



International  
Legal Technology  
Association



# **Board Election Process and Brief Guide to Being a Director**

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DECEMBER 2022

## INTRODUCTION

The Talent Council receives questions about what we do, so we wanted to answer your questions in this paper.

## PURPOSE

The purpose of this document is to provide comprehensive guidance about the Board Election Process, an introduction to the duties of a director, and a brief view of the boardroom.

## AUDIENCE

The audience is twofold. First, new members of the Talent Council and, second, anyone who is interested in running for the Board.

If you are interested in running for the Board, we strongly recommend you read this document before filling out the application. We share tips for the application, interview, etc.

## OWNER

This document is owned by the Talent Council and reviewed by the Board of Directors and the Program Planning Council. It is updated after each Board Election Cycle, and as needed.

## QUESTIONS

The Talent Council welcomes questions, as we understand that this document will not address every question you may have. Please reach out to [ILTATalentCouncil@iltanet.org](mailto:ILTATalentCouncil@iltanet.org) or to **any member of the Talent Council** with your questions.

## VERSION

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# Why Will You Make an Excellent Board Candidate?

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You are your own best advocate. It seems simple, but it's true. You have a vision of what makes ILTA great, as well as areas where ILTA could improve. The Talent Council wants to hear your vision and why you want to be on the Board.

Board service is hard work, but it is rewarding for your career and personal development. The collegiality enjoyed within the ILTA boardroom is something many Directors talk about years and decades after serving on the Board.

As you consider running for the Board, we recommend that you inventory your experience both professionally and personally. The following sections will help you identify skills you may not even realize you have which could distinguish you from other candidates!

## **VOLUNTEER EXPERIENCE**

Being a volunteer in ILTA is a great way to gain experience for Board service. The core areas for volunteerism are membership, education, and governance. Think about the volunteer roles you have performed over the years and how they contributed to these core areas.

### **Membership**

Membership volunteers help meet the needs of members, often on a local or regional level. Many cities in the United States and some countries have appointed Membership Coordinators (formerly Member Liaisons (MLs)) to help facilitate in-person and virtual membership gatherings. These volunteers are supported by Membership Ambassadors (formerly the Relationship Coordinating Team (RCT)).

Most ILTA members will never attend a national in-person event, but they may attend a local social, educational luncheon, or networking event. Those who volunteer in the membership area learn about local needs and act as liaisons between business partners and ILTA at a local level.

### **Education**

Education volunteers help create content for the legal technology community. There are several Content Teams which ensure that content is created and shared year-round. The Content Teams are managed by the Programming Committee which is also run by volunteers. These volunteers understand current and emerging technologies, workflow automations and

other solutions pertinent to the legal industry. They keep the ILTA community informed and provide valuable perspectives on how ILTAns want to consume content.

Other volunteers serve on committees which plan education for our many events, such as ILTACON, LegalSEC Summit, ILTACON Europe, and Women Who Lead.

Business Partner Success Teams work with our Strategic Business Partners to help plan content for conferences. They also keep members informed of important company and product updates throughout the year.

### **Governance**

Governance volunteers provide essential volunteer advice and oversight to key aspects of ILTA's operations. At the highest level is the Board of Directors and the two Standing Committees of the Board, the Audit, Finance, and Investment Committee and the Talent Council. At any given time, there may be one or more Board appointed task forces working to research specific topics. These groups are responsible for ensuring ILTA is here today and long into the future. This is important, because ILTA is a complex organization and understanding how all the parts work together and the challenges they face is crucial to success.

The Talent Council understands that it can take years to create the “perfect volunteer” with experience on membership, education, and governance teams. We value candidates with deep experience; however, we also welcome brand-new volunteers, especially those with governance experience in other organizations as new volunteers may provide a fresh perspective. Experienced volunteers know how ILTA has done things - what worked and didn't work. Both perspectives are needed to contribute to a well-rounded discussion. Please share your non-ILTA experience on your application and in the interview.

It comes back to “do you believe in you?” Do you have a vision for ILTA? If you do, then promote that in your application for the Board. Talk about it in your interview with the Talent Council. Volunteer experience is just one area the Talent Council considers.

### **CAREER EXPERIENCE**

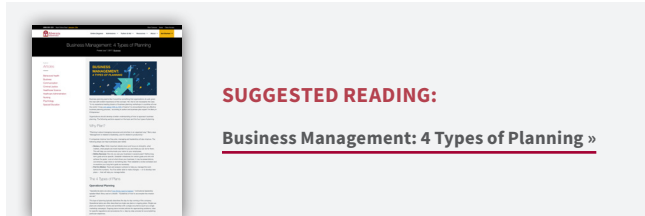
Each of us started our career, maybe even changed careers once or twice, and have a story to tell. The Talent Council wants to hear your story. The Board is comprised of Directors with a diverse set of career backgrounds. However, our diverse Directors all possess skills that are important. You may have learned these skills in your career, or you may need to develop the skills to be an effective Director.

