



Board of Directors Role Description

CBDCE Policy & Procedure Manual Appendix C

Reference Policy Number: 109

Approved By: Board of Directors

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The Board of Directors of the Certification Board for Diabetes Care and Education Specialists governs with an emphasis on outward vision, strategic leadership and collective decisions.

A. Board Culture

The Board:

- 1) Cultivates a sense of group responsibility. The Board is responsible for excellence in governing and using the expertise of individual directors to enhance the ability of the Board as a body.
- 2) Directs, controls and inspires the organization through careful establishment of broad written policies reflecting the Board's values and perspectives, including diversity and inclusion.
- 3) Enforces upon itself whatever discipline is needed to govern with excellence, including attendance, preparation for Board meetings, policymaking principles, respecting roles and fostering future leaders. Continued Board development will include orientation of new Directors in the Board's governance process and periodic discussion of process improvement.
- 4) Monitors and discusses the Board's process and performance on a regular basis.
- 5) Deliberates in many voices, but governs in one.

B. Director Commitment

Each Director, through the collective governance of the Board:

- 1) Ensures that the mission of CBDCE is carried out.
- 2) Fulfills his/her fiduciary responsibilities.
- 3) Contributes the necessary time and expertise for CBDCE activities.
- 4) Attends and prepares for meetings, completing assignments by agreed upon deadlines.



- 5) Maintains professional and ethical standards.
- 6) Respects other directors and supporting staff.
- 7) Maintains appropriate lines of communication.
- 8) Understands and respects the roles and responsibilities of a Board of Directors and organizational management.
- 9) Participates in Board member self-assessment process.
- 10) Enhances the public image of CBDCE.
- 11) Recruits potential members for other volunteer leadership positions.
- 12) Collaborates with connections and resources to develop collective action to achieve CBDCE's mission.

C. Time Commitment

A Director:

- 1) Participates in all regular Board meetings (annually), at least three of which are face-to-face. Meeting schedules are determined annually.
- 2) Participates in other Board meetings conducted by conference call or other "virtual" meeting mechanisms.
- 3) Volunteers time necessary to support the initiatives of the Board.

D. Major Responsibilities (Not inclusive)

The Board member participates in:

- 1) The development, execution and evaluation of the organization's strategic plans and initiatives;
- 2) The development, allocation and review of appropriate financial resources to support the activities of CBDCE;
- 3) The development, review and approval of organizational policies and procedures to ensure successful administration of CBDCE's programs.
- 4) The selection and performance evaluation of the Chief Executive Officer.
- 5) At least one committee, as assigned.



E. Tenure

The term of office for a Director is four years, commencing on January 1st of the first year and ending December 31st of the fourth year. Directors may not serve consecutive terms.

F. Removal

- 1) A Director may be removed from the Board at any time by a majority vote of the Board with or without cause.
- 2) Causes for removal from the Board include, but are not limited to:
 - a) Suspension or revocation of his/her CDCES credential; not applicable to public member;
 - b) Failure to consistently attend scheduled meetings, including conference calls of the Board;
 - c) Failure to adhere to or violations of CBDCE Conflict of Interest and Confidentiality policies and procedures;
 - d) Failure to fulfill his/her fiduciary responsibilities as a member of the Board; and,
 - e) Illness or disability which prevents full participation on the Board.