



Board of Directors Roles and Responsibilities

The Board of Directors of the American Society on Aging (ASA) is charged with providing effective governance to the organization. As trustees of a nonprofit organization, they comprise the highest governing body legally responsible for carrying out ASA's mission, safeguarding the organization's assets, and ensuring the future of the organization. The Board is responsible for providing clarity of mission and strategic direction for ASA, as well as giving guidance, assistance, and oversight to ASA's Chief Executive Officer (CEO).

The Board serves as the policy/governance authority for the organization and works with a **Leadership Coordinating Council** which includes representatives from Constituent Group Councils and other ASA committees as noted below. These two bodies are supported by a group of **Legacy Advisors** comprised of past Board leadership and past committee and other key volunteers.

The Board, as individuals committed to the mission of ASA, also may provide a wide range of support to the organization at the direction and discretion of ASA's CEO. Individual Board members may provide support in areas such as resource development and fundraising, program development and implementation, and public relations and advocacy.

Board Composition

The 15–25 member Board, on behalf of ASA members, holds itself accountable for ensuring that all actions it takes are consistent with the mission and with the Board's policies. In fulfillment of this charge the Board is committed to rigorous improvement of its capacity to govern effectively using its policies to define priorities in terms of values and its vision in terms of expectations (impact). The Board focuses on governing with an eye for ensuring long-term values are achieved in the manner consistent with mutual respect, and with a focus on the productive use of people and resources. The Board also governs with an emphasis on long-term organizational vision rather than on administrative details; observes clear distinctions between the Board and CEO and staff roles; makes collective rather than individual decisions; models a future-orientation rather than operating from the past or present; and governs proactively rather than reactively—with this accomplished through a set of major policies and goals that serve as the Board's touchstone.

ASA's President/CEO is an ex-officio, non-voting member. Eligibility criteria, specific functions and terms of office can be found in the ASA Bylaws. All elected and appointed officers are required to sign Consent-to-Serve and Conflict of Interest forms.

Board Member Responsibilities

Members of the Board of Directors of the American Society on Aging are expected to commit their best efforts to serve ASA. Responsibilities, functions and duties of the Board are divided among four major roles: governance oversight, policymaking, leadership and fiscal oversight.

Board Roles and Responsibilities include:

As *overseers*, the Board

- provides advice and counsel to the President/CEO;
- determines qualifications for, selects, employs, evaluates and dismisses(if necessary) the President/CEO;
- provides orientation for newly elected Board members and ongoing development for all members of the Board;
- provides for the replacement of Board members unable to serve; and
- recommends prospective leaders to the nominating task force.

As *policy-makers*, the Board

- formulates, reviews and revises governance and other policies that guide ASA activities; and
- delegates responsibility for execution and administration to the President/CEO.

As a collective group of *leaders*, the Board

- approves objectives, policies, strategies and plans that relate to strategic planning and long-range goals;
- creates standing and ad hoc committees and defines their responsibilities;
- establishes goals and program priorities;
- reviews, amends and approves Bylaws amendments;
- responds to professional, societal, political and ethical issues that affect the mission, vision, purpose and activities of ASA;
- assesses programs and direction in relationship to the needs of the members ASA serves;
- balances the diverse interests of the membership and public while ensuring the continued functioning of ASA;
- helps advance strategic alliances, collaborations, and other affiliations;
- serves, upon request, as a representative of ASA (for example, to offer a public address or to speak) when requested in support of ASA's goals and purposes; and
- forecasts changes in society, aging and the specialties that have an impact on ASA's mission, purposes and activities.

As individual *leaders*, Board members

- attend and participate in all Board meetings, committee meetings associated with their role, Annual Conference and business meeting, leadership conferences and other functions as assigned (Board members are expected to attend 100 percent of Board meetings and to schedule their travel accordingly);
- serve as mentors to new Board members and committee chairs;
- accept assignments to at least one committee or task force, work with the committee's chair and membership to maximize its effectiveness, and to serve as an advocate of the committee to the Board;
- lead ASA activities in your community of residence or employment, including membership recruitment, fundraising, information gathering, promotion of ASA training and conference activities and advising the staff and Board about issues deserving of ASA's attention;
- review, evaluate and promptly respond as necessary to minutes, action items and other materials;
- complete reports on assignments associated with the role or as delegated by the Board;
- make informed decisions representing the best interests of ASA and its membership;
- are knowledgeable about content associated with ASA's work;

- serve as role models in making a personally significant financial gift to ASA's annual "Leadership Challenge Campaign" (Board members typically make contributions in amounts depending upon their capacity to give.); and
- participate actively in ASA's fund development activities, including helping ASA staff and key committee leaders meet foundation funders and sponsors known to them to discuss funding opportunities to support ASA's work.

As financial stewards of the association, the Board

- ensures the fiscal well-being and proper financial administration of ASA;
- reviews and authorizes the association's annual budget;
- examines the financial audit of accounts at the close of the fiscal year;
- authorizes reimbursement methods for ASA's major expenditures;
- approves funding for special programs created for the maintenance and growth of ASA; and
- advises on matters relating to funding and investments.

Expenses. Board members are expected to cover the costs associated with traveling to and attending Board meetings. This includes airfare and hotel expenses (ASA staff procures special hotel rates). ASA pays for meals associated with the meeting itself. Where there are extenuating circumstances, Board members are welcome to submit a request to the Executive Committee for a waiver of this policy.

Time Commitment. It is expected that Board members will commit a minimum of 40 hours to Board service per year in addition to attending Board Meetings and the Annual Conference. Executive Committee and Committee Chairs generally contribute significantly more time to Board activities.

Board Orientation. Elected Board members begin their orientation with a Board mentor in February and attend the March Board meeting for orientation prior to the start of their term.