

# *SAE* International

## **Board of Directors Position Description**

**EXECUTIVE NOMINATING COMMITTEE**

# SAE International

## Board of Directors - Position Description

### Basic Function

The SAE International Board of Directors (Board) derives its power and authority from the SAE Bylaws, which states that *“The Board of Directors shall manage the business and affairs of SAE, shall determine its policies, and shall actively promote SAE’s purpose.”* In other words, the Board has the responsibility for administering the overall of SAE.

### Nature and Scope

#### 1. Position Information

The full Board of Directors consists of the

- ▶ President
- ▶ Immediate Past President
- ▶ President Nominee (nonvoting member)/Elect (voting member)
- ▶ Aerospace Sector Vice President
- ▶ Automotive Sector Vice President
- ▶ Commercial Vehicle Sector Vice President
- ▶ Treasurer
- ▶ Assistant Treasurer
- ▶ Up to eighteen (18) Directors and
- ▶ Secretary (nonvoting member)

A Director’s stature should be consistent with that of the most respected mobility-engineering society in the world. Demonstrated interest in SAE, devotion to its advancement, and availability to serve its interests should be thoroughly considered. The Directors are divided into three (3) classes in respect to their terms of office, each class to be approximately equal in number. Upon adjournment of each regular annual meeting of the Board the terms of office of all Directors of one class then expires.

Directors are nominated by the Executive Nominating Committee and are elected by and from among the voting members.

At each annual meeting of the voting members, the Directors elected to succeed those of a class whose terms then expire are announced, and each duly-elected Director:

- ▶ Holds office for a three (3) year term.
- ▶ Commences serving with the convening of the new Board’s organizing meeting.
- ▶ Is responsible in such position from the time the Director accepts office or attends the first meeting of the Board.
- ▶ Holds office for the term for which elected.

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- ▶ Is not to be eligible for immediate re-election.

Members of the Board are elected to represent the SAE membership as a whole and not any single constituency within the Society. The Board is responsible for determining policies and making decisions which will maintain appropriate balance among SAE programs, products, and services and for bringing the greatest satisfaction to the entire membership.

In reaching decisions, the Board continually asks itself these questions:

- ▶ How can we make the best use of SAE resources in support of SAE's purposes?
- ▶ Does the undertaking properly fall within SAE's boundaries as noted in the Bylaws?
- ▶ Can we afford to spend what the program will cost?
- ▶ Will SAE derive value received coincident with costs involved to carry out the program?
- ▶ Does the action considered fall within the appropriate legal requirements of international, federal, Commonwealth of Pennsylvania, and local jurisdictions?

A basic premise in operating the Board is that the Board relies on its own board committees and operating boards and does not preempt their responsibilities.

Should a given board committee or operating board report not fully satisfy the Directors, it refers the project back to the board committee or operating board, together with constructive suggestions for modifications or amplification of the questions being considered. The Directors do not discard recommendations from its own operating groups and then substitute its own ideas. Rather, it works in concert with its operating groups so that the knowledgeable body in each case helps the Directors reach a proper decision.

The contribution made by the Board is that its members collectively have experience, judgment, and wisdom to be able to evaluate proposals within an overall framework of SAE policies, principles, and philosophies. The operating groups make their unique contribution because of their specific knowledge and experience in a given technical or administrative area.

The SAE Board of Directors:

- ▶ Will direct, control, and inspire the organization through written Board policies that are forward-looking, include influence of external factors and trends, and capture all relevant values for the successful outcomes and conduct of SAE.
- ▶ Confirm presidential appointments to board committees and operating boards.
- ▶ Select SAE's Chief Executive Officer to maintain continuity of SAE's policies, principles, and activities, while managing the affairs of the organization within a prescribed business plan.
- ▶ Authorizes the Chief Executive Officer to hire and retain staff to help manage the affairs of the organization.

