Position Description of the Board of Directors

1. Functions

As representatives of the Membership of the IJIS Institute (Institute), the Board of Directors provides strategic direction of the Institute in the fulfillment of its mission and strategic goals. The Board provides the springboard for a Member to fulfill the opportunity for service, to represent the General Membership and to assume a leadership role for the Institute and to the justice, public safety and homeland security professions. Specific Board functions include the following:

- **Representation of Membership.** Providing a link between the Institute and its "Membership" and serve as the representatives of the General Membership.

- **Policy Development.** Approving governing policies which address:
  
  » **Strategic Outcomes:** The Board establishes strategic outcomes or ends to be achieved by the Institute and sets the operating parameters for Institute staff to accomplish them.

  » **Organizational Performance:** The Board continually oversees and regularly monitors the performance of the Institute and its staff.

  » **Stakeholders:** The Board maintains a relationship with its stakeholders including its Members, funding sources, and partners.

  » **Governance Process:** The Board creates and manages policies that specify how it will carry out and monitor its own tasks. It also puts constraints on, sets boundaries for, and monitors executive authority.

- **Board-Executive Director Relationship:** The Board sets the parameters of authority delegated to the Executive Director and monitors the performance of the Executive Director. As the appointing authority for the Executive Director, the Board also ensures that contractual obligations between the Executive Director and the Institute are recorded and respected. The Executive Director is accountable to the Board of Directors just as the Board of Directors is accountable to the Members of the Institute.

- **Influence:** Board members should be individuals with considerable influence and/or visibility within the communities in which the Institute interacts and contribute that influence to the activities of the Board and Institute.
Participation: Board members are expected to participate in activities related to the mission of the Institute. This may be a committee or task force member or to assist membership recruiting. These activities enhance the visibility and accessibility of the board to the general membership.

To this end, the Board of Directors has defined responsibilities as listed in Section 3.

2. Qualifications

Directors are expected to be an executive from their companies who will bring their leadership, operational, financial, administrative, strategic, and industry experience to the Board. Although the Institute’s Board of Directors is a working Board and the ultimate arbiter of policy, many Board activities are delegated to committees. The Institute’s Committees consist of individuals with management, thought leaders, technical and operational backgrounds that supplement and support the Board and the Institute. It is also vital for a Director to understand the interconnection between the public safety, homeland security, health, human services, and integrated justice business environments since the Institute’s mission is to foster this community of interest. The role of a Director is to provide strategic leadership to the Institute as it conducts business and provides services to the community. In so doing, the Institute’s goal is to seek out individuals who exhibit leadership qualities whether they be senior executives and owners of member companies or others who exhibit similar qualities enabling them to serve on the Board of Directors effectively. The Institute also expects its Directors to look both inside (within your company) and outside (the charitable, foundation and government sectors) to find ways and means to improve the long-term financial health and independence of the Institute.

3. Responsibilities

3.1 Performance Expectations of an IJIS Board Member

Each Board member of our organization affirms the expectations outlined here and strives to perform accordingly. We treat all Board members the same when it comes to these expectations.

These expectations are clearly articulated during the recruitment process.

We accept the candidate as a nominee or appointee only after s/he has agreed to fulfill these expectations. And, by accepting nomination or appointment, the individual confirms that this board service is one of his / her top volunteer and giving commitments.

Specific performance expectations are:
Believe in and be an active advocate and ambassador for the values, mission and vision of the organization.

Work with fellow Board members to fulfill the obligations of Board membership as articulated in the Job description of the Board of Directors, in these performance expectations, and in keeping with all other policies.

Act in a way that contributes to the effective operation of the Board and work with fellow Board members and staff to assure that the Board functions well. This includes – but is not necessarily limited to the following:

- Focus on the good of the organization, independent of your company’s or your personal agenda, self-interest, or the influence of others.
- Maintain confidentiality of committee, board, and organization work unless authorized otherwise.
- Support Board decisions publicly once they are made.
- Participate in appraisal of own performance and the performance of the Board and its committees.
- Support the organization’s policies and procedures for conducting business.

Regularly attend Board and committee meetings in person. Prepare for these meetings by reviewing materials and bringing the materials to meetings. Use conversation as a core business practice, asking strategic questions and participating in dialogue. As a board member, you will be looked at as a leader and will set the tone of the other participants.

Keep informed about the organization, its issues, and its connection to the community through active participation within the organization and conscientious connection outside the organization.

Help support the development operation of the organization.

- Help in recruiting new and work to retain member companies to the organization
- Identify grant or consulting opportunities that are appropriate for the organization and relay the opportunity to staff

As appropriate, use personal and professional contacts and expertise to benefit the organization, without compromising ethics or trespassing on relationships.
 ➢ Be available to serve as a board, advisory, or work group committee or task force chair or member. Be a prepared and active participant.

