



# BOARD OF DIRECTORS

Members of the Board of Directors are the fiduciaries who steer the organization toward a sustainable future by adopting sound, ethical and legal governance and financial management policies and who ensure ILTA has adequate resources to advance its mission. The Board is tasked with setting the vision for the organization and providing the governance and oversight required to realize that vision. These governance principles make Board service fundamentally different from all other volunteer leadership roles.

## Minimum Eligibility Requirements

To be considered for Board service, an individual must meet the following minimum requirements:

- Employed by a voting member entity in good standing
- Commitment to participating in the Board election process and, if elected, to attending in-person/virtual meetings and conference calls, as well as a formal orientation session.

The requirements noted above set the minimum threshold someone must meet in order to be eligible to participate in the Board election process. There is much more expected of qualified applicants than these two basic criteria. Given that the goal of the election process is to elect the best team of seven individuals to form the Board, there will likely be individuals who meet these minimum requirements but do not advance in the selection process.

## Qualifications

Applicants who meet the minimum eligibility requirements will be vetted against a set of published criteria focused on the knowledge, skills, and attributes (KSAs) expected of an effective Board member. Individual applicants will exhibit different combinations of these criteria and in varying degrees. For example, several applicants may have previous experience in differing volunteer roles but the experience that most closely reflects that of Board service may be weighed more heavily than that of an individual contributor.

Unlike the minimum requirements noted above, the KSAs are not to be used as a checklist to determine eligibility to move forward in the process but rather, as a matrix to evaluate the characteristics each applicant brings to the table. The ultimate goal of the Board election process is to elect a team of seven individuals whose combined characteristics make them the best team to lead the organization together. Depending on the number and nature of applicants, there likely will be individuals who demonstrate many of the KSAs but do not move forward in the process given the strength of others in the applicant pool.

### Knowledge

An effective Board member should demonstrate a solid understanding of the concepts and information critical to executing the role effectively through awareness of and/or experience in the following areas:

- Knowledge of ILTA's membership model and volunteer structure as well as the breadth of networking and educational opportunities provided by the organization
- Understanding of non-profit governance principles
- Familiarity with the various stakeholder groups that make up the ILTA community including members, associate and individual participants, business partners, and other associations and an awareness of how each contributes to and consumes ILTA's products and services

- Understanding of legal technology, market conditions and/or industry trends, and their impact on ILTA's members, especially within law firms and legal departments, as well as within the organization itself
- Understanding of the challenges facing the association both internally and externally related to resources, competition, and market position
- Experience serving as an effective contributor, working with peers and/or ILTA's professional staff
- Financial literacy and business acumen including an understanding of the organization's financial position and the Board's fiduciary responsibilities in this area
- Experience delivering and/or supporting products or services related to leveraging technology in the legal profession

## **Skills**

An effective Board member should possess the following capabilities in order to execute the role effectively:

- Think strategically about the current and evolving role of ILTA regarding its membership, its business partners, other associations, its potential members and business partners, and the broader legal community, challenging the status quo when appropriate
- Differentiate between the oversight and strategic functions of the Board and the supervisory and execution functions of the professional staff and volunteers
- Focus on setting the strategic direction of the organization and delegate the day-to-day management and execution of that strategy to the appropriate resources
- Share and accept feedback with an eye toward contributing to the professional development of the individual, performance of the team, and betterment of the organization
- Mentor and/or coach peers and contribute to the development of future leaders of the organization
- Work as part of a team to build consensus around strategic decisions and ultimately serve as an advocate for those decisions among the membership and broader community
- Communicate in a manner that is consistent with the requirements of the situation and effectively reaches the intended audience
- Engage respectfully with others with differing perspectives, opinions, and backgrounds in a way that encourages productive dialog
- Ask questions and gather information, separating fact from opinion, emotion, or rumor, in order to make informed strategic decisions
- Exercise sound judgment, act with discretion, maintain confidentiality, and remain focused on the Board's strategic and fiduciary duties
- Coach the CEO by serving as an effective sounding board and providing meaningful and actionable feedback
- Focus on addressing challenges and resolving issues through productive dialog and consensus building

## Attributes

An effective Board member should possess the following qualities and traits that will contribute to the individual's ability to effectively execute the responsibilities required of the role:

- Demonstration of professionalism, integrity and the highest ethical standards, and compliance with ILTA's Professional Code of Conduct
- Embodiment of ILTA's core values and mission in both professional and volunteer interactions including demonstrated empathy for the concerns and interests of members, business partners, and others within the ILTA community
- Sense of service that places what is best for the organization and its members above any personal agenda or bias
- Commitment to fully prepare for and participate in Board and committee activities including scheduled calls, in-person meetings, and specific assignments
- Passion for the organization's mission and values, its on-going success, its members, and the broader community
- Sound judgment related to evaluating strategic opportunities, identifying problems to avoid, and navigating challenging situations

## Evaluation

Applicants for Board service will be evaluated by the Talent Council in the context of the KSAs described, with the dual goal of identifying qualified individuals and delivering a diverse, highly functional team. These qualifications will not be viewed as a checklist to qualify or disqualify applicants as "good enough." Rather, they describe the characteristics of high-performing Board members which individual applicants will demonstrate in differing degrees.

Each applicant will bring their experience, talents, and strengths, which will be considered as a whole in order to recommend the best ballot for the election. The qualifications defined above aid the Talent Council in their deliberations.

The Talent Council will approach the evaluation stage of the process armed with a more complete picture of what each applicant may bring to the Board. The Talent Council will take into account information gathered from the applicants in the form of written questionnaires and interviews, as well as feedback from the professional staff. In addition, the Talent Council may interview references provided by the applicant to gather additional insight into a applicant's leadership and communication styles and experience. The additional insights from feedback and the applicant's own words will allow the Talent Council to evaluate each applicant thoroughly.

## Obligations

Candidates elected to the Board will be required to be conversant with and, in some cases, execute several documents. These include, but are not limited to, the following:

- Antitrust Compliance Policy
- Duties of Directors
- Conflict of Interest Policy
- Board of Directors Professional Code of Conduct