

ISA BOARD OF DIRECTORS – SELECTION CRITERIA AND EXPECTATIONS

OVERVIEW

The Industrial Supply Association's Board of Directors is a fiduciary board comprised of 13 volunteer leaders representing in general 6 Distributors, 6 Manufacturers and 1 Independent Manufacturer Representative (IMR). Together acting as one, this dynamic group of volunteers is dedicated to anticipating and serving the needs of ISA's member constituency.

Our Board members are drivers and change-agents committed to advancing ISA's vision and mission while **Leading the Channel Forward®**. Our diverse group of Directors contribute knowledge, time and experience to ensure ISA meets the expanding needs of member companies and the Industrial Supply Channel.

Directors are responsible for the development of ISA's strategic direction while overseeing a series of initiatives focused on the advancement and development of ISA member companies, channel and industry.

ELIGIBILITY

In alignment with ISA bylaws, candidates must be part of an ISA Member organization throughout the duration of their term. Qualified individuals must meet the criteria as set by ISA's Executive Committee and be a Distributor, Manufacturer or Independent Manufacturer Representative. While service providers are ineligible for board seats, they are eligible to actively engage & participate in Network groups and committees and related strategic initiatives. Network Chairs participate in ISA Board of Directors meetings as a non-voting representative of their respective Network.

Candidates must possess a minimum of 5 years industry experience and have a proven track record of successful leadership in their respective careers. Candidates must be influential and exemplify leadership qualities needed to ensure ISA continues to be the most trusted resource in the Industrial Supply Channel.

Candidates must demonstrate competency in the following key areas:

- A broad network in the Industry and influence to positively affect the future of our space.
- Inspirational leadership to build a vision for ISA's member constituency and the next phase of our lifecycle.
- A respected and proven track-record in their respective organization.
- Servant leadership to positively model the face of ISA's constituency.
- Strategic thinking and collaboration.
- Exceptional communication skills to address our constituencies best interest.
- A business mindset, financial acumen and overall P&L Management experience, as the Board is responsible for ensuring that ISA meets or exceeds budget expectations.
- Active engagement in ISA and network related initiatives. Our mission is an important one! As such, we need our leaders to be actively engaged in advancing our cause.
- Previous Board and volunteer group experience/exposure is encouraged; however not required.

DIVERSITY

Today's workforce is made up of a diverse population of individuals which create dynamic multiracial and multicultural organizations. Such diversity creates opportunities in the workforce through a broadened set of skills, abilities and experiences. Diversity consists of all the different factors that make up an individual, such as age, gender, culture, experience, and personality. ISA strives to ensure its Board of Directors represents our current and future constituency. ISA's Executive Committee is committed on driving diversity amongst the Board by means of the following:

- Board of Directors include individuals with diverse work, life, and educational backgrounds so it can make well-rounded decisions that reflect the interest of its entire membership.
- In order to ensure diverse perspectives, only one representative from a member firm is eligible for a Board of Director seat during a single term.
- Board of Directors represent various | Age groups | Gender | Race/Ethnicity | Geographic Locations | Experiences & Expertise (Finance, Sales, HR, Ownership) | Size of Company | Type of Company - Manufacturer, Distributor and IMR | Categories in the Industry (Metalworking, Safety, Electrical, Welding, Power Tools, Hand Tools, etc.).
- The size of ISA's Board will vary depending on its needs.

RESPONSIBILITIES

ISA Board participation requires a thorough commitment to active leadership including but not limited to the following:

- Attend ISA's Board Meetings as directed (2 per year | 1 in conjunction with the ISA Annual Convention and 1 in the fall).
- Participate on quarterly board conference calls (normally 1 hour).
- Lead Individual Project/Committee Meetings (as needed) – Vary depending on specific initiatives/projects.
- Attend and engage at ISA's Annual Convention.
- Donate to ISA's Foundation (research, education & scholarships benefiting member companies)
- Attend and/or sponsor 1 additional ISA Network event (Family Business Network, W.I.S.E., Emerging Leaders, IMR).

SELECTION, TERMS & TIMING

Each year, all Directors are elected by ISA member companies via an on-line voting process conducted in Q1 for the incoming 12-month fiscal term of July 1st – June 30th

Directors serve a three (3) year term; exceptions may be made at the discretion of the Executive Committee as warranted.

The general process and timeline are as follows:

- October – December | Board of Director candidates are identified | Self-Nominated, Recommended
- January | Preliminary vetting of candidates by Executive Committee.
- February | Executive Committee recommendation to Board of Directors with vote to move forward.
- March | Director candidates are interviewed and interest confirmed.

- April | Board of Director candidate(s) voted upon by ISA member companies.
- July | Start of new Board of Director Term (12 months)

EXECUTIVE COMMITTEE BOARD ROLES

The ISA Board of Directors is led by ISA Management and the Executive Committee (a subset of the Board of Directors) as follows:

- ISA President & CEO | Responsible for the vision, mission and strategic direction of ISA, financial viability of the organization and overall management of the association. This role serves as a non-voting member of the Board of Directors.
- Chairman | Responsible for the leadership of the Board of Directors in conjunction with ISAs President & CEO providing direction and oversight for the association.
- Vice Chairman | Responsible for co-leading the Board of Directors, convention planning and ensuring that initiatives identified are in motion.
- Treasurer | Responsible for ensuring that financial processes are adhered to, reporting on financial viability of the association and ensuring that actions taken meet/exceed budget expectations.
- Secretary | Responsible for operational aspects of the Board and support where needed.
- Immediate Past Chairman | Ensures continuity of the strategic planning process and initiatives.
- IMR Representative | Responsible for representing the IMR constituency in strategic planning.

Executive Committee Directors are nominated by the Board of Directors and voted in by ISA member companies during the annual Board of Director voting process. Executive Committee roles are one year in duration and rotate through the chairs starting in the Secretary position, then Treasurer, Vice Chair and eventually Chairman. Executive Committee Directors requires that the individual be a Distributor or Manufacturer. Leadership (Chairman) rotates accordingly.

ROI FOR TIME INVESTED

Previous Board of Directors will attest to the tremendous value in serving. In addition to impressive line items for their resumes serving on ISA's fiduciary board, Directors will benefit from significant professional and personal development. Benefits include: the opportunity to meet, work with and learn from industry leaders; the chance to share their own knowledge, expertise and training with others; professional recognition that elevates their stature within their own organizations and industry; valuable work experience that opens the door to new opportunities; and relationships with new friends and lifelong mentors.