a leader or member of a task force, either as defined in various procedures or as created by the association in the ordinary course of business.
- F. Along with the Chief Staff Officer (CSO) implements the association's strategic plan and directs operations in support of the plan.
- G. Keeps the board of directors fully informed at all times of such matters as are in the best interests of ARMA.
- H. Speaks officially on behalf of ARMA.
- I. Sets an example, at all times, for the RIM professional.

PROCEDURES

The Chair of ARMA International is responsible for the following:

- A. Monitors the performance of the CSO.
- B. Passes on to the succeeding chair a personnel file of the two most recent CSO employment agreements and employee performance evaluation reports.
- C. Authorizes expenditures of ARMA only in accordance with a specific budget item as approved by the board of directors.
- D. Signs any contracts and agreements associated with the position of the CEO.
- E. In the event of a time-sensitive issue that requires a decision of the board, but where a quorum cannot be established in a timely fashion, has the authority to act on behalf of the board. The Chair notifies the board via e-mail of the intent to act on behalf of the board including the action contemplated and does not take action for a period of 24 hours from the time of notice to allow the board time to comment. Once the Chair has acted he/she briefs the full board at the soonest possible opportunity.
- F. Leads the following task forces, as defined in the procedures cross referenced above:
 - 1. CSO Compensation

Section 3: Vice Chair Duties and Responsibilities

The duties of the Vice Chair of ARMA International are prescribed in the association bylaws and various association policies and procedures.

The vice chair:

- A. Serves as a director on the board of directors
- B. Is elected by the current members of the board of directors.
- C. Is a voting member of the board of directors.
- D. May be a leader or a member of committees or task forces, either as defined in various procedures or as created by the association in the ordinary course of business.
- E. Assumes all of the duties of the chair during his/her absence or inability to perform his/her duties as president.
- F. Assists the chair with duties as requested.

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- G. Keeps the chair and the board of directors fully informed at all times of such matters as are in the best interests of ARMA.
- H. Sets an example at all times for the RIM professional.

PROCEDURES

Participates in the following task forces, as defined in the procedures cross referenced above:

- A. Strategic Planning Task Force (leader)
- B. CSO Compensation Task Force (member)

Section 4: Treasurer Duties and Responsibilities

The duties of the treasurer of ARMA International are prescribed in the association bylaws and various association policies and procedures.

The treasurer:

- A. Serves as a director on the board of directors
- B. Is elected by the current members of the board of directors.
- C. Is a voting member of the board of directors.
- D. May lead or be a member of committees or task forces as defined in various procedures, or as created by the association in the ordinary course of business.
- E. Monitors the financial position of the association and advises the board of directors regarding the budget, dues structure, and other financial conditions affecting the association.
- F. Ensures that ARMA's legal, financial, and fiduciary duties are met.
- G. Follows generally accepted accounting rules in the performance of the duties of the office.
- H. Keeps the chair and the board of directors fully informed at all times of such matters as are in the best interest of ARMA.
- I. Sets an example at all times for the RIM professional.

PROCEDURES

The treasurer of ARMA International is responsible for the following additional tasks:

- A. Serves on the following task forces as defined in the procedures cross-referenced above:
 - 1. Financial Planning Committee (leader)
 - 2. Internal Audit Task Force (leader)
 - 3. CSO Compensation Task Force (member)
- B. Provides a copy of the annual financial audit report to each member of the board of directors.
- C. Reviews monthly financial and variance reports as submitted by the CSO.
- D. Performs other tasks as assigned by the chair and/or board of directors.

Section 5: Chief Staff Officer (CSO)

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The duties of the Chief Staff Officer (CSO) of ARMA International are prescribed in the association bylaws, various association policies and procedures and the current CSO employment agreement and job description.

The CSO:

- A. Is the chief executive officer of the Association.
- B. Is a non-voting, ex-officio member of the Board of Directors.
- C. May be a leader of or member of task forces as defined in various association procedures, or as created by the association in the ordinary course of business.
- D. Reports to the Chair of the Association.
- E. Ensures that the conduct of Association activities is in accordance with all applicable laws and regulations as well as the Association Bylaws.
- F. Along with the Chair implements the Association's strategic plan and directs operations in support of the plan.

