



Job Description: Director-at-Large

General Summary

The Director-at-Large serves a three-year term holding this position.

Responsibilities

Serves as one of two voting directors elected by the full membership.

- Expected to serve on one of the Board Committees (Governance, Audit, Investment Oversight, Executive Compensation, Awards, Nominating, or Membership Connection).
- Attend and participate fully in all board meetings

Term

The Director-at-Large serves a three-year term beginning July 1 following election.

Time Commitment

- An orientation, typically a two-day meeting in early June, before taking office.
- Three in-person meetings annually, approximately two days in length
 - One Board meeting is held in conjunction with the CSI Annual Convention and Annual Business Meeting.
 - Potentially 6 board teleconferences, held on an as-needed basis.
 - The monthly time commitment for the Director-at-Large role meetings for conference calls, emails and committee meetings is between 10 and 20 hours.

Core Competencies

The following are desirable attributes for the role:

- Business insight - Applying knowledge of business and the marketplace to advance the organization's goals.
- Collaborates - Building partnerships and working collaboratively with others to meet shared objectives.
- Balances stakeholders - Anticipating and balancing the needs of multiple stakeholders.
- Strategic mindset - Seeing ahead to future possibilities and translating them into breakthrough strategies.
- Instills trust - Gaining the confidence and trust of others through honesty, integrity, and authenticity.

Additional Requirements

Any CSI member interested in serving as Director-at-Large should read through the [CSI Governing Policies](#). These are appended to this description.



Consistent with the Board Governing Policies 2.6, each Board member is expected to fulfill the following responsibilities:

- **1. Commitment:** Prospective Board members are expected to sign a Letter of Commitment, as part of the acceptance of nomination, and then annually, indicating that they have reviewed and commit to abide by CSI's Bylaws and these Governing Policies, as may be amended from time to time.
- **2. Attendance:** Board members are expected to attend Board meetings on a regular and punctual basis. Absence from more than one-third of the Board's regularly scheduled face-to-face meetings, and/or more than one-third of regularly scheduled teleconference meetings in any year will constitute that member's resignation from the Board. A. In case of extenuating circumstances, a Board member may request a waiver to this provision. Waivers may be granted only by vote of the Board.
- **3. Preparation and Participation:** Board members are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions.
- **4. Committee Participation:** Board members are expected to participate on at least one Board Committee.
- **5. Liaisons:** Though all Board members are to represent and vote for the collective interests of the membership as a whole, those elected from a region shall be the primary liaison between that region and the Institute. If the Board member election from the region is unwilling or unable to perform the duty of liaison, the Board may appoint another Board member to perform such duties.
- **6. Responsiveness:** Board members will be attentive to Board communications and respond promptly to staff and Board member requests for feedback.
- **7. Members as Individuals:** The CEO is accountable to the Board as a whole and not to individual Board members. Therefore, the relationship between the CEO and individual members of the Board, including the Board Chair, is collegial and not hierarchical.
- **8. Voluntarism:** Board members may individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CEO or responsible staff person



APPENDIX: Responsibilities of Individual Board Members

Policy 2.5 of the CSI Governing Policies outlines the Board Members' Code of Conduct

The Board expects of itself and its members ethical, professional and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly:

1. **Duty of Care:** Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
2. **Duty of Obedience:** Board members must abide by CSI's governing documents (i.e. Certificate of Incorporation, Bylaws and these Governing Policies). While vigorous debate is expected and encouraged, Board members are obliged to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.
3. **Duty of Loyalty:** Board members must demonstrate loyalty to the interests of the membership, superseding any conflicting loyalties such as that to segments of the membership (e.g. specific regions and/or chapters), family members, advocacy or interest groups, staff, other organizations or any personal interests as a consumer of the Institute's services.
4. **Conflict of Interest Avoidance:** Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the Institute except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information.
 - B. When the Board is to decide an issue about which a member has an actual or potential conflict of interest, that member shall disclose the conflict to the Board and recuse herself or himself without comment from not only the vote, but also from the deliberation.
 - i. A conflicting interest exists when a Board member or a related party has a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on that Board member's judgment if he or she were called upon to vote on the matter. Related parties include the Board member's spouse, significant other, parents, children, siblings, siblings of the parent or spouse, and all other persons or entities in which the Board member has an interest, partner, agent, or employee, or exerts control or influence, either directly or indirectly.
 - ii. In case of a dispute regarding the existence of a real or perceived conflict of interest, the Board shall vote as to whether a conflict is present, and the vote of the Board shall be final. The individual with the potential conflict of interest shall not vote.
 - iii. Board members will annually sign a written statement affirming they have received, reviewed and understand this *Conflict of Interest* policy, and disclosing their involvements and interests that could give rise to a conflict of interest including, but not limited to their involvement or those of family members, as directors or officers of other organizations with vendors or other affiliations with other entities that might reasonably be perceived



as a conflict. Board members will promptly update their disclosures if, during the year, a material change in circumstances should occur.

iv. Board members must not exert undue influence to obtain staff employment for themselves, family members or other individuals. Should a Board member apply for staff employment, he or she must first resign from the Board.

5. **Lack of Authority as Individuals:** Board members must not attempt to exercise individual authority over the organization.
 - A. Board members' interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
 - B. Board members' interaction with the media, public or other entities must recognize that Board members are not to speak for the CEO or for the Board, except to repeat explicitly stated Board decisions.
 - C. Board members will not publicly express individual judgments of the performance of the CEO or of other employees, other than when participating in the Board's monitoring functions.
6. **General Conduct:** Board members must respect the confidentiality appropriate to issues of a sensitive nature.