### **Strategic Thinking**

Thinking strategically is vital for a Board member. The Board will work together to focus on the stability, growth, financial needs, and productivity of ILTA. They also ensure that ILTA continues to provide a year-round value proposition for members and business partners. This requires the ability to look ahead and set long-term goals and strategy. The Board must develop high-level objectives which will be carried out by others who will decide the operational details.

A strategic thinker:

- Can prioritize
- Is a good listener
- Is inquisitive
- Has foresight
- Has a flexible attitude
- Can “connect the dots”
- Can reflect on failures and lessons learned
- Understands the differences between the following types of plans: Strategic, Tactical, Operational, Contingency



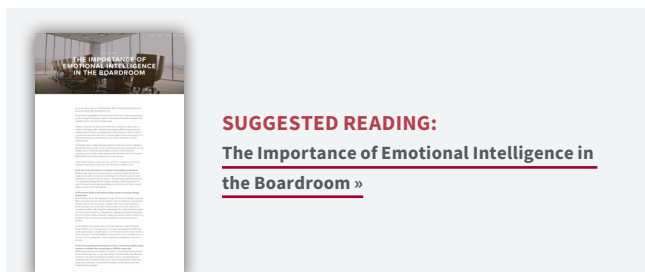
### SUGGESTED READING:

**Business Management: 4 Types of Planning »**

## Emotional Intelligence & Leadership

Navigating interpersonal relationships and having the ability to communicate effectively and respectfully are important skills for any leader. An effective ILTA Board member has:

- Self-Awareness
- Self-Regulation
- Empathy
- Social Skills
- Motivation
- Persuasive Skills
- Ambassadorship



### SUGGESTED READING:

**The Importance of Emotional Intelligence in the Boardroom »**

Please highlight these skills on your application if you already have them. Important: Please do not base your decision to apply for the Board on your mastery of these financial areas. ILTA will help you learn!

- Fiscal Policies and Procedures
- Internal Bookkeeping Controls
- Annual Budget
- Expense Reimbursement
- Budget Narrative
- Cash Flow Reports
- Financial Statements
- Revenue Generation Plan
- Financial Analysis
- Audit Reports

We understand that there are no perfect candidates, but there may well be a perfect fit! We are looking for a group of candidates who are qualified to work together and cover the many needs of ILTA. What you know will benefit other Directors, and what other Directors know will benefit you. Diversity of styles, experiences, thought, and approach is crucial.

## Financial Skills

Some applicants may have career experience in budgeting and financial matters in a law firm or law department. This is valuable; however, not all financial skills translate well to financial management of a not-for-profit organization. Non-profit financial management requires specific knowledge and skills for success. The members of the ILTA Board undergo financial training specific to non-profits. Here is a summary of the financial skills to which an ILTA Director will be introduced.

# The Path to the Board



It takes a total of eight (8) months to go through the Board Election Process -- from the time you submit the application to being seated on the Board. This section will walk you through the process.

## PHASE 1: YOU

This is the start of the Board Election Process. The work here is done by you!

### Announcement for Nominations

In January of odd-numbered years, the Talent Council will announce the opening of nominations for the Board of Directors. You may nominate yourself, or another ILTA member might choose to nominate you. There is no strategic advantage of one method of nomination over the other.

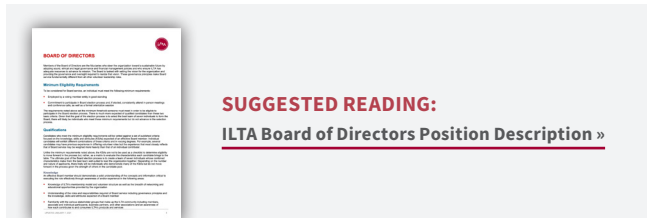
### Completing the Application

Once you have been nominated, and you are confirmed as meeting eligibility requirements, an application will be emailed to you. The application is comprehensive; allow yourself plenty of time to fill it out. It covers many areas to ascertain your experience and your vision for ILTA. Only applicants with

completed applications will continue in the Board Election Process.

