

**Job Description for the
ISHLT Board of Directors
Approved October 20, 2017**

Composition and Terms

The Board of Directors is made up of the five ISHLT officers (the President-elect, President and Past-President, who serve 1 year terms in each office, and the Secretary and the Treasurer who each serve 1 year terms) and at least 11 and not more than 16 Directors who each serve 3 year terms. The Executive Director serves as an *ex officio*, non-voting member of the Board. Each Board member is assigned by the President to serve as the Board Liaison to one or more Councils or Committees.

Responsibilities of the Board

- Manage the affairs, property, business, and all legal matters of the Society
- Provide appropriate and effective governance and leadership of ISHLT
- Update as needed and carry out the Society's established mission and purposes
- Engage in strategic thinking and planning to develop and update as needed a strategic framework for the Society's future
- Develop, measure progress on, and regularly update clear and defined goals, objectives, tactics, programs, and services for implementing the strategic framework
- Establish the organization's values
- Make decisions on behalf of the Society as a whole in accordance with its mission, purposes, values, and strategic framework
- Provide the volunteer and financial resources necessary to accomplish ISHLT's goals, objectives, programs, and services
- Approve an annual budget
- Provide prudent financial oversight of the Society
- Set goals and priorities for and approve an annual plan of work for programs and services of the Committees / Councils / Workforces / Board no later than October 31 of each year
- Provide timely and effective oversight of and guidance to ISHLT's volunteer leaders and the Executive Director
- Fully support and adhere to the processes, procedures, deadlines, and operations established by Staff to fulfill the Scope of Services
- Appoint standing and special committees
- Develop policies regarding leadership designation and governance of the committees
- Determine the purpose, number, and specific designations of the Scientific Councils, based on the scientific interests and constituencies of the members
- Develop policies regarding leadership designation and governance of Scientific Councils
- Develop and maintain corporate policies to address Society programs, services, and operations, including but not limited to internal financial policies, employment policies, investment policies, a whistleblower policy, and a document retention policy
- Contract for management services, negotiate and agree upon expectations and deliverables, and assess performance in accordance with agreed upon expectations and deliverables
- Define clear deliverables, expectations, deadlines, and performance metrics for the goals, objectives, programs, and services

- Ensure that volunteers and the ED understand the deliverables, expectations, deadlines, and performance metrics for the goals, objectives, programs, and services
- Provide regular and informed oversight of the work of volunteers and progress toward goals
- Decide on the path forward for projects that may not be progressing appropriately and provide feedback/course correction
- Hold volunteer leaders accountable for timelines, deliverables, and compliance with ISHLT policies, procedures, and expectations
- Regularly evaluate the performance of and provide feedback to the Board as a whole, the individual Board members, and all other volunteer leaders
- Establish a culture of transparency, honesty, and respect among Board members, Volunteer leaders, the ISHLT membership, and staff
- Ensure a process is in place for handling management company and Executive Director succession planning and unscheduled departure
- Assure adherence to Society Bylaws and legal requirements
- Approve new policies and changes to existing policies in a timely manner
- Identify, address, and resolve conflicting opinions / priorities of members

Responsibilities of Individual Board Members

- Attend and participate in all in-person Board meetings and conference calls
- Prepare for Board meetings and conference calls by fully reviewing agenda and supporting materials, asking informed questions, making value-added contributions to the discussions, and making decisions based on the best interests of the Society as a whole
- Respond promptly and by the deadline to all assigned tasks
- Treat Board members, staff, volunteers, and members with respect
- Attend and actively participate in Board orientation and leadership development sessions
- Actively participate in the development and prioritization of goals, objectives, and tactics intended to further the strategic plan
- Actively participate in Board self-assessment and other volunteer assessment activities as requested
- Understand and adhere to all conflict of interest policies of the Society
- Represent ISHLT's best interests, promote the ISHLT brand, and serve as an ambassador for the Society
- Refrain from communicating to others on behalf of the Board unless given specific authority to do so

Legal Obligations of Directors and Officers

- Duty of Diligence. Directors ultimately hold full non-delegable responsibility for the Corporation's actions and well-being. Directors are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as appropriate; and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.
- Duty of Loyalty. Directors must always act in the best interests of the Society. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Society. Directors shall comply at all

times with the Conflict of Interest Policy and shall refrain from making non-program loans, gifts, or advances to any person, except as permitted under the Act.

