



SNIA BOARD MEMBER AND OFFICERS INFORMATION: RESPONSIBILITIES AND ROLE DESCRIPTIONS

POSITION TITLE: MEMBER OF THE BOARD OF DIRECTORS

Function: To provide governance to the SNIA, to represent the SNIA to the storage community as a whole and to accept legal responsibility for the Association.

Duties:

(A) Planning

- Approve the SNIA's mission and vision statements
- Annually assess the Storage Industry Environment and adjust the association's strategy accordingly
- Annually review and approve the SNIA's operating budget
- Approve any changes to the SNIA Policies and Procedures
- Review and update the SNIA's long range Strategic Plan

(B) Operations

- Elect Board officers (see description below) that will faithfully carry out their duties for the SNIA and will display a level of competence that will assure the Association is governed operationally between Board meetings
- Remove Board officers if needed, examples non-adherence to the code of conduct, conflict of interest, illegal activity
- Assure that succession is planned for key SNIA leadership, including Board positions, executive director, key volunteers
- Approve appropriate compensation packages for SNIA employees
- Create Board level committees that can carry forward the work of the SNIA
- Annually approve the performance review of the Executive Director as submitted by the Board Chair or his/her designee
- Be certain that the SNIA's financial structure is adequate both for current needs and for long range needs
- Approve all major actions by the SNIA including capital expenditures, expenditures beyond budget, changes by the By-laws that will go to the membership for vote, Declarations of works in progress or specifications as SNIA architectures, major program shifts and initiatives



(C) Audit

- Be assured through regular reports and other methods that the SNIA's committees and Forums/Initiatives are on track and functioning properly
- Be assured through regular reports that the SNIA Board is receiving accurate financial reports that reflect true operating results, and an accurate financial status for the Association
- Ascertain that appropriate policies are in place to define and identify any conflicts of interest within the SNIA
- Appoint an independent audit firm to conduct an annual SNIA audit, with approval from SNIA members

(D) General Responsibilities

- DUTY OF CARE - This is the level of competence that is expected by SNIA Board members, it is a legal responsibility that is expressed as "Care that an ordinary prudent person would exercise in a similar circumstance"
- DUTY OF LOYALTY – This is an expression of allegiance to the SNIA. Board members are elected and are expected to make decisions with the best interests of SNIA members in mind
- DUTY OF OBEDIENCE – This is a requirement that SNIA Board members be faithful to the association's mission and vision and binds them to not acting in any manner that conflicts with these two statements
- Assure that a corporate record is being kept and that adequate reports are reaching the SNIA Board meetings
- Charter any committee or task group that the SNIA Board deems necessary to the corporation
- Set and communicate to members the strategic direction of the SNIA
- Set Policy as needed and cause the SNIA Policies and Procedures document to be updated
- Sign and abide by the SNIA's Board's code of ethics and confidentiality policies (as requested)
- Be prepared for Board meetings and adhere to attendance requirements as set out in the SNIA by-laws. It is understood that dial-in can be an acceptable but less preferable attendance substitute to "face-to-face" participation.
- Serve as a court of appeal for organizational disputes within the SNIA that cannot be resolved and the staff, committee, forum or executive committee level

(E) Personal Characteristics

- The ability to listen, analyze, and creatively work with people both individually and in a group setting
- Be prepared for Board meetings and review materials ahead of time
- The ability to follow through on assignments
- The ability to ask good questions, and then to think through answers
- The ability to be diplomatic with fellow Board members, volunteers, staff, press and analysts, etc.
- Possess honesty and sensitivity to opposing views and handle disagreements in a friendly responsive and patient manner
- Possess personal integrity and a sense of values
- A willingness to open doors for the SNIA
- An openness to having Board performance assessed both internally and externally



POSITION TITLE: CHAIRPERSON OF THE SNIA BOARD

Function: The SNIA Board Chairperson (referred to as Chairman if male, Chairwoman if female), is elected by the full Board for a one year term and is the ultimate spokesperson for the Association. He/she assures the full SNIA Board fulfills its responsibilities for the governance of the SNIA. The Board chair is a partner with the Executive Director to achieve the mission and vision of the SNIA, and that Board directives are carried out.