PROCEDURES

The CSO of ARMA International is responsible for the following additional tasks:

- A. Is a member of the Strategic Planning Task Force and Financial Planning Committee, as defined in the procedures cross-referenced above.
- B. Submits monthly activity reports to the board of directors.
- C. Transfers association funds between financial institutions.
- D. Signs contractual agreements to support the conduct of association business as approved by the board of directors.
- E. Makes monetary disbursements in support of financial obligations of the association.
- F. Signs tax filings and other routine reports and transactions requiring the signature of a corporate officer of the association.
- G. Supervises the headquarters staff.

Section 6. Outside Directors

Outside directors are nominated and appointed by the Board of Directors of ARMA International, as prescribed in the association bylaws.

- A. The outside directors will not be members of ARMA International.
- B. The outside directors will offer an "outside" perspective to board discussions.
- C. Outside directors are selected to serve a one year term of office, with the possibility of up to two additional one year term re-appointments (maximum of three one-year terms).
- D. Candidates for outside director who have previously served on the Board of Directors of ARMA International may be reconsidered for nomination to the board after a one-year vacancy as set out in the procedures.
- E. The nomination and appointment of outside directors will be independent of the nomination and election of elected officers and directors.

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- F. Outside directors are extended the same considerations as all elected board members and are bound by the association bylaws, policies, procedures, code of conduct and expectations.
- G. Individuals from all professions will be considered.

General Candidate Qualifications:

H. Required Criteria

- 1. Board governance and general business oversight experience in any sector.
- 2. Strategic planning experience
- 3. Ability to engage and influence other professions and professionals across sectors
- 4. Demonstrated ability to aid the Principles initiative and future initiatives with such skills as:
 - 5. Product/technology development
 - 6. Sales and Marketing including e-commerce and social media marketing experience.
 - 7. Global (North American) experience

I. Desired Criteria

- 1. Understanding of the Information Governance and RIM Profession
- 2. Board level financial experience
- 3. International experience
- 4. Across sector's experience

ARMA International membership for outside directors is extended free of charge during their term of office. Membership in a chapter is at the outside director's discretion and sole expense.

Section 7. Nomination and Election of Directors

The directors of the Board of Directors of ARMA International, with the exception of the outside directors, are nominated and elected by ballot as prescribed in the association bylaws.

- A. ARMA International will ensure that the process to elect directors is impartial, fair and accurate, and that it encourages the election of qualified leaders.
- B. Electronic tools and other mechanisms will be used to promote the nomination and election process.

PROCEDURES

The Election Committee will manage the processes associated with the annual election of directors. The processes will be reviewed on an annual basis and updated, if necessary to improve ARMA's commitment to fair and impartial elections. The bylaws of the association give this committee broad power to monitor the election process, establish guidelines and ensure a fair election independent of the board of directors.

- A. Election timelines. Annual elections are time sensitive. The committee staff liaison will annually recommend to the committee timelines for voting duration, return of ballots, etc. based on activities set for the year.
 - 1. The committee verifies adherence to election process timelines.