The Board application is the most comprehensive volunteer vetting process utilized by ILTA. The care and thought you put into your application make a difference in determining if you receive a request to interview. On one hand, you have the freedom to write as much as you like. On the other hand, remember that communicating concisely is a valuable skill for Board service. In addition, good spelling, punctuation, and grammar will demonstrate to the Talent Council your attention to detail and your understanding of the importance of the process.

The Talent Council will evaluate your ability to think on a variety of levels. As you answer the questions, think about demonstrating the knowledge, skills, and attributes required to be a successful Board candidate. As an example, while your application should demonstrate an understanding of operations and tactics, it should also offer insight into your ability to think strategically.



Leadership at all levels requires confidence, and a Board position is no different. However, it is important that Board leaders are collaborative, willing to embrace the ideas of others, and, even if their ideas gain momentum, are humble about their role in success. Your application should demonstrate a balance between these two potentially competing attributes.

In a similar way, there are times when a role demands a leader to be assertive. Most Board applicants will have plenty of opportunities to demonstrate assertiveness. However, a successful applicant will also demonstrate an ability to consider the feelings of others and a history of demonstrating respect for people with differing opinions.

Lastly, we want to remind you that some ideas require details, and some ideas can be explained briefly. The Talent Council appreciates a writer who shows a good balance between being exhaustive and being succinct.

In the end, take the appropriate amount of time to write your application. Do not hold off to the last minute to tackle it. Then do not rush it. Review it thoroughly. Go into the process assuming the application is the sole basis for whether or not we request an interview. Make it count.

## PHASE 2: STAFF

In this phase, the Staff do a few preliminary things before the Talent Council can review your application.

### Submitted Application

The completed application must be submitted prior to the published deadline in order to be considered. Be sure to verify that it has been received.

### Good Standing

ILTA senior staff will verify that each applicant is employed with a Member Entity in good standing. A Member Entity in good standing means that the dues for the Member Entity are paid in full for the calendar year of the election. The applicant (if not currently employed) or Member Entity will have until March 31st or until the finalization of the ballot, whichever comes first, to become in good standing. The Staff will send periodic reminders to an applicant if they are not in good standing. Reminder: Associate Participants and Industry Participants are not eligible for Board service.

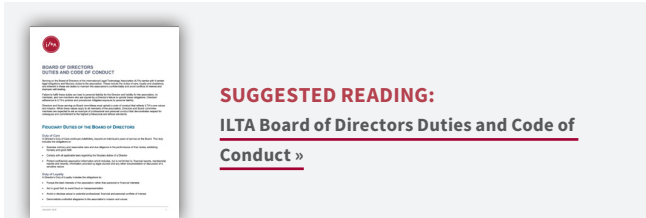
### Conflicts of Interest

In addition, each applicant is vetted for Conflicts of Interest. While all volunteers go through a Conflict of Interest check each year, Directors must pass a more comprehensive check. Directors will encounter more situations where a possible conflict arises. The Staff will work with a Board Liaison to vet and clear potential conflicts. In rare situations, the applicant may be disqualified from running for or serving on the Board of Directors due to a Conflict of Interest that cannot be resolved.

### Code of Conduct

Each applicant must sign the Code of Conduct form to be considered by the Talent Council. There are specific rules governing Directors, and applicants must be made aware of them and agree to be bound by them.



**SUGGESTED READING:**

**ILTA Board of Directors Duties and Code of Conduct »**

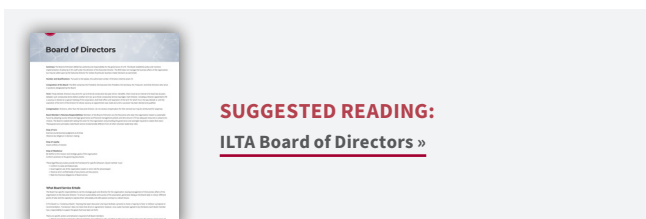
Once these steps are finished, the qualified applications will be sent to the Talent Council.

## PHASE 3: TALENT COUNCIL

From here on, the applicants will work directly with the Talent Council. This is your opportunity to distinguish yourself. You know why you want to serve on the Board. We want to hear your story and your vision for ILTA. What is said to the Talent Council is kept in strict confidence, so please be candid and forthright.

### Round 1: Reviewing Applications

After the Talent Council receives the completed and vetted applications, we will start reading each one and making personal notes. These notes are not shared with other Talent Council members. Each member will ascertain whether they believe each applicant has the knowledge, skills, and attributes to perform on the Board of Directors.

**SUGGESTED READING:**

**ILTA Board of Directors »**

### Round 2: Interviews

The Talent Council will discuss which applicants we would like to interview and will collectively decide to send invitations to certain applicants. The Talent Council is not required to interview every applicant. Those applicants who are not invited to interview are dismissed from the Board Election Process at this point.