Responsibilities:

- The SNIA Board Chairperson serves as an ex-officio member of all SNIA committees
- The SNIA Chair presides at all meetings of the SNIA Board and Executive Committee (consisting of the Chairperson, Vice-Chairperson, Treasurer, Secretary, and Executive Director), balancing debate on key topics so that these groups are prepared for informed voting
- With the Executive Director, develop agendas for Board and executive committee meetings
- To appoint the chairs of SNIA committees
- To reflect any concerns that management has with regard to the role of the Board or about individual Board members to the full Board
- To reflect to the Executive Director concerns that the Board has with SNIA operations
- Prepare an annual review of the Executive Director and recommend any salary adjustments to the full Board or appropriate committee. If necessary, lead the search for a new SNIA Executive Director.
- Prepare for the annual report an evaluation of the pace, direction, and organizational strength of SNIA
- Provide leadership and guidance to the SNIA Board of Directors
- Work with the nominating committee to recruit new SNIA Board members
- Serve as a SNIA corporate officer with signature authority

POSITION TITLE: VICE CHAIRPERSON OF THE SNIA BOARD

Function: The SNIA Vice Chairperson is elected by the full Board for a one year term. The Vice Chair understands and performs the duties of the SNIA Chairperson in his/her absence, and is expected to participate as a vital part of the leadership for both the Executive Committee and the Board.

Responsibilities:

- Carry out special assignments as designated by the SNIA Board Chair
- Leads the development of strategic plans with the Board and operational plans with the Executive Director
- Work with the nominating committee to secure new SNIA Board members
- Serve on the SNIA Executive Committee
- Attend all Board meetings
- Serve as a SNIA corporate officer with signature authority



POSITION TITLE: SECRETARY OF THE SNIA BOARD

Function: The SNIA Secretary is elected by the full Board to a one year term. The Board Secretary assures that the corporate record is maintained and assumes the role of the Chairperson when the Chairperson and Vice Chairperson are absent. The Secretary assures that adequate notice is provided to Board members on the time and location of Board meetings, and is the SNIA's designated corporate officer to sign contracts and other binding agreements.

Responsibilities:

- Attend all Board meetings
- Serve as the Board parliamentarian to advise the board regarding proper protocol based on SNIA's official corporate documents and Robert's Rules
- Serve on the Executive Committee and attend all EC meetings
- Serve as a SNIA corporate officer with signature authority
- Maintain SNIA's primary corporate documents: Articles of Incorporation, Bylaws, Policies and Procedures, and IP Policy Assure that all Board level correspondence is documented and recorded for the official corporate record
- Maintain SNIA agreements with all Regional Affiliates
- Prepare all Board and EC meeting minutes and assure that they are properly approved and recorded for the official corporate record
- Establish document retention policies for SNIA corporate documents
- Record and maintain the history of Board and Technical Council member service
- Serve as lead officer for all SNIA contracts and agreements, and assure they are properly approved and recorded for the corporate official record
- Maintain and track all SNIA trademarks and assure that they remain in force
- Coordinate with the Executive Director to plan and run the SNIA Board elections
- Coordinate with the other EC members to schedule and provide proper notification for the Annual Members Meeting, and assure that the minutes of this meeting are properly approved and recorded for the corporate official record
- Participate on the Executive Review Board to assure all outgoing communications don't violate any SNIA Policies or Procedures
- Take the lead role in finding candidates for open Board appointee seats



POSITION TITLE: SNIA BOARD TREASURER

Function: The SNIA Treasurer is elected by the full Board for a one year term. The Treasurer prepares a report for each regular Board meeting on the financial status of the SNIA. The SNIA Treasurer assumes the role of Chairperson when the Chairperson, Vice Chairperson and Secretary are absent.

Responsibilities:

- Causes an annual SNIA budget to be prepared and presents that budget for Board approval in the last month of the prior fiscal year or the first month of the fiscal year, but in any case not before the end of the first quarter of each fiscal year.
- With the SNIA executive director, provides for SNIA financial reporting to the Board, and has a working knowledge of non-profit accounting methods and practices
- Causes an annual audit to be completed and presents results to the SNIA Board
- Causes an annual synopsis of SNIA balance sheet to be created and shown at Annual Members meeting
- Assures that accurate financial reporting is placed in the SNIA annual report
- Serves as chair of the finance committee which oversees SNIA investment and investment strategy
- With the SNIA Executive Director, annually reviews SNIA financial controls
- Serve as a SNIA corporate officer with signature authority

POSITION TITLE: SNIA CHAIRPERSON EMERITUS

Function: Any SNIA past Chairperson can be given the title of Chairperson Emeritus for either a one year term or the current Board can vote to confer the title for life. The function of this position is to provide advice and leadership to the SNIA and particularly to the incoming chairperson. The position also provides a continuity and history for the SNIA.

Responsibilities and Entitlements:

- Be a SNIA ambassador, and represent the SNIA when called upon to do so
- Ensure that the transition from one Board to another goes smoothly
- Serve as a member of the SNIA alumni group
- Assist in recruitment of new SNIA Board members
- Carry out special projects as assigned by the current SNIA Chairperson
- Attend and participate in SNIA Board and Executive Committee meetings as a non-voting member