

## Description of Director of the Board of Trustees

**Purpose:** The Board of Trustees (BoT) and Executive Committee (ExC) members have rotating terms. Although terms of members overlap on the BoT and ExC to provide continuity, a long term historical knowledge of the governance of the Society is often lacking. A Director of the Board of Trustees would provide continuity and historical knowledge to the leadership of the Society as well as providing support directly to the President of the Society to facilitate a smooth transition each year.

**The Position:** The Director is appointed by the BoT and is a non-paid position. The Director shall serve a term of five years, subject to the annual approval of the BoT at IMPS. The BoT may renew the Director's term no more than once. This position is meant to be a mentoring and advisory position, providing historic context of past actions, knowledge of bylaws, policies and meeting minutes, knowledge of annual society calendar, deadlines and business rules. This position does not replace any BoT positions elected by the Society's membership, nor was it created to influence the decisions of the BoT as a whole.

**Duties:** The Director shall provide advice based on his/her knowledge. This includes

- Being a non-voting member of the BoT.
- Attending BoT meetings.
- Providing knowledge of past contracts and negotiations to those BoT and Editorial Council members charged with negotiating contracts with employees of the Society, Publisher, and Management Company.
- Assisting the President in setting the agenda for meetings.
- Providing consultation and advice to BoT members to keep yearly activities and decisions on schedule.
- Providing support to the President and Secretary to ensure committees have members and chairs.
- Advising the Secretary of those items needed to record the relevant business of the Society, such as decisions made by the BoT and Editorial Council. Provide review and comments on all BoT meeting minutes.
- If needed, reminding committees, President and Secretary, to implement decisions made by the BoT and Editorial Council.
- Helping the Secretary and committees establish and maintain the repository of policies and procedures.

**Relationship with President and Management Company:** The Director shall

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- Work closely with the President.
- Keep the President informed of activities and draw attention to issues that need to be addressed.
- Participate during conference calls if the President requests this.
- Consult with the President to draw on the Director's organizational and historical knowledge.

**Qualifications:** An ideal Director would

- Have served in a leadership position.
- Have governance experience and historical knowledge of the Society.
- Have been an active member of the Society for 10 or more years.
- Serve for the period of the appointment.
- Be familiar with all the different committees and activities of the Society.

**Appointment process:**

- A member of the Society may nominate a potential Director.
- The BoT draws up a list of potential Directors.
- Nominees are asked whether they are interested and willing to serve.
- After the results of a vote by the members of the BoT, the Director is appointed by the BoT to this position.

**Resignation:**

If the Director resigns, the Secretary assures continuity and the BoT takes action to fill the vacancy as soon as possible.

**Expenses:**

Travel reimbursement for attending IMPS will be available to the Director if s/he does not have his/her own funding. Travel to the mid-year meeting will be fully reimbursed.