Invited applicants will be asked to participate in a one-hour video interview with the Talent Council (including the CEO and Board Liaison). The interview will be recorded as reference material for the Talent Council and deleted after the Board Election Process is completed. There may be times when individual Talent Council members cannot attend an interview. The recording will aid them to evaluate the applicant.

During the interview, the applicant will be given an opportunity to ask questions of the Talent Council, the CEO, and the Board Liaison, if present on the interview. The Talent Council will conduct the interview and ask questions based upon information in the application and the topics being discussed in the interview. The interview is a back-and-forth dialog between the applicant and the Talent Council.

Like the application, please pursue a balance of providing details and being concise in the interview. If an applicant provides too many details, it reduces the number of topics that can be discussed. On the other hand, if the applicant is too concise then the Talent Council may not come away with a good idea of the applicant's vision. Be concise but provide enough detail that we understand your vision. Like many things, this requires balance and time to develop the skill.

### Round 3: References

References are requested on the application; and the Talent Council may or may not decide to contact the references. If the Talent Council decides to interview references, then we

will have a standard set of questions for references to answer. You should make your references aware that they might be contacted during the Board Election Process. The Talent Council will notify you if references are going to be interviewed.

#### **Round 4: Deliberation**

Up to this point the individual members of the Talent Council have not shared their thoughts with each other. We have taken personal notes on each applicant and are prepared to discuss them with other members of the Talent Council.

At this point the Talent Council has the information we need from the applications, interviews, and references. The Talent Council will conduct as many deliberation sessions as necessary to develop the ballot.

Historically speaking, the Talent Council avoids doing up/down votes to form the ballot. We prefer to listen thoroughly to every perspective from each Talent Council member, the CEO, and the Board Liaison. We work towards unanimous decisions as much as possible. Picking the candidates to go on the ballot is a very important task and the Talent Council makes every effort to be thorough and thoughtful.

Ultimately a vote may be required. In those instances, the CEO and Board Liaison are not eligible to cast a vote within the Talent Council.

The following areas help the Talent Council evaluate each applicant's strengths and challenges:

#### ***How an applicant responds to the topic of the local membership in cities***

Most ILTA members will never go to a national conference. If they meet other ILTA members, it will be at the local level. ILTA has taken various approaches over the years at the local membership level, and the Board is always

looking for ways to improve. Come with your ideas on how ILTA can better engage membership at the local, in-person level. Also, have ideas on what works and should continue.

#### ***How an applicant responds to the topic of growth outside North America***

As ILTA grows we see increased participation from outside North America. Each country approaches legal services and legal IT differently. The Board must understand these differences and how to best approach growth in our international communities. If you have experience working outside North America, then we recommend mentioning it on your application and in your interview, especially if that experience involves legal services and legal IT.

#### ***How an applicant responds to the topic of reaching the next generation***

This is a challenge for every organization. ILTA is no exception. There are members at all stages in their careers. Those entering the work force, those in the middle, and those nearing retirement. An ILTA Board member must be sensitive to the dynamics of each of those constituencies and how ILTA can best meet their needs.

#### ***How an applicant responds to the topic of the strategic plan***

ILTA produces a Strategic Plan every few years. It defines high level goals that the Board uses to implement strategies. An applicant should be familiar with the current Strategic Plan and be prepared to discuss areas you would focus on, what you like about it, and what you might change in helping to draft the next Strategic Plan.



***How an applicant responds to the topic of competing organizations***

ILTA does a lot of good, and other organizations are always trying to innovate and improve upon what we believe ILTA does best. As a Director, you should be familiar with trends that set ILTA apart from the competition and what makes the competition great. How can ILTA improve services to our members, and how can ILTA define a healthy relationship with these competing organizations?

***How an applicant responds to the topic of the business partner community***

Without business partners, we would not know ILTA as we do today. They provide education, tools, and services which are vital to ILTA members in performing their daily duties. They also provide funding to help host conferences and in-person and virtual training sessions, and they are valuable subject matter experts. Without business partners, ILTA would not have a platform to help legal technology professionals.

If you have specific experience working with one or more business partners, then you should cover that in your application and interview. If you have experience working with a business partner with regard to their relationship with ILTA, then you should cover that, too.

Some believe that the needs of ILTA members and the ILTA business partners are different and work against each other. This is not a view ILTA shares. The Board knows this and works hard to balance the needs of both communities. If an applicant understands this balance, it will help ILTA thrive.