 ➢ Board Members represent their member company, and ultimately serve at their pleasure. Prior to running for a board seat, it is expected that the individual will have cleared it with their management to meet the requirements set forth in this and other documents.

 ➢ Inform the Board of Directors of the organization of any potential conflicts of interest, whether real or perceived, and abide by the decision of the Board related to the situation.

 ➢ Respect the By-Laws of the organization and the authority of the Board Chair, Executive Director and staff; and, adhere to the limitations of the Board, its committees and individual Board members.

 ➢ Agree to step down from Board position if unable to fulfill these expectations.

3.2 Planning: The Board of Directors

 ➢ Generates and approve the Institute’s Mission and Strategic Plan and measures the performance of the Institute and its management utilizing both standards. Institute management is defined as the Board of Directors, the Chairman and the Executive Director;

 ➢ Assesses the ever-changing environment in which the Institute functions, and approves the Institute’s strategy in relation to it;

 ➢ Reviews and approves the Institute's plans for funding its strategy; and

 ➢ Reviews and approves the Institute's programs plans and directions.

3.2 Organization: The Board of Directors

 ➢ Assures that the Institute is appropriately staffed and directed toward achieving the requirements of the Institute’s Strategic Plan;

 ➢ Approves appropriate compensation as well as benefit policies and practices;
Annually assists with and approves the performance evaluation of the Executive Director. This includes establishing his/her compensation in consideration of recommendations of the Chair and the Personnel Committee;

Annually reviews its own performance and takes steps (including recommendations for its composition, organization, and responsibilities) to improve its performance;

Responsible for establishing Standing and Advisory Committees, ensuring their focus is consistent with the Institute’s Strategic Plan and fostering collaboration between them; and

Individual members of the Board serve as officers of the Institute, if elected as outlined in the Bylaws.

3.4 Influence: The Board of Directors

Contributes the Directors influence to IJIS activities such as sponsorship as well as political education and communications;

Sets an example for funding ideas and activities through financial and effort contributions to the Institute;

Improves Member relations and mutual growth opportunities for the Institute by acting as a go-between with the Institute and appropriate senior management of the Director’s company; and

Provides access to their own personal, professional, industry and government networks to assist the Institute wherever possible.

3.5 Operations: The Board of Directors

Performs duties assigned by the Chair or Board consistent with the Bylaws and the operational policies of the Institute;

Approves major actions of the Institute, such as capital expenditures on all projects over authorized limits or major changes in programs and services;

Reviews the results achieved by management as compared with the Institute's mission, the Institute's program plans, and the Institute’s Strategic Plan as well as in comparison with those of similar organizations;

Provides financial oversight for the Institute ensuring that its financial structure is adequate for current needs and the implementation of the Institute’s Strategic Plan by
reviewing, accessing and approving the Institute's annual budget. In addition, authorizes and allocates funds to meet financial obligations of the Institute;

- Regularly attend board meetings in person. A board member is allowed one absence a year during their term.
  
  » Travel at you or your member company's expense to the 4 board meetings per year. The Institute will pay for group meals and hotel room in the group block according to policy.

- Attend important related meetings including, but not limited to:
  
  » IJIS Institute National Symposium,
  » IJIS Institute Mid-Year Briefing,
  » Board Retreat;

- Commits appropriate time for active participation in committee work;

- Receives advice and counsel from the Standing and Advisory Committees;

- Volunteers for and willingly accepts assignments and completes them thoroughly and on time;

- Remains consistently informed about Board matters, thoroughly prepare for meetings, and reviews and comments on minutes, reports, and other Institute activities;

- Communicates regularly with other Board members and builds a collegial working relationship that contributes to consensus; and

- Provides candid and constructive criticism, advice and comments to the Chair, other members of the Board of Directors, and the Executive Director.

3.6 Audit: The Board of Directors

- Ensures that the Board of Directors, its committees, and the Institute’s Members are adequately and currently informed through reports and other methods of the condition of the Institute;

- Assures that published reports properly reflect operating results and the financial condition of the Institute;
Ascends that management has established appropriate policies to define and identify conflicts of interest throughout the Institute, and is diligently overseeing the enforcement of those policies;

Makes any required determinations regarding ethics violations;

Approves independent auditors; and

Reviews compliance with relevant material laws affecting the Institute and upholds those laws and regulations to include providing equal opportunity and treatment for all without regard to race, color, sex, sexual orientation, age, marital status, personal appearance, family responsibilities, matriculation, status as a veteran, religion, national origin, or political affiliation.