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2. The committee has the authority to modify election timelines in mid-process, if so required.
3. The committee determines the cutoff date for ballot eligibility.
- B. Nomination process. The steps in the election process are as follows:
 1. Call for Nominees: The committee staff liaison with the direction of the committee, will issue a call for nominees for open positions on the board each year. The "Call" shall include the process for nomination, appropriate deadlines, submission materials required and qualifications for office.
 2. Nominations will be due to ARMA Headquarters by a designated date, which will be communicated to the membership. Members may nominate themselves (see 1 below) or be nominated from the membership (see 2 below). The committee may also identify individuals as nominees (see 3 below).
 - a. Members applying for office on their own behalf may submit the required candidate materials at any time prior to the designated due date.
 - b. Nominations (other than self) from the membership will be made to ARMA Headquarters, Attention: Committee Leader, by a due date as designated by the committee. This allows time to communicate with the nominee and for submission of the candidate materials.
 - c. Nominations from the committee will be made to the committee leader in advance in order for the nominee to be notified and candidate materials submitted.
 - d. The nominee/candidate must submit the following materials:
 - i. A current resume
 - ii. The responses to questions posted online for candidates' completion.
 - iii. A letter from the nominee's current employer outlining the employer's support. If the nominee is self-employed, no letter is required.
 3. Upon submission of the required materials and verification that the minimum qualifications for office have been met (see "Minimum Qualifications for Office" section below), the committee liaison will send an email acknowledging acceptance to each nominee and include a link to this procedure.
 - a. If a nominee is deemed not to meet the qualifications for office (length of membership, offices served, etc.), the committee leader will immediately notify the nominee in writing. If the nominee disputes the finding, he or she may provide proof of qualification to the committee as a whole. Such proof will be brought immediately to the committee for review and vote.
 - b. Notwithstanding an acknowledgment of acceptance, the committee may disqualify any nominee or candidate for cause by a 2/3 majority vote. Disqualification may be before or during the election, or before a candidate takes office.
 4. The headquarters committee liaison will send copies of the submitted resume, responses from candidates to questions posed, and employer support letter to the committee members.
 5. The committee will convene by conference call or e-mail to validate the nominees that meet the qualification criteria.

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C. Election process:

1. The committee will meet via conference call to discuss any election issues.
2. The candidates will be announced and their bios posted to the ARMA website.
 - a. All candidates who qualify will be put on the electronic ballot.
 - b. The committee will ensure that there is at least one candidate for each office that is open.
 - c. The committee leader will announce the candidates approved by the committee.
3. ARMA Headquarters will verify the membership eligibility list for ballots to ensure accuracy.
 - a. For use in the ballot process, ARMA Headquarters will establish a list of members in good standing (as of the date established each year by the committee) and eligible to vote.
 - b. ARMA Headquarters will verify the accuracy of the electronic ballot mailing list to ensure there are no duplicates or ineligible voters included.
4. On a date specified each year by the committee, ballots will be distributed electronically. This information will also include the deadline for voting as established by the committee. Ballots will identify the candidates by name only.
5. The total e-votes are tabulated by the outside firm monitoring the e-voting.
6. The committee will validate the results of the election and declare the winners.
 - a. The candidate will be elected by a plurality of votes of all members voting.
 - b. Should the election result in a tie-vote for two candidates, the committee will immediately request the auditor to recount all valid ballots submitted. Should the recount still result in a tie-vote, the committee will declare a run-off election for those two candidates ONLY. The run-off election should be completed and verified by the teller in time to allow the newly elected directors to attend the spring board meeting.
 - c. The committee will validate the election results as follows:
 - i. The auditor will notify the committee leader of the results either via telephone or e-mail.
 - ii. The committee leader will present the results to the committee by phone or e-mail.
 - iii. Committee members will vote on validation within 10 business days of the election. A 2/3 majority is required to validate the election results.
 - d. Should any candidate or member request a recount of the ballots, the committee will request a detailed "cause for recount" from that member. The committee will investigate the cause and make a determination, approved by a 2/3 vote of the committee, whether to conduct a recount of the election.
 - e. Should a recount be conducted, the committee will instruct the auditors to recount all validated ballots and report back to the committee leader no later than 10 business days after the recount was authorized. The committee will validate the recount results and announce such to the membership.
 - f. The committee also has the authority to invalidate an election if 2/3 of its members vote to do so.

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7. The committee chair will then notify each candidate of the election results and the requirement that each successful candidate attend the spring board of directors' meeting. As a matter of expediency, the successful candidates will be notified by telephone or e-mail.
8. The membership will be notified of the complete results of the election via the website.
- D. Directors take office at the beginning of the next fiscal year (July 1) and hold office until their successors are installed.
- E. If an eligible candidate resigns or cannot take office July 1st, the candidate with the next highest vote count will assume the office.
 1. If there is no other eligible candidate, the director vacancy will be filled by appointment by the chair of the association. The person selected by the chair must be validated by the committee and then approved by the board in accordance with the association bylaws (Article VII, Sec. 6).
 2. A director vacancy after the start of a given term will be filled by appointment by the chair for the balance of the respective unexpired term. The candidate's qualifications will be validated by the committee and final approval of the candidate will be voted on by the board of directors.
 3. Any person filling a director vacancy will be eligible for subsequent nomination for that office and will be eligible to serve in accordance with the association bylaws (Article VII, Sec. 3 and 4).

