



International Test and Evaluation Association  
4400 Fair Lakes Court, Suite 104  
Fairfax, VA 22033-3899

Phone: 703-631-6220 ~ Fax: 703-631-6221 ~ [www.itea.org](http://www.itea.org)

---

---

## **ITEA BOARD MEMBER DUTIES AND RESPONSIBILITIES**

### **BOARD MEMBER RESPONSIBILITIES**

In general, a member of the Board of Directors has the responsibility to:

- Address broad policy issues that focus on strategy, direction, and results.
- Establish goals for the organization—define the mission, market, products, and services.
- Hire the Association’s Executive Director, who is then responsible for achieving the Board’s goals.
- Read and understand governing documents.
- Respect confidentiality, fiduciary and conduct policies.
- Know basic tenets of anti-trust and other relevant laws.
- Abide by the canons of conduct.
- Read meeting minutes and ensure they accurately reflect comments or votes.
- Obtain and review relevant officer, financial, committee, task group, executive office, and other reports as appropriate.
- Be responsive; invest your time and attention in the organization.
- Act as one body, not a group of individuals.

### **BOARD MEETINGS**

- Board meetings are held every quarter usually in the Washington D.C. Metro area to facilitate travel for Board members.
- Exact dates of the Board meetings are determined in advance by a Board vote.
- One special meeting of the Board is held during the ITEA Annual Symposium for the purpose of election of Board Officers.
- Attendance in person is required if at all possible. Telephone conferencing is available if necessary.
- Be prepared for discussion and consideration of items that require action by the Board.
- Review in advance of the meetings all “Read ahead” materials, which are distributed prior to the meetings.
- Submit any required reports in the proper format and in time to be distributed to all Board members as part of the “Read ahead” materials.
- Additional information can be found in the ITEA By-Laws, Article VI, Section 3.

## **FIDUCIARY DUTY**

A fiduciary duty is a duty to act for someone else's benefit, while subordinating one's personal interests to that of the other. There is a fiduciary duty imputed upon the Officers and Directors for protecting and enhancing the Association regardless of their own personal interests. The Officers and Directors are entrusted with the management of the association, control of the assets of the Association and are given the power to act on behalf of the members of the Association.

The Association is owned by the dues paying members, and the Officers and Directors must pay particular attention to any actual or potential conflict of interest in serving the member's interests as a whole. This means that a Board member cannot be involved in a lawsuit against a member of the Association because a Board Member may use their position on the Board to hurt the business interests of their legal adversary.

Likewise, a Board Member may not use their position on the Board to develop an overall Association policy that will advance the individual business interests of that Officer or Director. An Officer and Board Member must always be cautious about crossing the fine line from advancement of the Association to advancement of their own personal interests.

### **Fiduciary duties for ITEA Board Members**

- Exercise reasonable care, honest, and faith in performing functions.
- Avoid conflicts of interest. If a conflict exists, it must be disclosed.
- Maintain confidentiality of opinions, membership, tax information, compensation information, trade secrets, etc.

## **CANONS OF CONDUCT FOR ITEA BOARD MEMBERS**

1. All Board Members are equal and business relationships should not influence ITEA decisions.
2. Conduct yourself in a professional manner that reflects integrity, respect and a spirit of fair play.
3. Refrain from engaging in any activity that would violate confidentiality commitments or proprietary rights.
4. Abide by the bylaws and policies of ITEA.
5. Use ITEA's name, data, documents and information only for purposes authorized by the Board of Directors.
6. Conduct yourself in a manner that is consistent with and not disruptive to the purposes of ITEA.
7. Disclose any potential conflicts of interest.
8. Serve the interest of the larger community, setting aside personal benefit to you or your company.
9. Serve as an active proponent of the Association to its members, potential members, and future leaders.
10. Work hard and have fun along the way!