



Expectations of All Board Members

Summary:

All board members, regardless of their position or role, will be expected to perform certain duties and fulfill certain expectations, both individually and as a group. These responsibilities ensure the association's successful functioning and continued relevance to our members and our profession.

Duties:

- Board human resources
 - Strategic selection of board members
 - Board member development
- Set EBAA's strategic direction
- Ensure adequate resources:
 - Financial
 - Human
 - Structural
- Performance oversight:
 - Programmatic
 - Financial
 - Strategic
- Advise and support President & CEO
- Approve termination and hiring of President & CEO as needed

Expectations:

- Represent and make decisions based on the best interests of the association and the profession, rather than those of a specific eye bank or constituency
- Be informed and knowledgeable about the association's mission, services, policies, and programs
- Arrive prepared for board meetings, having reviewed and understood background materials
- Review and understand organization's financial statements
- Attend and participate in all board meetings and functions
- Serve on assigned board committees
- Promote the organization within and outside the association
- Suggest possible nominees to the board
- Follow conflict of interest and confidentiality policies



Chair - Board of Directors Duties and Responsibilities

Summary:

The Chair is the elected leader of the association. The Chair guides the Board of Directors as it sets the organization's strategic path and works with the President & CEO to execute that strategic plan.

Duties:

- Drives the EBAA strategy forward and guides strategic level discussions at board meetings
- Oversees board meetings, Governance Committee meetings and Annual Membership Meetings; calls special meetings as necessary
- Works with President & CEO to prepare agendas for all meetings and helps to ensure that board resolutions are carried out
- Works with the Governance Committee to recruit new board members
- Assists in conducting new board member orientation
- Acts as the spokesperson for the organization
- Appoints all committee chairs (subject to Board of Directors approval); with input from the President & CEO, appoints members to serve on committees
- Serves as resource and sounding board to President & CEO; coordinates his/her annual performance evaluation and oversees searches for a new President & CEO as necessary
- Periodically consults with board members on their roles and helps them assess their performance
- Serves as ex-officio member of all committees

Desired Attributes:

- Balance of strategic and analytical thinking
- Strong leadership/motivational skills
- Facilitation capabilities to encourage all to participate in discussion
- Deep understanding of EBAA's mission, vision and values
- Openness to alternative viewpoints
- Mentoring skills
- Broad perspective on all aspects of eye banking and corneal transplantation



Chair-Elect Duties and Responsibilities

Summary:

This position will automatically succeed the Chair, so the Chair-Elect's primary responsibility is to prepare for the role of the Chair. The Chair-Elect should use his/her term to become familiar with any aspects of the association or the profession in which he/she lacks experience.

Duties:

- Chairs or serves on task forces as designated by the board
- Carries out special assignments as requested by the Chair
- Understands the Chair's responsibilities and performs these duties in his/her absence
- Serves on the Governance Committee
- Attends all board meetings
- Participates as a vital part of the board leadership
- Serves as ex-officio member of all committees
- Chair-Elect succeeds the Chair in office

Desired Attributes:

- Balance of strategic and analytical thinking
- Strong leadership/motivational skills
- Facilitation capabilities to encourage all to participate in discussion
- Open to alternative viewpoints
- Mentoring skills
- Broad perspective on all aspects of eye banking and corneal transplantation



Secretary-Treasurer Duties and Responsibilities

Summary:

The Secretary-Treasurer ensures that the Board of Directors' administrative aspects are in order and clearly presented to the board and membership. Because EBAA employs a professional and capable staff, many of these duties will be performed by staff, with the Secretary-Treasurer assuming a supervisory or consultative role.

Duties:

Secretary Role

- Attends all board meetings; provides notice of board or committee meetings when such notice is required
- Reviews board minutes as prepared by staff
- Maintains all board records and ensures their accuracy and safety
- Assumes responsibilities of the Chair in the absence of the Chair and Chair-Elect

Treasurer Role

- Chairs the Finance Committee
- Works with President & CEO and finance director to develop annual budget; monitors and reports on significant deviations from the budget.
- Works with President & CEO, finance director and investment advisor to ensure that association's reserve funds are invested according to the approved investment policy
- Has legal custody of corporate funds
- Reports on transactions and the association's financial condition; provides to the board an annual audit of the association's financial condition.
- Performs other appropriate functions as requested by board

Desired Attributes:

- Strong organizational skills
- Written and verbal communications skills
- Analytical skills and ability to translate analysis into action plans
- Familiarity with not-for-profit accounting and financial principles



Speaker of the House Duties and Responsibilities

Summary:

The Speaker of the House serves as the House of Delegates' representative on the Board of Directors. He/she communicates board action to the membership, and solicits and shares with the board the members' responses and concerns.

