

# Requirements for FIRST Board of Directors members

FIRST Board of Directors members (being duly-elected representatives of a volunteer organization) undertake to perform certain duties upon accepting the role. Detailed below are the responsibilities (minimum requirements) and the expectations (optional requirements) of the role of a FIRST Board of Directors member.

## Responsibilities

- A FIRST Board of Directors member should be an individual with a legitimate interest in computer security incident handling, who is willing to adhere to and to uphold the [FIRST Bylaws](#).
- A FIRST Board of Directors member is responsible for voting on motions raised by members of the Board of Directors.
- A FIRST Board of Directors member shall liaise with the FIRST membership, and represent their views and desires to the Board of Directors.
- A FIRST Board of Directors member shall follow through on communications received from the membership regarding FIRST's activities by representing membership views to the Board of Directors.
- A FIRST Board of Directors member shall communicate any corrections that need to be made to the minutes of FIRST Board of Directors meetings upon receipt of drafts from the FIRST secretariat.
- A FIRST Board of Directors member shall advise the Board of Directors and/or Chair on matters of mutual concern to both FIRST and the FIRST Board of Directors at such times that the Board of Directors is unable to convene a meeting.
- A FIRST Board of Directors member should expect to spend 4 weeks a year at face-to-face meetings and to spend approximately 5 hours a week performing other duties.

- A FIRST Board of Directors member shall attend 75% of teleconference calls; held monthly (where a face-to-face meeting is not scheduled) or on an as-needed basis.
- Travel costs can be reimbursed for all required meetings. Reimbursement for other travel is decided on a case by case basis.
- Each Board of Directors member is **required** to have full access to the Internet, including email and web services. A Board of Directors member must be able to maintain confidentiality of FIRST information, and must be able to send, sign, and receive PGP-encrypted email.
- The Board of Directors (as a whole) shall communicate to the membership any relevant issues or business which in their judgment affects them or the organization in a strategic way.

## Expectations

- A FIRST Board of Directors member should be prepared to represent FIRST's best interests in internal and external dealings.
- A FIRST Board of Directors member should be prepared to promote FIRST's profile internationally, and encourage interest in FIRST membership from non-FIRST member organizations and individuals.
- A FIRST Board of Directors member should be prepared to promote interest in FIRST activities within the membership by encouraging support from the membership for FIRST projects.
- A FIRST Board of Directors member should be prepared to propose projects, encourage communication, and solicit resources so as to promote and recognize the mission and goals of FIRST.
- Based on projects proposed by FIRST Board of Directors members, the Board of Directors may wish to make proposals (which may need to be ratified by the FIRST.ORG board of directors) regarding the business of the FIRST organization and the financial or other resources needed to carry out their duties.
- Board of Directors members are encouraged, but not required, to provide information for use in the FIRST newsletter or other publications of the organization.

- A FIRST Board of Directors member is expected to assist at major FIRST events such as TCs and the annual conference they attend.
- A FIRST Board of Directors member is expected to assist the Board of Directors Chair in preparing the agenda of meetings by supplying agenda items for consideration.
- A FIRST Board of Directors member is expected to assist the Board of Directors Chair in prioritizing FIRST's involvement in any ongoing projects or any proposals for consideration, including budgetary considerations and relevance to FIRST's mission statement.
- A FIRST Board of Directors member is expected to assist the Chair of the Board of Directors in supplying information for preparing and administering FIRST's budget by the CFO.
- A FIRST Board of Directors member is expected to assist the Board of Directors in determining whether recommendations originating from FIRST membership are substantive, and require a motion by the Board of Directors.
- When necessary, A FIRST Board of Directors member is expected to assist in revising and proposing changes to FIRST's Vision and Mission statements in light of membership feedback and organizational direction requirements.
- When necessary, A FIRST Board of Directors member is expected to assists in revising and proposing changes to FIRST's Operational Framework in light of membership feedback and FIRST organizational requirements. (OF changes may only be approved by votes of the General FIRST Membership.)
- In the absence of other voluntary FIRST activities, a Board of Directors member can expect to spend two to five hours weekly on FIRST business. This does not include the time involved with attending Board of Directors meetings. In general, Board of Directors members have the flexibility to determine how best to fit their Board of Directors commitments into their schedule. Some commitments require prompt review and response in order to meet deadlines and contractual requirements. Otherwise, an Board of Directors member is expected to respond to requests from other Board of Directors members within one or two days.
- Some FIRST documents are circulated as Word, Excel, HTML, PDF or Postscript originals. The ability for an Board of Directors member to handle such documents is useful, but not essential.

