



**SkillsUSA California BOARD OF DIRECTORS
BOARD MEMBER JOB DESCRIPTION**

TITLE: Member, SkillsUSA California, Inc. Board of Directors

REPORTS TO: Chair SkillsUSA California Board of Directors

BASIC FUNCTION: As representatives of the public, be the primary force advancing SkillsUSA California, Inc. to the realization of its opportunities for services and the fulfillment of its obligations to all its constituencies.

BOARD MEMBER EXPECTATIONS:

- Participate in quarterly Board meetings
- Engage in Board committee work
- Seek contributions (monetary or in-kind donations) from your own organization and/or others to support SkillsUSA California
- Identify volunteers to support regional and state events

DUTIES, RESPONSIBILITIES AND AUTHORITY: The board member is an individual functioning part of the unit known as the Board of Directors. The position calls for leadership qualities of the highest degree. The Board member must have a good working relationship with association staff and its members. In addition, the Board member must be aware of the importance of public opinion. He or she must have the ability to promote the process and value of students preparing for entry into the labor market. The ability to delegate authority while retaining responsibility is most important. The Board member must have the ability to represent all members of the association and not just an industry sector or region that he or she represents.

1. Planning

- Approve SkillsUSA California's philosophy and review management's performance in achieving it.
- Annually assess the ever-changing environment and approve SkillsUSA California's strategy in relation to it.
- Annually review and approve SkillsUSA California's plans for funding its strategy.
- Review and approve SkillsUSA California's long-range financial goals.
- Annually review and approve SkillsUSA California's budget.
- Approve major policies guiding SkillsUSA California.

2. Organization

- Elect, monitor, appraise, advise, stimulate, support, reward and, if deemed necessary or desirable, change top management. Regularly discuss the State Director matters that are of concern to him or her or to the Board.
- Be assured management succession is properly being provided.
- Be assured the status of organization strength and manpower planning is equal to the requirements of the long-range goals.
- Approve appropriate compensation and benefit policies and practices.
- Propose a slate of directors to members and fill vacancies as needed.

- Annually approve the performance review of the State Director and establish his or her compensation based on recommendations of the Board.
- Determine eligibility for and appoint Board committees in response to recommendations of the nominating committee.
- Annually review the performance of the Board and take steps (including its composition, organization and responsibilities) to improve its performance.

3. Operations

- Review the results achieved by management as compared with SkillsUSA California's philosophy, annual and long-range goals and the performance of similar institutions.
- Be certain the financial structure of SkillsUSA California is adequate for its current needs and its long- range strategy.
- Provide candid and constructive criticism, advice and comments.
- Approve major actions of SkillsUSA California such as:
 - Capital expenditures on all projects over authorized limits; and
 - Major changes in programs and services.

4. Audit

- Be assured the Board and its committees are adequately and currently informed through reports and other methods on the condition of SkillsUSA California and its operations.
- Be assured published reports properly reflect the operating results and financial condition of SkillsUSA California.
- Ascertain that management has established appropriate policies to define and identify conflicts of interest throughout SkillsUSA California and is diligently administering and enforcing those policies.
- Appoint independent auditors.
- Review compliance with relevant material laws reflecting the institution.

QUALIFICATIONS: Meet the requirements of the Bylaws of SkillsUSA California, Inc., as stated in *Article VI. Board of Directors*. Following are excerpts from the Bylaws of SkillsUSA California, Inc., additional information is available in the complete Bylaws.

Excerpts from Bylaws of SkillsUSA California, Inc.

Article VI. Board of Directors

Section 1. **Responsibility**

Except as otherwise provided by the Articles of Incorporation or the Bylaws, the powers of the Corporation shall be exercised, its property shall be controlled, and its financial affairs shall be conducted by the Board. It is the responsibility of the Board to manage the financial affairs of the organization and to establish policies and procedures in accordance with the provisions of the Constitution, Articles of Incorporation, National SkillsUSA Office, and the California Department of Education.

Section 2. **Duties of the Board**

Duties of a Board member include, but are not limited to:

- a) Support the State Director(s) in the performance of his/her/their duties and the development of an Annual Report.
- b) Contract for staff to carry out the mission and purpose of the SkillsUSA California organization.
- c) Develop, approve and update on an annual basis, a strategic plan to support the mission and purpose of the SkillsUSA California organization.