Section 8. Campaigning

A. Guidelines:

The following guidelines are provided to ensure compliance with the policy. For simplicity, the use of the term "candidate" includes "applicants" and "nominees," as well as those members on the official slate of candidates.

1. Members, chapters, or candidates will not present information that supports one candidate over another. However, chapters may recognize which candidates are members of their chapter without soliciting votes for that candidate provided all candidates names are recognized in a similar fashion.
2. A candidate may be asked to attend a chapter meeting or seminar to discuss his or her qualifications for a position, but other candidates for that position will also be invited to speak and to provide information that may be read at the meeting. If a candidate declines to participate, the other candidate(s) may proceed. For any kind of public forum, ALL candidates for a position will be invited to participate.
3. If candidates are asked to submit information about themselves, such as an article for a chapter newsletter or a website, ALL candidates for a position will be invited to participate.
4. Campaign committees, buttons, flyers, etc. are not allowed. A candidate may wear the candidate lapel ribbon that is given by the committee at the annual conference and expo ONLY.

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5. Any member may ask any candidate about his or her qualifications or positions on issues facing ARMA International. The candidate should take the opportunity to openly present his or her view without discussing the position or views of any other candidates. If questioned in an open forum, all candidates will have an opportunity to speak to the question.
6. The committee has the authority to approve all communication used by candidates in the dissemination of information about their candidacies. This includes newsletter or website submissions, presentations at meetings, editorials, etc.
7. The committee will encourage candidate forums and discussions at the annual conference and expo, chapter meetings or other appropriate locations. The committee will provide or recommend the appropriate format for each venue. The committee will also ensure the distribution of candidate information to the membership.

B. Campaign infractions.

1. In the event of suspected campaigning, the following process is used:
 - a. The infraction with appropriate details will be reported in writing to the committee leader or to any member of the committee.
 - b. The infraction will be investigated, and the candidate, member or chapter involved will be given the opportunity to address the accusations.
 - c. The committee will determine the validity of the claims and the candidate's position. The committee will make a final determination by a 2/3 majority vote.
2. If the committee finds that campaign violations exist, it may disqualify the candidate, or place sanctions against the member or chapter, including, but not limited to:
 - a. Membership revocation and rescission of membership privileges.
 - b. Disqualification from chapter or ARMA International awards.

All members are responsible for ensuring that everyone follows the guidelines listed above. The election of qualified officers should be based on candidates' qualifications and their understanding of and approach to the issues faced by ARMA International.

C. Promoting the election process:

1. The committee will actively encourage qualified members to seek office.
2. The committee will annually develop awareness campaigns to promote the election process to all ARMA International members.
3. The committee will communicate its role, responsibilities and support to all nominees and candidates.
4. The committee will encourage the use of electronic tools to promote the election and to expedite the process of application or nomination.

D. Election invalidation procedures:

1. Invalidation of an election can occur when:
 - a. There is verifiable receipt of duplicate ballots.
 - b. There is incomplete mailing of ballots due to errors.
 - c. There is election tampering.

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2. Any member may request invalidation by notification in writing to the committee regarding the infraction which has occurred. After investigation and determination that an infraction has occurred, the committee may invalidate the election by a 2/3 vote of eligible committee voters. A new election will then be called with procedures established for error correction and timelines set for the issuance and due date of new ballots.
3. The committee leader will communicate invalidation in writing to the CEO. The CEO will inform the auditor.
4. All candidates will be informed of the invalidation by telephone with a follow-up email. This notification may be done by any member of the committee as assigned by the leader.
5. The board of directors will be notified by the most expedient method possible.
6. A general announcement of the invalidation to the membership in general will be included in the printed information for the new election (i.e., with the new ballot, etc.).
7. Any changes in the election results, because of resignations or other reasons for a candidate not being able to take office, will be announced to the general membership in the most expedient method possible.