- FIRST Board of Directors Members need to be aware of upcoming FIRST events, and so they need to be able to follow FIRST-related e-mail traffic.
- A FIRST Board of Directors member is expected to be responsive to requests from the membership and from other Board of Directors Members.
- Potential candidates need to consider whether their employers will permit them to spend the requisite amount of time, travel and funding to serve fully. Candidates should make prior arrangements for support from their management to spend the requisite amount of time, travel and funding to serve fully.
- FIRST Board of Directors members are expected to, wherever possible, formulate initiatives and activities with **respect** for language and cultural sensitivities.
- A FIRST Board of Directors member will document their role/responsibilities on a FIRST shared drive (wiki, shared drive etc) for subsequent role holders.
- Outgoing members of the FIRST Board of Directors are expected to help transition projects and documentations after their term is over. The typical transition period is 3-6 months or as needed.
- All Directors are expected to make themselves available to discuss their roles with potential candidates.

## Expectation of the Board of Directors Chair

- provides pro-active leadership.
- works in close collaboration with the FIRST Secretariat.
- interacts with Board of Directors in decision making and with regard to resources necessary to complete FIRST business. Eg the conference and TCs.
- initiates meetings and activities and serves as the Chairperson of meetings and as member of the Board of Directors.
- maintains contact with Board of Directors Members, advising and providing guidance on any initiatives in progress, proposals and issues related to the function of the FIRST Board of Directors.

- represents the Board of Directors to both the FIRST membership and to outside groups.
- manages an action list of current initiatives/projects of FIRST and the Board of Directors including: - a summary of the status of the current projects being undertaken by the Board of Directors or FIRST membership.
- any new or revised project proposals for consideration by the Board of Directors.
- In the absence of other voluntary FIRST activities the Board of Directors Chairperson can expect to spend eight to twelve hours a week without travel.
- The position requires prompt response by telephone related to the organization of events, especially the annual conference, usually starting eight weeks before the conference.

## Board of Directors Meeting Procedures

- The FIRST Board of Directors shall adopt a standard meeting process (following basic procedures as per Robert's rules of order).
- At each Board of Directors meeting (whether face to face or teleconference) the following elements shall be addressed: - The Chair shall ensure that the current action item list is addressee; especially with regard to any high priority items, and asks the Board of Directors for discussion on any action items whose priority should be changed.
- The Chair addresses the current agenda items (welcoming motions as required).
- The Chair summarises any new items as a result of the meeting.
- The FIRST Board of Directors shall adopt the below decision-making life-cycle for any new proposals brought before them.

# Life-cycle of a proposal brought before the Board of Directors

- **Recognition** - an idea (put forward by an Board of Directors member, directly by the membership or by the membership via the proxy of an Board of Directors member) is verified as coming from a reliable source (ie a FIRST member or someone with a vested interest in FIRST activities) and recognised (through discussion) as being in support of FIRST mission and goals.
- **Consideration** - a debate by the Board of Directors regarding the merits of the proposal then follows in which the value of the idea is determined.
- **Notation or Action** - following the consideration (during which a motion may be made), a proposal is delegated for simple notation (to be considered at a later time or not to be considered at all) or for action at which time the proposal needs to be assigned a priority.
- **Notation** - simply leads to minuting the proposal and the decision process which resulted in the proposal not being actioned.
- **Action** - leads to the planning of a project or task, including the determination of objectives, the scoping and marketing (i.e. the gathering of sufficient support in human resources and skill), probable timelines and then the allocation of resources (both financial and human) once support has been gained.