

February 24, 2023

IAC EXECUTIVE COMMITTEE
2023 QUALIFICATIONS AND RESPONSIBILITIES

The IAC Executive Committee is responsible for governing the activities of the Industry Advisory Council in an effective, efficient and ethical manner consistent with the organization's mission, policies and Code of Conduct. Specific activities of the Executive Committee include advising the ACT Executive Committee, overseeing the strategic direction of IAC activities, establishing IAC priorities and protecting the financial integrity of the organization by working with the ACT-IAC Chief Executive Officer (CEO).

The IAC Executive Committee is a governance board – one that addresses strategic issues and exercises appropriate oversight of the organization's activities. Members of the IAC Executive Committee are asked to personally engage in efforts to promote ACT-IAC events, membership and sponsorship, as well as being willing to take responsibility for specific initiatives or portfolios that are a part of the ACT-IAC strategic plan. These initiatives/portfolios will be based on the evolving needs of the organization and the interests and strengths of individual members. The Executive Committee meets approximately four times per year and also holds an off-site strategic planning meeting in June or July. IAC Executive Committee members are also invited to participate in 2-3 joint meetings with the ACT Executive Committee each year and are encouraged to personally participate in conferences, major events and membership meetings. On average the time commitment expected of Executive Committee members is approximately 10 hours per month.

- Nominees for the IAC Executive Committee should:
 - Be a full time employee of an IAC member company in good standing.
 - Occupy a senior position within his or her organization and be visibly present and engaged in the federal technology community.
 - Be committed to the ACT-IAC mission of accelerating government mission outcomes through collaboration, leadership and education; and understand and support the unique role of ACT-IAC.
 - Have been engaged in ACT-IAC and understand the diversity of activities that comprise the organization's agenda.
 - Be able to contribute the time needed to carry out their Executive Committee responsibilities.
 - Be able and willing to attend key ACT-IAC events throughout the year.
 - Be able to operate successfully in a collaborative environment and put the good of the entire organization and its mission to improve government above individual interests, both personal and corporate.
 - Be able and willing to cultivate new IAC members, solicit financial support for the organization's activities, and cultivate and recruit volunteers.
 - Have the highest ethical standards and be willing to assist in ensuring compliance with those standards by all who participate in the organization.
- The responsibilities of every Executive Committee member include the following:

- Attend all Executive Committee meetings. Review agendas and supporting materials prior to Executive Committee and other meetings and carry out assignments agreed to during Executive Committee meetings.
- Be informed about the organization's mission, services, policies, and programs.
- Demonstrate the duty of care, duty of loyalty and duty of obedience.
- Ensure that their company appropriately supports IAC through participation and financial contributions.
- Communicate the mission and value of IAC to others and support the continued growth of ACT-IAC through word and deed.
- Comply with all ACT-IAC policies, especially those pertaining to conflict of interest and confidentiality.
- Work in partnership with the ACT-IAC CEO and professional staff.

DUTIES AND QUALIFICATIONS

In addition to the above duties and qualifications, each IAC Executive Committee position has some specific requirements. These are outlined below.

IAC Executive Vice Chair (1 vacancy)

The Executive Vice Chair serves for two years in this capacity and then automatically becomes IAC Chair. As Chair, the individual will serve a 2 year term and then remains on the Executive Committee for 2 years as Immediate Past Chair. Individuals nominated for Executive Vice Chair should be able to fulfill the Chair's duties and responsibilities.

