

Board of Directors - Description

Role

The Board of Directors is the top governing body of SAE International, with responsibility for providing strategic direction and establishing broad policies for the organization.

The Board of Directors consists of the:

- ▶ President
 - ▶ Immediate Past President
 - ▶ President-Nominee / President-Elect
 - ▶ Aerospace Sector Vice President
 - ▶ Automotive Sector Vice President
 - ▶ Commercial Vehicle Sector Vice President
 - ▶ Treasurer
 - ▶ Directors
 - ▶ Chief Executive Officer (voting member)
 - ▶ Secretary (nonvoting member)
- Up to twelve (12) Voting Members

Members of the Board are elected to use their best business judgment in managing the business and affairs of the organization, including the interests of the membership and Society in general, and not any single constituency within the Society. 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.

In reaching decisions, the Board should continually ask 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 purposes, as noted in the Articles of Incorporation and the Bylaws?
- ▶ Will SAE derive value coincident with the costs involved to carry out the program?
- ▶ Does the action considered fall within the appropriate legal requirements?

Directors are nominated by the Executive Nominating Committee and are elected by and from among the voting members of SAE International. Directors:

- ▶ Hold office for a four-year term;
- ▶ Commence serving with the convening of the new Board's organizing meeting (in January); and
- ▶ Are not eligible for immediate re-election.

Directors Position Description

Characteristics

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.

Board members should have the requisite experience, judgment and wisdom to be able to evaluate proposals within an overall framework of SAE policies, principles and philosophies.

The Directors should have:

- ▶ Organizational-wide strategic planning and decision-making experience;
- ▶ SAE International Membership: Member or Fellow grade at time of nomination
- ▶ International business experience, perspective and/or responsibility;
- ▶ Professional or academic leadership experience; and/or
- ▶ Prior board experience.

Board members must have the ability to:

- ▶ Understand and participate in the establishment and administration of policies;
- ▶ Evaluate proposals within an overall framework of SAE policies, principles and philosophies;
- ▶ Appraise economic, social and government forces and influences, and interpret their effect upon SAE; and
- ▶ Maintain courteous, friendly and constructive relationships with peers and members of Board Committees and staff.

Expectations

Board members are responsible to accomplish the duties set forth below:

- ▶ Regularly attend Board meetings (at least one face-to-face);
- ▶ Participate diligently and responsibly in Board decision making;
- ▶ Promote SAE programs, products, services and membership through participation, discussions and attendance at engineering functions;
- ▶ Serve on a Board subteam if requested by the President;
- ▶ Approve, disapprove or return for further study those issues and matters properly brought to the Board by Board Committees;
- ▶ Serve as an "Ambassador of Good Will" for SAE; and
- ▶ Support and defend the policies and programs adopted by the Board.

The Board typically has three (3) face-to face (which may require International travel) and 1-3 teleconference meetings (on an as-needed basis) annually. Between Board meetings, the Board manages its business by electronic voting (which requires 100% participation and agreement for approval).