***How an applicant responds to the topic of the needs of different types of member entities***

ILTA members work for a diverse set of organizations. Some work for small, medium, or large law firms. Others

work for government or corporate law departments. Some work for law schools. While there are basic needs they all share, there are some unique needs based solely upon size and type of organization. We evaluate each applicant based upon their knowledge and experience working in various types of entities. You will take this knowledge and experience into the boardroom.

***How an applicant responds to the topic of diversity, equity, and inclusion***

ILTA strives to be a cutting-edge organization, and that includes addressing social justice issues. All members need to feel accepted and appreciated in their jobs, as volunteers in ILTA, and as members of ILTA. These are basic components to delivering a safe and inclusive environment within ILTA.

***How an applicant differentiates between strategic and operational mindsets***

The primary method of policy making for the Board is strategic. This can be challenging for some applicants whose primary job requires them to think operationally. While Directors will sometimes become involved in the operational implementation of the strategic policies, the discussion within the boardroom is primarily at a strategic level. Being “strategic” is a high-level discussion of objectives and the reasons for ILTA to move in a certain direction. Most of the operational implementation happens at the CEO, staff, and volunteer levels.

***How an applicant responds to the topic of diversification of ILTA revenue generation***

This is an important topic the Board continues to consider and works to address. It became even more important during the pandemic. Directors are responsible for ensuring the financial viability of ILTA, and their views on this topic are carefully discussed within the

boardroom. No Director will have all the answers, but we look for applicants who are willing to think outside the box, challenge assumptions, carefully listen to other viewpoints, and advocate for their ideas.

### ***How an applicant responds to which Officer positions they would like to fill***

One of the questions on the application is in which Officer role(s) you would be willing to serve. The Talent Council must assemble a team of Officers who are:

1. willing to serve
2. qualified to serve

It is important for you to answer this question. List why you believe you are qualified for a specific role and why you want to do it. The rest of the application is your perspective on what makes ILTA good, great, and areas for improvement. Now it is your turn to tell us what Officer role best enables you to help execute that vision. Promote your skills and express your desires. An applicant's preference is strongly considered when assigning specific Officer roles.

### ***How an applicant works with the staff, volunteers, and other ILTANs***

The more we are involved in ILTA, the more our reputation precedes us – for better or for worse. People are always evolving their interpersonal and professional skills.

The Talent Council is made up of experienced and new volunteers. We have seen volunteers interact with the staff, the Board, and other volunteers. This knowledge will influence deliberations. We also solicit the senior professional staff for their interactions with applicants in the various volunteer roles they have had.

- Is the applicant timely in their assignments?

- Do they attend scheduled meetings?
- Are they respectful of the staff and other volunteers?

All working relationships will bring varying personality types together. Each volunteer and staff member has their strengths and challenges. The Talent Council evaluates our own and the staff's perceived personality dynamics for each applicant. However, it is only one of many areas the Talent Council reviews. No applicant is disqualified solely upon a challenging interaction that occurred with a volunteer, member, business partner, or staff member.

That said, of course, the Talent Council will disqualify an applicant if an investigation was completed and they were found to have harassed a volunteer, member, business partner, or staff member. We must ensure there is professionalism in the boardroom.

Why is this important? Directors must respect each other as professionals and as colleagues. This is very important in the boardroom. If a Board is always fighting, then they are not accomplishing the work of the organization. On the other hand, if they agree on everything, then no one is challenging ideas to make them better. We do not want Directors on the Board who find reasons to disagree on everything or those who agree on everything. We are looking for a balance and for applicants to have a proven record of doing this with professional courtesy.

### ***The Talent Council reviews the full package of materials for each candidate.***

During deliberations, the Talent Council will evaluate each applicant based upon their application, their interview, reference notes each Talent Council member has made, the expressed views from other Talent Council members, the Board Liaison, the CEO, and staff and Board feedback. This

is a thorough process that takes multiples deliberation sessions and many hours of the Talent Council's time. The Talent Council does not rush this process and will take whatever time is necessary to draft a ballot we are confident is the best for ILTA.

#### **A note of encouragement...**

At this point you might be thinking, "I only have a few of those qualities. I'll never be picked to be on the ballot." Do not sell yourself short. Promote your strengths, and admit areas where you need more experience in. Each election cycle brings different applicants. The Talent Council must assemble the best options for a well-rounded Board. That could be you.

On the other hand, you might be thinking, "I'll ace this. I'm so overqualified to be on the Board." We caution this perspective. It might be true, but the Talent Council is not looking for those with a hero complex. Everyone in the boardroom deserves to be there and is qualified. Our advice? Be confidently humble (or humbly confident).