The duties of the Chair include chairing meetings of the Executive Committee, meeting frequently with members, chairing membership meetings and playing a visible role at ACT-IAC conferences. The Chair plays a vital role in setting the organization's strategic direction and ensuring that IAC is fulfilling its mission. The Chair must mediate member conflicts and address issues raised by and about member companies with regard to their participation in IAC. The Chair is responsible for the smooth & harmonious functioning of the overall IAC organization, including the staff, Executive Committee and general membership. Specific responsibilities of the Chair include the following:

- Work in partnership with the ACT President and ACT-IAC CEO to provide leadership and guidance of ACT-IAC activities.
- Ensure that the organization has a strategic direction and clear goals and objectives. Monitor progress towards those goals and objectives.
- Provide leadership to the Executive Committee and ensure that it is contributing to the effective and successful achievement of the organization's mission.
- Appoint, in consultation with the Executive Committee, individuals to serve as appointed members of the IAC Executive Committee and in other leadership positions on working groups, committees, etc.
- In cooperation with the ACT President, supervise the ACT-IAC CEO and formally evaluate his/her performance.
- Serve as the IAC representative to the ACT Executive Committee.

During the two years as Executive Vice Chair, this individual acts in the absence of the Chair. This includes presiding at any membership or Executive Committee meeting that the Chair cannot attend. The Executive

Vice Chair manages the annual election process for new IAC Executive Committee members and supports the annual strategic planning session of the ACT and IAC Executive Committees. The Executive Vice Chair shall take on such assignments as may be requested by the Chair. Such assignments may include oversight of the organization's strategic planning process as well as the identification and development of new leadership.

In addition to the qualifications listed above for all members of the Executive Committee, the IAC Executive Vice Chair should be an individual who has:

- Executive presence and a strategic vision.
- A reputation as a respected leader within the community and as a peer with the most senior levels of government and industry.
- Ability to manage effectively in a collaborative and consensus-based environment (experience as a leader in a non-profit organization and familiarity with other non-profit organizations is desirable).
- A decision maker within his/her organization who can (and preferable has) approved the allocation of resources to support ACT-IAC.
- An understanding of the federal technology market and the interrelationships between government and industry.
- Someone who is committed to the ACT-IAC vision of a trusted and objective public-private partnership
- Leadership experience in running a business unit or other major effort, as well as governance experience, such as past participation on boards, etc.

Vice Chair at Large (6 vacancies)

Vice-Chairs at Large will be responsible for duties as assigned by the Chair. Each Vice Chair at Large is usually assigned (often in partnership with other Executive Committee members) an initiative or portfolio of activities. While the specific initiative or portfolio is determined by the Chair's agenda and organizational needs, typical areas include sponsorships, membership, events, programs, professional development, new engagement models, new initiatives and other goals identified in the ACT-IAC strategic plan. The designated Vice Chair(s) at Large is responsible for setting the course of an initiative, personally engaging to ensure its success and providing updates to the Executive Committee.

Qualifications: Vice-Chairs at Large should have all the characteristics of a member of the Executive Committee and should also possess the following characteristics:

- Insight into the evolving relationship between government and industry and the major issues affecting the federal technology market.
- Ability to identify and engage exceptional volunteers in ACT-IAC activities and leadership positions.
- Demonstrated leadership experience in running a business in a competitive environment.
- An understanding of how government works and best practices for government-industry engagement.

Additional Information on the IAC Executive Committee

The elected officers of IAC shall be a Chair, Executive Vice Chair, Vice Chair for Finance, ten (10) additional Vice Chairs and immediate past IAC chair. The Executive Committee will also include the industry chairs of the Collaboration Council, Institute for Innovation and NexUS, up to five additional appointed Executive Committee members and the ACT-IAC CEO, all of whom are also voting members. Each IAC elected officer

shall be a full-time employee of a member company, unless an exception is made by the Executive Committee.

The terms of office shall be two years in length (with a maximum of four consecutive years) for each officer except the Executive Vice Chair and the CEO. The Executive Vice Chair shall serve for two years as Executive Vice Chair and two years as Chair. The Chair then remains on the Executive Committee for two additional years as Immediate Past Chair. Except as noted above, no officer may serve more than four consecutive years, except that a member of the Executive Committee may serve beyond this limit if elected as Executive Vice Chair during his/her term as an Executive Committee member. The five appointed members of the Executive Committee will have their appointments reviewed annually and can serve no longer than four consecutive years.