

_____ CLE Corporate Director Position Description

Explanatory Note: This is a rather general job description that will need to be tailored to the specific CLE organization. Many prospective corporate directors, when asked about possible board membership, ask about the expected duties. Having a board approved description such as this one ready to pull out on a moment's notice is a great way to begin a healthy director-staff relationship and a good reference for dealing with conflicts when they arise.

I. General Roles of _____ CLE Directors

- A. To exercise general powers as the governing body of _____ within limits defined by statute, charter and bylaws.
- B. To serve as the policy setting body of the _____.
- C. To critically review and approve short- and long-term objectives recommended by the executive director as to the nature of business, financial goals and growth and to periodically evaluate progress in the attainment of such plans and goals.
- D. To approve annual operating and capital budgets.
- E. To approve major changes in _____ organization and form.
- F. To assure the continuity of management in the quality and depth required to attain the objectives and serve the purposes of the _____.
- G. To serve as business advisors and consultants to the executive director and other staff members.
- H. To alert the executive director to any business opportunities that may be in the interests of the Institute.
- I. To identify barriers to Institute progress and to sense the winds of change within the profession.

II. Specific Duties and Responsibilities of Individual Directors

- A. To prepare for and attend board meetings.
- B. To elect the chairman and other officers of the board and to select, employ and evaluate the executive director.
- C. To review and propose changes periodically in the _____ bylaws.

- D. To select auditors and to evaluate and approve the auditors' annual financial reports.
- E. To approve overall financial programs; to authorize appropriate officers to take actions as may be required to implement such programs.
- F. To approve any action involving disposal of real estate or other _____

property with book value in excess of \$10,000.
- G. To review and approve capital investment programs involving projects exceeding \$10,000.
- H. To ask those discerning questions that he or she would ask if he or she owned a substantial part of the business.
- I. To review this document annually to test its validity and effectiveness in light of changing personnel, conditions, and events.
- J. To audit several _____ CLE courses on a complimentary basis in whole or in part each year, to review several _____ publications, and to report observations and suggestions to the executive director.

III. Individual Board Committee Assignments

- A. To develop thorough knowledge of the work or area of responsibility of each board committee to which he or she is appointed.
- B. To prepare, attend and participate actively in board committee meetings as appointed or requested by the board.

IV. Controls

- A. To review each month all financial statements and other information supplied by the executive director; to give the executive director feedback on reports, observations, competitive activity, and practice trends that will assist him or her in achieving _____ objectives.
- B. To inquire into significant deficiencies in performance.
- C. To set policies of the Institute to ensure that no director, officer or employee has any conflict of interest which has not been disclosed to the board and to ensure the existence of controls to effect the policy.

V. Employee Relations

- A. To approve any pension and retirement plans.
- B. To inquire into employee relations throughout the business and the implementation of policies in accordance with the _____ established policies and corporate philosophy.

VI. Working Relationships

- A. Implementation of the board's policies shall be through the executive director.
- B. The executive director shall render to the board (no later than the first meeting following the close of the fiscal year) an annual report comparing his or her performance with the standards of performance agreed upon during the previous year.

VII. Board Membership

- A. Membership on the board is to be recognized as a specific responsibility to be performed with active participation, interest and involvement in the _____'s affairs.
- B. Terms of the board members are set in the corporate bylaws. A board member will not continue as a director if he or she cannot be actively involved in the work of the board with regular attendance at board meetings or if he or she has or developed a conflict of interest.