



## Your Role as a Director of ISC2

### Overview

Thank you for your interest in joining the board of International Information System Security Certification Consortium, Inc. a Massachusetts Non-profit Corporation ("ISC2"). As fiduciaries, the Board of Directors have the highest level of accountability and authority for association decisions.

All ISC2 board directors are independent. As such, no board director is an employee of ISC2. Please understand that directors do not run the association. That is the job of the executive leadership team. Your role is not to take their place but to oversee, guide and challenge them as needed. The following description explains this role in greater detail.

### Director Role Description

**Accountability.** The director is accountable to the association and its membership. This means that the director must also represent the collective interests of the association's members and other stakeholders.

**Oversight.** Key oversight areas include the association's ethical culture; association strategy; performance and financial reporting; risk management; regulatory compliance; and executive talent management, including CEO performance, compensation and succession. The board also oversees its own performance and education.

**Committee Service.** Directors are responsible for serving on committees. This board has committees for audit, professional conduct (ethics), business practices, CEO compensation/succession, nominations, risk, bylaws, and Center for Cyber Safety and Education Trustee Board. Other ad-hoc committees or taskforces may be established as needed. All charters are posted on the ISC2 governance page.

**Qualifications.** The ISC2 bylaws require all directors to be members of the association. A member is defined as individuals who obtain certification as granted by ISC2 and whose certification is in good standing according to specifications that are from time to time approved by the Board of Directors. Furthermore, based on the standards of ISC2, we expect that you and your fellow directors will possess the following attributes associated with effective governance:

- Integrity and accountability
- Informed judgment
- Financial literacy
- High performance standards

**Required education and experience.** We expect our directors to have completed the level of education required for success in their field of work and to have achieved success and recognition in those domains. While there is no minimum required education or experience, both areas are considered when evaluating an applicant's full skillset.

**Skills.** Our nominating committee has identified several core skills that the board must have. The skills include:



- Deep knowledge of and experience with the ISC2 membership and wider professionals
- Experience stewarding a growing, global organization in particular experience with Board or organizational governance
- Established record of leadership, experience supporting development and implementation of strategy
- Critical thinking and analytical skills, with strong innovative and creative perspective
- A global mindset and cultural awareness
- Public speaking and media experience
- Knowledge of business finance, budgeting and reporting

### ***Expectations for performance.***

As a director, you are expected to:

- Attend all meetings [with a minimum of 75% attendance, as required by our board handbook]
- Prepare for meetings by reading the materials provided and conducting additional research as necessary
- Participate actively in board discussions, providing information and views relevant to the subjects discussed (sometimes referred to as the “duty of candor”)
- Respect the confidentiality of all board deliberations and association materials

**Compensation.** All directors are volunteers. While ISC2 reimburses directors for reasonable expenses, directors do not receive any compensation for their service.

**Time commitment expected.** Our board holds at least three meetings per year in person, and one virtual. Board meetings occur over a two-day period. We also hold virtual committee meetings which may occur weekly or biweekly. Directors serving with ISC2 work an average of 200 hours per year, including hours spent in board and committee meetings; educational sessions; meeting preparation; discussions with management; appearances at events (such as Security Congress); and travel time.

**Travel.** As a director, you will be expected to travel to board meetings. Directors must also be eligible to travel internationally. The association will reimburse the expenses you incur for these approved purposes.

**Evaluation and Term Limits.** Directors should be committed to continuously improving their performance so that our board adds significant value to ISC2. To this end, the performance of our board and its directors will be evaluated, and any opportunities for improvement will be addressed through additional education and development.

You should understand that your board seat will always be considered available to serve the best interests of ISC2. Thus, regardless of performance or self-nomination, you may not be renominated to serve on our board at the end of your term, which in the case of ISC2 is three years.