Duties:

- Chairs and facilitates House of Delegates meetings; calls special meetings of the House of Delegates as necessary
- Works with Chair and President & CEO to prepare agendas for HOD meetings
- Serves as a full member on the Board of Directors and acts as liaison between board and House of Delegates
- Works with the President & CEO to ensure HOD resolutions and inquiries are addressed
- Provides regular reports of Board meetings to HOD representatives
- Actively solicits recommendations and comments from HOD representatives and effectively represents these issues to the Board of Directors
- Serves on the Governance Committee

Desired Attributes:

- Strong communications skills
- Ability to coalesce the Board of Directors' deliberations and actions into a clear description of its processes and actions.
- Ability to synthesize diverse viewpoints into a coherent vision of the members' needs, concerns and expectations.
- Meeting facilitation skills
- Relationship building skills



At-Large Directors Duties and Responsibilities

Summary:

At-Large directors do not have a specific list of duties, although specific duties may be assigned from time to time by the Chair. At-Large directors serve the board's strategic needs at any given time. Their diverse experience, background and knowledge is a collective asset on which the entire board, as well as staff and committees, can draw. At-large directors have the same responsibility to shape and promote the association's mission as any of its officers.

Desired Attributes - Individual:

Desired attributes for individual Board members will change based on the circumstances, opportunities and challenges facing the profession at any given time. These will be identified by the Governance Committee and approved by the full Board of Directors. In addition to those attributes, At-Large Directors should also possess:

- Innovative thinking
- Creativity in identifying opportunities and in developing responses
- Knowledge of specific aspects of eye banking and corneal transplantation or of their specific area of interest (if expertise lies outside of eye banking)
- Experience working with individuals within and outside of the profession
- Understanding of the forces and influences affecting the profession

Desired Attributes - Collective:

- Collaboration with other board members
- Curiosity and inquisitiveness
- Inclusive perspective on profession and its members
- Knowledge of all aspects of eye banking and corneal transplantation
- Diversity of experience within eye banking
- Diversity of demographic criteria (age, gender, role within eye bank, experience in profession, etc.)



Governance Committee Duties and Responsibilities

Summary:

The Governance Committee reviews and evaluates the Board's functioning. It ensures that the Board maintains a strategic perspective and counsels the Board's members, individually and collectively, regarding its attainment of its goals and expectations. The Governance Committee also monitors the Board's relationship with the President & CEO, evaluating his/her performance and recommending his/her compensation.

Composition:

The Governance Committee is composed of the Board Chair, who also chairs the Governance Committee, the Chair-Elect, the Speaker of the House, plus two additional members of the Board of Directors, who are recommended by the Chair and approved by the full Board of Directors. The President & CEO serves as a non-voting member of the Governance Committee.

Duties:

- Coordinate the functioning of the Board of Directors
 - Ensure good communication between the board and other EBAA committees
 - Set and monitor board member performance standards
 - Keep the Board Governing Mission updated
 - Recommend bylaws and policy revisions to strengthen the governance and management of EBAA affairs
- Monitor the performance of the board as a whole and of individual board members
 - With input from the full board, develop and update preferred board member attributes and qualifications; execute strategies to seek candidates for board vacancies
 - Develop and oversee a formal board member training program, including orientation of new board members and on-going education and training of the entire board
- Ensure that the President & CEO's employment contract and position description are updated as necessary to reflect EBAA's changing needs, priorities, and circumstances
 - Annually negotiate President & CEO performance targets, evaluate his/her progress in achieving these targets and determine his/her compensation
 - Develop and maintain a transition plan in case of the President & CEO's departure
- Act on behalf of the Board of Directors in true emergency situations when a significant action cannot wait until the next scheduled Board meeting and it is not practical to schedule a teleconference or in-person meeting
 - The Governance Committee can act on behalf of the board only when a majority of its members participate in a formally-called meeting (by phone or in person)
 - The full board must be notified in writing of the Governance Committee's emergency decisions within a week of its meeting
 - The board may override the Governance Committee's emergency decisions upon a majority vote of the full board