### **Round 5: Forming the Ballot for President**

The Talent Council will identify applicants we believe will make a good President for ILTA. We will draft a ballot for the office of President which includes a minimum of two (2) candidates for that specific role. All candidates on the ballot for President are also included on the Director's Ballot.

The President does not engage in operational responsibilities, beyond managing the annual performance review of the Chief Executive Officer. Most of the work and day-to-day decisions of ILTA are the responsibility of the Chief Executive Officer. The President is primarily responsible to oversee the business of

the Board of Directors and to be a consensus builder within the boardroom. They are also viewed as a spokesperson on behalf of the Board.

This role requires good communication skills, good rapport with colleagues, and an ability to think outside the box without becoming lost in the details.

### **Round 6: Forming the Ballot for Directors**

The Talent Council will then draft a ballot for the rest of the Board. While one candidate will win the office of President, there must be a total of seven (7) Directors elected. The President serves as a Director; therefore, six (6) more Directors are needed. All candidates on the President's Ballot will automatically be added to the Director's Ballot. The Talent Council will add additional candidates to the Director's Ballot to give ILTA Members several choices. The ballot must include a minimum of nine (9) candidates for Director.

### **Round 7: Preparing the Ballots for the Board of Directors to Review**

The Talent Council performs several steps to prepare the ballots for the Board of Directors to review.

#### **Final Check for Good Standing**

The Chief Executive Officer will verify that all candidates are employed by Member Entities in good standing. Any candidate that is not a partner, shareholder, etc. or employee of a Member Entity in good standing at this point in the process is required to be removed from consideration.

#### **Inform the Candidates**

The Talent Council will inform applicants if they were picked for either the President or Director Ballots. We will also inform any applicants who were not picked. All

candidates will be offered a feedback session relating to the Board Election Process. Many candidates have found these feedback sessions to be valuable to their career and running for the Board at a future date.

#### ***Collect Bios and Photos of Candidates for Distribution***

The Talent Council and ILTA staff will work with the selected candidates to write a brief biography and obtain a photo for each candidate. The biography and photo will be distributed to the ILTA community at the time the ballots go to the members for voting.

#### ***Send Council Report to the Board of Directors***

The Talent Council will deliver to the Board a report detailing the process used to generate the ballots and the candidates identified for each ballot. The Board will review to ensure the process was followed and will pass a resolution to set the method and date of voting. Important: The Board may not change the ballot in any way. The notice of the date the vote will open must be provided to Designated Voters no fewer than 10 business days and no more than 60 business days prior to the vote.

### **PHASE 4: BOARD OF DIRECTORS**

There are several steps the Board of Directors must manage to ensure a smooth voting process.

#### **Verify the Designated Voters**

The staff will review the list of member entities in good standing as of April 1 of the election year (the end of the membership grace period) and identify those with a missing Designated Voter. The staff will then act to determine the name and contact information of the Designated Voter.

#### **Verify the Ballots are in Order**

The Board will review the ballots submitted by the Talent Council to verify they are in order and that the Bylaws have been followed.

#### **Authorize Ballots to be Issued**

The Board will direct the staff to prepare the ballots on an electronic voting platform. This vote will be sent to the Designated Voters from Member Entities in good standing. Members will cast votes for the office of President and for the remaining Directors.

#### **Review of Election Results**

The Board will review the election results to determine that quorum has been achieved and that there are no outstanding ties. If there are ties, then additional rounds of voting will be done to determine the President or remaining Directors in accordance with the organization's Bylaws.

#### **Certification of the Election Results**

Once all ties have been broken and quorum has been achieved, the Board will pass a resolution to certify that the election results are valid. They will inform the Talent Council of the election results.

**Notify the Candidates of the Results**

The Talent Council will notify the candidates of the results of the election. The candidates will be asked to keep the results confidential until the membership has been notified.

**Appointment of the Remaining Officers**

The Talent Council will now appoint the remaining Officer positions among the Directors that were elected. Those positions are Executive Vice President, Secretary, and Treasurer. The remaining positions are Directors-at-Large. The Talent Council will inform the Board of their selections.

**Election Results Announced to Members**

The big day has arrived, and the Board Secretary and/or CEO will announce to the ILTA community the election results. This will include the announcement of the candidate elected as President, the additional six candidates elected as Board Members, and the appointments to the Executive Vice President, Secretary, and Treasurer positions.