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- ▶ Assures performance of operating boards through assessment and response to results oriented data on any person or entity to which the Board has delegated authority.
- ▶ Represents the interests of the membership, and the viewpoints of members, sectors, and constituencies. Requests the SAE operating organization to serve member interests.
- ▶ Provides fiduciary oversight by assessing reports of membership, cash flow, financial position, net income, and legal challenges.

The Board receives reports from its various board committees and operating boards, which outline the plans of these groups for the period ahead and then receives periodic progress reports in realizing the goals set in these plans. Through the combined reporting activities of the various board committees and operating boards, the Board assembles a budget with the aid of the Finance Committee, which serves as the Board's fiscal agent.

The Board looks to its Chair of the Board, the SAE President, to conduct the meetings of the organization and to focus at meetings on items which require Board attention.

The Board expects that the development of agenda items and determination of issues requiring the Board's attention will evolve through a close-working relationship between the SAE President, Chief Executive Officer, and the Sector Vice Presidents. The Board of Directors expects that the Chief Executive Officer and the staff will maintain a tight rein in operating the business affairs of SAE and in seeing to it that the volunteer structure carries out agreed upon plans and programs in accordance with an approved timetable and financial budget. The Board also expects that the Sector Vice Presidents will bring forth timely and pertinent information about their industry, its changing needs, and possible future goals to be considered by the Board for SAE's strategic direction.

The Board is the key group responsible for administering the SAE strategic plan and the strategic planning process. The Directors look to various resources in carrying out the strategic planning process including its own Board Planning Committee and the staff.

While the Board meets up to four (4) face-to face meetings annually, and teleconference meetings on an as needed basis, it manages its business by electronic voting or by email correspondence to take any interim actions that are deemed necessary at any time between Board meetings. These actions require confirmation by the entire Board, which will occur at the next regularly scheduled Board meeting. All such actions are taken only at the request of the SAE President. Should the SAE President be unavailable to act or initiate any such action, then the Immediate Past President shall substitute for the President.

The Bylaws prescribes that any vacancy among the officers or within the Board itself shall be filled in accordance with the stated procedure.

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The Board may create operating boards and board committees or dissolve them as circumstances dictate.

Interpretation of the Bylaws and the Board's *Policy Manual* also rests within the Board. Because the Board has overall responsibility for the business and affairs of the society it may, at any time, audit, review, and inspect any activity or records of SAE to ensure that all matters are being handled properly and in accordance with prescribed procedures.

The Board is also the final agency within SAE for dealing with appeals that may come from within or outside the Society on any actions or refusals to act within SAE. In this context, the Board has the authority to establish an SAE Appeals Committee to sit in consideration of any such appeal request.

### 2. Performance Requirements

A member of the Board must exercise those qualities of stature, personality, talent, and performance that brought about the nomination and election. Thus a Board member must have the ability to:

- ▶ Understand and participate in the establishment and administration of policies that will maintain appropriate balance among SAE programs, products, and services in order to bring the greatest satisfaction to the entire membership.
- ▶ Evaluate proposals within an overall framework of SAE policies, principles, and philosophies.
- ▶ Appraise economic and social forces and government influences and interpret their effect upon SAE.
- ▶ Maintain courteous, friendly, and constructive relationships with peers, members of board committees, operating boards, and staff.

### Expected Results

**W**ithin the limits of SAE's Articles of Incorporation and Bylaws and the Board's *Policy Manual*, a Board member is responsible and has commensurate authority to accomplish the duties set forth below:

1. Attend meetings of the Board.
2. Participate diligently and responsibly in decision making on SAE policy matters by representing the SAE membership as a whole.
3. Promote SAE programs, products, services, and membership through participation, discussions, and attendance at engineering functions, at work and locally, such as, but not limited to SAE events.
4. Serve on a Board sub team as appointed by the President.

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5. As a member of the Board, approve, disapprove, or return for further study those issues and matters properly brought forth by board committees and operating boards.
6. Serve as an “Ambassador of Good Will” for SAE, helping to improve the image and relationships with its various publics at work and locally.
7. Support and defend policies and programs adopted by the Board.