- Duty of Obedience. Directors are required to ensure that the Society's activities adhere and conform to the charitable, educational, and scientific purposes set forth in the Bylaws and to utilize the assets of the Corporation for the best interest of the Society's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes.
- Confidentiality. As part of their fiduciary duties owed to the Society, all directors, officers, committee members, and other agents of the Society are expected to maintain appropriate confidentiality of information related to the Society, including donor and supporter lists and related records, fundraising strategies, financial information about the Society, organizational plans, marketing information, expense information, personnel matters, and computer passwords (all whether in electronic or paper format), and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Society. Each director, officer, and key employee shall annually complete a confidentiality agreement.

Responsibilities of Board Liaisons

- Ensure that Council / Committee leaders understand their roles and the relationship between the Councils, the Committees, and the Board
- Provide guidance to the Council/Committee leaders in accomplishing their Board approved goals and objectives
- Participate in all Council / Committee leadership conference calls
- Provide direct communication between the Council/Committee leaders and the Board
- Ensure the required periodic Council/Committee updates and task reports to the Board are adequately prepared and submitted on time
- Provide additional information to the Board regarding Council updates and task reports as requested by the Board
- Communicate with Council/Committee leadership when Board-assigned tasks and responsibilities are not being completed in a timely manner and ask for assistance from Society officers if this communication is not effective in moving things forward
- Regularly provide feedback to the Board, Governance Committee and Executive Committee regarding the effectiveness of the Council / Committee and its leaders
- Proactively inform their Council / Committee leaders of Board actions that will directly or indirectly affect them

Qualifications for Directors

- Personal affirmation of agreement to adhere to the Society's statement of purpose, abide in all respects with the corporate policies set forth in the bylaws and elsewhere, and characterize personal commitment to the mission, purposes, and values of the Society
- Leadership, organizational, and oral/written communication skills
- Commitment to working with a diverse group of individuals to reach consensus

- Ability to work collaboratively with staff, other leaders, and members in a volunteer organization
- Ability to respond to requests and inquiries from staff, other leaders, and members within 72 hours
- Ability to participate in scheduled conference calls and meetings of the Board
- Willingness and ability to enforce Society policies and procedures
- Willingness and ability to motivate and mentor those to whom the Board has delegated responsibility

Time Commitment

- At least 2 Board conference calls lasting 2 hours each
- 3 2-day face to face Board meetings
- 2-4 hours per month fulfilling Board liaison responsibilities
- 5-10 hours per month reading and responding to emails, providing input and feedback, reviewing / editing / drafting documents and reports, and preparing for meetings and conference calls

Key Interactions/Communications

- Fellow Officers and Directors
- Executive Director
- Assigned Council or Committee leaders

What Success Looks Like

For Individual Board members

- Board members enjoy effective working relationships with their fellow Board members, their assigned Council and Committee leaders, and individual staff
- Board members successfully deliver on all of the above responsibilities
- Board members successfully meet the deadlines and expectations for their assigned tasks
- Board members receive positive feedback from the Executive Committee, fellow Board members, the Councils/Committees to which they are liaisons, and staff
- Board members respond favorably to constructive input and course correction, if needed
- Board members feel as if they have made a positive contribution to the Society's mission, purposes, goals, objectives, and long-term future

For the Board as a whole

- The Board makes decisions that are based on the best interests of the Society
- The Board makes decision that serve to move the Society forward in a consistent manner on the Society's established goals and objectives
- The Board has effective working relationships with the Executive Committee, Council and Committee Chairs, the management company, and individual staff
- The Board successfully delivers on all of the above Board responsibilities

- The Committee and Council leaders regard the Board as providing effective leadership, decision-making, and guidance to enable them to meet their assigned responsibilities
- The members regard the Board as providing effective leadership of the Society
- The Management Company regards the Board as providing sufficient leadership, decision-making, and oversight of volunteers to enable it to deliver effectively on the Scope of Services
- The volunteers and staff regard the Society's policies as sufficient and effective in helping them accomplish the work of the Society
- The Society's long term financial and organizational stability is secure

