



State University of New York and the Research Foundation of SUNY Affiliated Corporations Board of Directors Criteria for Selection

Responsibilities

- Oversee all aspects of the corporation according to Certificate of Incorporation and By-laws;
- Oversee the property, affairs and concerns of the corporation;
- Avoid conflicts of interest or the appearance of conflicts of interest and maintain independence when conducting business;
- Appoint or provide for the appointment of such officers and employees of the corporation as it may deem advisable;
- Ensure adherence to all applicable laws and regulations include appropriate state and federal guidelines regarding not-for-profit corporations and tax exemption

Qualifications

The following are preferred characteristics and qualifications; however, absence of one or more of these factors will not exclude one from being a member of the Board:

- A proven record of accomplishment in leadership, process management, and professional judgment
- Experience with large, complex organizations and an understanding of the basic corporate finances and analysis of such organizations
- Must avoid conflicts of interest or the appearance of conflicts of interest
- Intelligence, wisdom, breadth of vision, and a record of independent judgment
- Experience with New York State-based businesses or organizations
- The ability to build collegial working relationships
- Desire to support and develop meaningful and impactful programs
- Knowledge of specific industry segment in which partnership will operate, or specific experience with not-for-profit corporation management

Board service is voluntary and non-paid. The board member must be willing to commit time and energy to regularly attend board meetings, participate actively and stay informed about topics related to the work of the board. Directors must maintain their independence during the deliberations and determinations of matters before the board, and avoid conflicts of interest in the fulfillment of their duties. The review of Directors' ability to be independent will be reviewed as corporations mature. More mature corporations require more independent members to provide oversight over operations and financial controls.

SUNY and the RF recognize the need for a diverse population of Directors for each partnership in an effort to ensure appropriate resources and expertise necessary for programmatic success and long-term strategic development. Each Board may include campus, SUNY and RF representatives, as necessary, but particular effort should be made to recruit Directors having outside knowledge and experience and who are not connected or currently involved in other SUNY or RF initiatives.