**Orientation Meeting with the Current Board**

Prior to ILTACON, the current Board, the CEO, and the incoming Directors will conduct orientation. This includes instructions on the expectations of each Officer and other business items. This typically occurs in late Spring to early Summer of odd-numbered years.

**The Directors Take Office**

The incoming Directors will take office at the close of the Annual Meeting of the Corporation and will serve for two years.

# The Board of Directors



Now that you have been elected, here is a brief guide of what to expect as a Director, and in the boardroom.

## DUTIES

There are two classifications on the Board: Officers and Directors. Officers have duties outlined in the Bylaws and assigned by the Board. Directors consist of the seven individuals who make up the elected Board. Their duties change based on the needs of the organization. Some Directors will also be an Officer.

### Officers

The Bylaws outline four Officer Roles. They are:

#### ***President***

The President shall preside at all meetings of the Board of Directors and the meetings of the Corporation, perform all duties customary to the office of President, and supervise and control the Corporation's affairs, working collaboratively with the Chief Executive Officer according to the policies and directives of the Board of Directors. The President shall lead discussions of the Board of Directors and encourage the Board of Directors toward consensus.

#### ***Executive Vice President***

The Executive Vice President shall perform all duties of the President in the President's absence or inability to act, having the same powers, responsibilities, and restrictions. The Executive Vice President shall perform all other duties as the President or Board of Directors prescribes.

#### ***Secretary***

The Secretary shall keep or cause to be kept an accurate record of the proceedings at meetings of the Board of Directors and the meetings of the Corporation. The Secretary shall communicate or cause to be communicated all notices as required by the Bylaws or applicable law and perform all other duties customary to the office of Secretary, subject to the supervision of the Board of Directors, and as the President or Board of Directors prescribes.

#### ***Treasurer***

The reasurer shall review detailed financial statements and work with the Chief Executive Officer to ensure that the Board of Directors has the necessary and accurate financial data to properly inform its decision making. At the request of the Board of Directors, the Treasurer shall



prepare or cause to be prepared a statement of accounts and, at all reasonable times, shall exhibit the books and accounts to any Officer or Director of the Corporation. The Treasurer shall perform all other duties customary to the office of Treasurer, subject to the supervision of the Board of Directors, and as the President or Board of Directors prescribes.

## Directors

Directors who are not Officers are referred to as “Directors-at-Large”, but in reality, there is no legal difference between any of the seven Directors elected to the Board. Some are Officers and will do extra duties, but all are Directors and must perform their duties as Directors. Some duties are the same for all Directors, and some are different based on their assignments at Board Meetings. Here is a high-level overview of Director Duties.

### Ambassadors

Directors serve as ambassadors within the ILTA community and other legal communities. People are always look at the Directors as a shining example of what it means to be an ILTAn.

### Board Liaison

Directors will serve as Board Liaisons to various ad-hoc committees, standing committees, task forces, and other volunteer groups. One or two Directors will be assigned to each of these. Here is a partial list of the groups that receive a Board Liaison.

- **Ad Hoc Board Committees**
  - *Volunteer Leadership Task Force (VLTF)*
  - *Governance Committee (GC) (as needed)*
- **Standing Board Committees**
  - *Audit, Finance, and Investment Committee (AFIC)*
  - *Talent Council (TC)*
- **Other Volunteer Structures**
  - *Constituent Council*
  - *Education and Networking Council*
  - *ILTACON Planning Committee (ILTACON)*
  - *LegalSEC Steering Committee (LSSC)*
  - *LegalSEC Summit Planning Committee (LSS)*
  - *Partner Advisory Council (PAC)*
  - *Program Planning Council (PPC)*
  - *Strategic Partner Liaisons (SPLs)*
  - *Volunteer Council*

## Planning

ILTA operates on a three-year strategic planning cadence. The current strategic plan runs through August 2023. Some ILTA Boards are responsible for developing a strategic plan, outlining objectives for the organization to achieve over the next three or more years. All Boards are responsible for monitoring progress against the strategic plan and providing needed course correction. The strategic plan guides the Chief Executive Officer in creating operational goals and tactics that will enable the organization to implement the Board’s strategic plan.

The Board sets the strategic vision with the Chief Executive Officer. The Chief Executive Officer will decide the path to achieve the goals. The Board will provide feedback on that path, and provide the resources needed to support the strategic goals.

## Operations

In general, the Board has no day-to-day operational responsibilities. The Board only has one employee that it manages, and that is the Chief Executive Officer. The Chief Executive Officer is responsible for all staff. There may be certain levels of financial signoffs the Board needs to approve.