MANAGEMENT SERVICES PROVIDED TO BOARD OF DIRECTORS

The Executive Director is responsible for and has commensurate authority to accomplish the duties as set forth below:

- a. Serving as chief staff executive of ISHLT
- b. Ensuring the agreed upon Scope of Services are fulfilled
- c. Serving as an ex-officio, non-voting member of the ISHLT Board of Directors and Executive Committee
- d. Participating fully with the ISHLT Board of Directors and Executive Committee in all discussions and decisions impacting the management company's ability to successfully fulfill the agreed upon Services
- e. Advising and providing guidance to the ISHLT Board of Directors on the conditions and operations of ISHLT and on all important factors influencing them
- f. Recommending and participating in the formulation of policies established by the ISHLT Board of Directors
- g. Implementing ISHLT policy and making decisions based on the existing ISHLT policies
- h. Developing processes and procedures to implement the decisions and policies of the ISHLT Board of Directors

The specific management services provided to the Board are:

Provide staff support for written communications to and from Board of Directors

Provide staff support for the Board of Directors conference call and meeting scheduling, notification, and minuting

Participate (ED) in Board conference calls and meetings

Arrange for the use of virtual meeting technology for Board conference calls

Provide guidance regarding existing policies and procedures related to Society activities

Provide advice and guidance regarding, input into, and staff leadership in drafting new and revised policies governing ISHLT operations, programs, and activities

Provide assessments of the financial, volunteer, staff, and other resource requirements for new or revised Board programs / activities

Develop and implement program procedures and action plans for all approved and budgeted Board activities

Coordinate and monitor the ongoing activities of the Board

Provide advice and guidance to the Board regarding the conditions and operations of ISHLT and on all known important factors influencing them

Provide input to the Board regarding long term strategy, goals, and objectives for the Society

Develop the annual plan of ISHLT programs and activities for the year in accordance with the approved and prioritized objectives and tactics

Determine how the work of the Board / committee / council / task force will be operationalized in a given year

Document and communicate in writing to volunteers clear and defined deliverables, expectations, deadlines, and performance metrics for the goals, objectives, programs, and services as defined by the leadership

Establish deadlines for deliverables

Develop program procedures and project action plans for all approved and budgeted ISHLT activities

Maintain up to date information on the website regarding the Board, including relevant policies and procedures

Maintain a master file of all current policies

Maintain a master file of all Board action items and current status

Maintain a master file of all Board motions and decisions

Provide reminders regarding dates and deadlines for actions, reports, and meetings

Negotiate contracts for meeting space for Board meetings

Negotiate contracts for sleeping rooms for Board meetings

Negotiate contracts for appropriate AV equipment/labor for Board meetings

Arrange for optimal meeting room sets for Board meetings

Negotiate contracts for catering service and off-site dinners for Board meetings

Negotiate contracts for team building activities at the leadership retreat

Negotiate contracts for ground transportation services for Board meetings, if needed

Make hotel reservations for Board members at Board and Executive Committee meetings, including the Annual Meeting

Communicate information to Board members regarding meeting specifics and hotel/travel arrangements

Develop agendas for conference calls and meetings, in consultation with the President and Executive Committee

Solicit, collect, collate, edit as needed, provide input into, and distribute materials for Board conference calls and meetings

Plan, coordinate, and prepare materials for leadership retreat activities

Collect and maintain COI information on all Board members

Provide on-site staff support for Board meetings

Draft and distribute action item lists, including responsible parties and deadlines for completion

Draft and distribute minutes of Board meetings and conference calls

Communicate the decisions of the Board and instructions, if any, to those who submitted proposals

Draft and distribute a monthly update to the Board regarding activities, accomplishments, and information of importance

Schedule and attend (ED) social events hosted by the Board during the Annual Meeting

Coordinate and arrange for catering of the social events hosted by the Board during the Annual Meeting

Issue invitations and process RSVPs of the social events hosted by the Board during the Annual Meeting

Review, approve, and allocate all invoices for payment