

INCOSE Board Director Position Description

September 2024

Board Director Role

Board Directors for INCOSE are individuals, elected or appointed, who collectively are the governing body of INCOSE. The Directors are future focused, strategic thinkers who can develop and oversee strategy, governance, and accountability of the organization. This contrasts with volunteers and staff who execute the day-to-day operations of the nonprofit.

The Board of Directors is responsible for making key decisions that address the organization's future – its mission, strategy, and goals. They aim to address the systems community's interest through INCOSE's work and act as the legal voice for the organization, following the fiduciary duties of the office:

1. Duty of Care
2. Duty of Loyalty
3. Duty of Obedience

Duty of Care

Duty of care means that board directors must give the same care and concern to their board responsibilities as any prudent and ordinary person would manage their personal matters. At a minimum, participation in the Board responsibilities outlined below fall under this duty.

Duty of Loyalty

Duty of loyalty means that board directors must always place the interests of the organization ahead of their own interests. Board members are required to publicly disclose any conflicts of interest and not use board service as a means for personal or commercial gain.

Duty of Obedience

Duty of obedience means that board directors must make sure that the nonprofit is abiding by all applicable laws and regulations and doesn't engage in illegal or unauthorized activities. The duty of obedience also means that board directors must carry out the organization's mission in conjunction with the purpose stated in their nonprofit organization's registration forms.

Responsibilities of the Board

The mission of INCOSE is to foster systems engineering knowledge exchange, application, education, and research. We are dedicated to being the world's trusted authority and forum for the practice, science, and art of systems engineering.

As the highest leadership body of the organization and to satisfy its fiduciary duties, the board is responsible for:

- determining the mission of the organization and understanding its collective purpose
- selecting, supporting, and evaluating the performance of the Executive Director
- conducting strategic and organizational planning
- ensuring strong fiduciary oversight, financial management, and budget approval
- developing resources
- overseeing the performance of INCOSE with respect to its strategic plan
- enhancing INCOSE's public image
- assessing its own performance as the governing body of the organization
- ensuring legal and ethical integrity

Responsibilities of Individual Board Members

Each individual board member is expected to:

- uphold the legal duties and laws regarding nonprofit governance
- follow the INCOSE's bylaws, policies, and board resolutions
- know the INCOSE's mission, policies, programs, and needs as well as understand its collective purpose
- serve as active advocates and ambassadors for INCOSE (to both internal and external networks)
- leverage connections, networks, and resources to develop collective action to achieve the INCOSE's mission
- faithfully read and understand the organization's financial statements and board materials in advance of meetings
- fully engage in identifying and securing the financial resources and partnerships necessary for the organization to advance its mission
- engage with the services, products, and events of INCOSE
- prepare for, attend, and conscientiously participate in board meetings
- participate fully in one or more committees or taskforces
- engage in learning opportunities to better understand the membership we serve

- respect the experiences of all who bring their voices and lived experiences into the boardroom and the organization
- sign an annual conflict-of-interest disclosure and update it during the year, if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
- maintain confidentiality about all internal matters of the organization
- engage in strategic conversations and be able to focus on the future.
- commit personally, or get commitment from organization, to support travel and time for Board meeting activities (4 Board meetings per year, 2 in-person)

Qualifications

This is an extraordinary opportunity for individuals who are passionate about INCOSE and systems engineering. The candidate's accomplishments will allow them to attract other well-qualified, high-performing Board Members. Membership in INCOSE is required and diversity valued.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant (executive) leadership accomplishments, including INCOSE leadership is preferred
- A commitment to and understanding of INCOSE's members and the SE discipline, preferably based on experience
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- Personal qualities of integrity, credibility, and a passion for improving the lives of INCOSE's members
- Previous governance experiences serving on a Board of Directors is preferred

Service on INCOSE's Board of Directors is voluntary and without remuneration, except for approved administrative support, travel, and accommodation costs in relation to Board Members' duties