### **Governance**

The Board is responsible for the overall governance of ILTA. There is no aspect of ILTA that is not impacted by some aspect of governance. You are probably thinking that governance relates to the Bylaws, and you are correct, but it is broader than that.

Governance is how things are managed. For example, the Board does not directly manage ILTACON, but it is responsible to make sure it is managed well. If it is not managed well, then it is their responsibility to ensure that problems are addressed. It does not mean they are sitting there tasting the breakfast bacon, but it means they find a different bacon taster. This may seem trivial, but the application scales to the big decisions.

Here is a partial list of areas pertaining to governance.

1. Articles of Incorporation
2. Bylaws
3. Volunteer Structure
4. Financial Management
5. Hiring & Firing of the Chief Executive Officer
6. Strategic Plan
7. Relationship with Business Partners
8. Relationship with other Organizations

The list goes on, but this provides you with a sense of the scope. Every aspect of ILTA has some element of governance associated with it. The concept of “the buck stops with the Board” is present everywhere. However, the Board is best suited to operating at a strategic level rather than an operational level. So, while they are responsible for everything, they delegate the operational details to volunteers and staff. Over many decades the Board has set up a system where there are checks and balances that seldom require the Board to get directly involved.

However, the Board directly influences the ongoing changes to ILTA and they do that primarily with Task Forces.

The Board will appoint various Task Forces to look at specific areas of ILTA and to recommend changes for Board consideration. At any time, there are usually two or three Task Forces working on research, soliciting feedback from the members, and drafting ideas. Most of the structural changes to ILTA come out of these Task Forces, which are managed by the Board.

The Board will appoint a Governance Committee when the Bylaws need to be changed or to take on other governance topics. This committee will draft changes and send them to the Board. Some changes will be approved by the Board, and some will go to the membership for approval, as required by the Bylaws.

### **Communication**

The Board speaks as one voice and supports the Chief Executive Officer. The Board is also responsible for delivering the annual meeting of the corporation at ILTACON. Disagreements within the boardroom should stay in the boardroom. It hurts ILTA's interests when the public, membership, business partners, and others believe the Board is divided on an issue.

### **Recruitment & Mentorship**

Directors can serve three consecutive two-year terms. They should always be looking to recruit others to join the Board. Most Directors are serving because somebody at one time said “you’ll make a good Director. You should apply.” Look for others who you think will make a good Director and then encourage them to apply. Mentor them.

## INSIDE THE BOARDROOM

The boardroom is usually made up of a table and chairs. Maybe there is water and food. Maybe it is a virtual boardroom. Regardless, this section will help you understand the expectations for serving on the Board.

Prior to each quarterly board meeting a Board Book is prepared for the Board. The book is due one week prior to the meeting. The purpose of the book is to provide the Board with an agenda, status reports, and any supporting materials. Each Board Member is asked to read the Board Book and to ask for any additional information needed to be prepared for the meeting. Each Board Book is made up of the following components:

### The Agenda

The Board President and Chief Executive Officer work together to develop the agenda for the meeting. Generally, it will include a call to order, approval of the agenda and minutes from the previous meeting, a Treasurer's report, reports from each Board committee and liaison, the Chief Executive Officer's report, and any old and new business. The agenda includes a framing sheet for each agenda item. The framing sheet provides background on the item, outlines any decisions to be made during the meeting, and provides the text of any motion required.

### Financial Reports

The Treasurer is responsible for presenting detailed financial reports and reporting on the financial health of the organization. This may include a budget to actual, cash flow report, financial analysis, financial statement, and an audit report. It is especially important to track expenses and revenue since both are cyclical

### Red, Yellow, Green light

The Chief Executive Officer delivers progress reports on the status of the annual operational goals approved by the Board. These goals are in support of the approved strategic plan.

### Board Liaison Reports

Board members are responsible for presenting status reports for the committees, task force groups, councils, etc. for which they are responsible. These reports include an update on discussions and decisions that have occurred. These are at a high level.

### Staff Department Reports

Reports prepared by ILTA staff reporting on operational statuses.

### Miscellaneous

This could include updates on such things as current issues, events, conference attendance numbers, sponsorship numbers, etc.

There are times when the Board may need to go into Executive Session. This is a private session of the Board in which the staff is not involved and for which ILTA members are not entitled to review the minutes. This usually happens for disciplinary matters and salary discussions.

## Conclusion

Serving on the Board is a privilege, and a rewarding experience. You will make life-long friends and contribute ideas that will positively impact the legal tech community for years following the end of your Board service. The Board is made up of individuals just like you. They want what is best for ILTA. They have ideas on how to make it even better. Together you will create the future for all ILTAns.