- d) Ensure effective organizational planning, adequate resources, oversight and direction for carrying out the program of work for the SkillsUSA California organization.
- e) Ensure resources are managed effectively and appropriately for carrying out the program of work for the SkillsUSA California organization.
- f) Determine, monitor, and strengthen SkillsUSA California's programs, policies and services for carrying out the program of work for the SkillsUSA California organization.
- g) Enhance SkillsUSA California's public image and standing.
- h) Ensure legal and ethical integrity and maintain accountability for the association.
- i) Recruit and orient new board members and annually assess board performance.
- j) Select an Advisor-of-the-Year from the candidates proposed by regional coordinators.
- k) Provide a complete annual financial report that has been independently audited to all Board members, advisory committees, members, sponsors as well as the national office of SkillsUSA.
- l) Approve contracts, agreements, and the annual budget.

Section 3. Number and Qualifications of Board Members

The Board of Directors may have up to a total of seventeen (17) members, the majority of which shall be representatives from business and industry. The Board shall determine the exact number of Board members per fiscal year, or as needed, to conduct the business of the Corporation. Business and industry professionals representing each of the industry sectors primarily addressed by the SkillsUSA California organization: (a) Building Trades and Construction, (b) Engineering and Design, (c) Manufacturing and Product Development, (d) Energy and Utilities, (e) Transportation, (f) Public Services, (g) Information Technology, and (h) Arts, Media and Entertainment. Other Board members shall be (a) two members representing the California Department of Education who typically are the SkillsUSA California organization State Director(s) and/or a CTE administrator, (b) the high school Advisor of the Year, (c) the college post secondary Advisor of the Year, (d) school administrator (representing secondary or college post secondary), (e) up to three at-large representatives (may be educators, additional business and industry representatives, representatives from other professional organizations, labor unions, state agencies, or other) as determined by the Board, and (e) one current student State Officer.

Section 4. Restriction on Interested Persons as Board Members

No more than 10 percent, or one person, serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as an independent contractor, or otherwise, excluding any reasonable compensation paid to a member as member and (b) any brother, sister, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law or any other relative of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5. Election, Designation and Term of Office

Except as outlined elsewhere in these bylaws, Board of Directors members are elected to 3 year terms. To allow for staggered terms, the sitting Board may offer new members terms of less than 3 years so that one-third of the Board terms expire annually. The exceptions shall be the State Department of Education representatives, high school and college post secondary Advisors of the Year, and the student State Officer representative.

Board members, with the exception of the State Department of Education representatives, the high school and college post secondary Advisor of the Year representatives and the student State Officer representative, shall be elected by the Board at the first annual meeting of the Board in

numbers sufficient to fill the vacancies created by Board members whose terms are expiring. The term of elected Board members shall be three (3) years, beginning July 1 and ending June 30. The exceptions will be the Advisor of the Year representatives as they change annually, and the state officer representative who shall be elected annually by the state officer team at their first training session.

Board members may serve a maximum of six consecutive years, and must sit out at least one year before being re-elected. The Board may vote to waive the “sit out at least one year” requirement for any Board member as necessary for the good of the SkillsUSA California organization.

Section 10. **Voting Rights**

Each Board member with voting rights shall be entitled to one vote on all matters before the Board, except the Chair who shall only vote to break a tie. Vote by written proxy shall be permitted as submitted and accepted by the Secretary of the Board. Each Board member shall have one vote.

Section 11. **Compensation and Reimbursement**

Board members and members of Committees shall receive no compensation for their services as Board or Committee members, but may receive reimbursement of expenses directly related to attendance at Board meetings, if and to the extent that the Board may determine such reimbursements are just and reasonable. Other reimbursements to Board or Committee members for expenses directly related to their responsibilities and conduct of their duties are subject to Board approval. Advance approval of reimbursement is required.

Article VII. Meetings

Section 1. **Annual Business Meeting**

The Board shall meet annually in July of each year, at a time and place set by the Board. This meeting shall be known as the “Annual Business Meeting” and shall be held for the purpose of organizing the Board, electing Board members and officers, and transacting such other business as may come before the Board.

Section 2. **Regular Meetings**

Regular meetings of the Board shall be held at such frequency, time and place as the Board shall determine. Typically, in addition to the Annual Business Meeting, there are three other Board meetings held

Section 3. **Special Meetings**

Special meetings of the Board, for any purpose, may be called by the Board Chair, State Director(s), the representative of the State Department of Education, or any three (3) or more Board members who make an official request to the Chair.