

## At-Large Director

*As an elected member of the AAO-HNS/F Boards of Directors, the role of the Director At-Large is to provide the Boards with perspectives that represent the varying interests and concerns of the general membership of the Academy.*

### **Election and Term of Office:**

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- To serve a single four-year term of office. (Sections 4.02 and 4.03).
- Although not stipulated in the bylaws, two candidates from within private practice are selected and run against each other and two are selected and run against each other from within the academic community.

### **Role / Authority (as specified in the bylaws of the organization):**

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- Any five members of the Board may request an unscheduled meeting of the Board, provided that notice is given not less than seven days prior (Sections 4.05; 4.06).
- Participate, as assigned by the President, on standing, special, or ad hoc committees of the organization including Articles of Incorporation and Bylaws Committee and Audit Committee (Sections 6.02; 6.04).

### **Yearly Time Commitment of At-Large Director:**

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- Attend all regularly scheduled Boards of Directors Meetings. (reading materials in advance of the meeting approximately 4-6 hours prep time).
- Directors At-Large appointed to the Executive Committees (EC) must participate in monthly meetings of the EC and all scheduled meetings of the EC held during the Annual Meeting (2-3 hours prep time). Monthly conference calls are held the second Tuesday of the month at 8:00 pm ET (calls are approximately 1-2 hours).
- Attend designated meetings/events as requested during the Annual Meeting (1-2 days).
- Serve as appointed on Board committees, task forces, or ad hoc working groups as requested by the President (8-10 hours).
- Be available via email to respond timely to Board-related discussions (for a total of 2-3 hours per year).
- Complete surveys as requested (3-5 per year for a total of 8-10 hours).

### **Responsibilities of At-Large Director:**

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- Review, be familiar with, and adhere to the organization's "Qualities and Expectations of an AAO-HNS/F Board Member."
- Adhere to the organization's bylaws, Board policies, and other important documents of the organization.
- Complete the annual Board self-assessment.
- Abide by all aspects of the AAO-HNS/F Code for Interaction with Companies.
- Adhere to the organization's Financial and Intellectual Relationship Disclosure Policy by completing and updating a written disclosure 30 days prior to each Annual Meeting Board meeting, to include relevant financial relationships with commercial interests and other relationships that could cause private interests to conflict with professional interests, such as, but not limited to leadership roles with another association, society, journal, or certification body (e.g., ABOHNS). The submitted statements will become an appendix to each of the Board Agenda books making them a ready reference during the meeting for all attendees. Furthermore, it is the responsibility of each Board member to

declare any relevant conflicts openly during discussion at the Board meeting and prior to vote on any agenda item for which the member has a real and or potential conflict of interest or financial relationship.

- Be willing and able to devote the necessary time throughout the entire elected term of service for Academy business and actively participate in all meetings of the Board as is required.
- Demonstrate an interest and ability in serving and representing the members at-large of the Academy.
- Contribute perspectives from the members at-large on issues under deliberation and discussion by the Boards of Directors, especially as it relates to the Strategic Plan.
- Serve as appointed on Board committees, task forces, or ad hoc working groups.
- Support other designated board positions and committee chairs and/or representatives that report to or receive advice from the Board of Directors, to ensure they fulfill their charge and meet their objectives.
- Must meet appointed deadlines.
- Have an email address and web access to obtain necessary Board documents and participate in online community forums.
- Must report any changes to his/her contact information to ensure the Academy has the correct information on file.
- Be reimbursed for travel expenses in accordance with the Academy's policies and provided that the Board member satisfies the requirements for participating in the meeting.

#### **Specific Duties – Steering Committee Chair:**

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- As Chair of one or more Steering Committee, serve as the primary representative for a group of like-minded Academy or Foundation committees to the Board.
- Meet during the Annual Meeting to share and review committee work plans, annual progress reports, and all committee action items to eliminate duplicative efforts and ensure that all goals are aligned with the strategic plan.
- Work with assigned Staff Liaison to compile a meeting agenda and complete meeting minutes.
- Report to the Boards of Directors any committee actions items, acting as the committee's advocate and explain the reason the committee has brought a matter to the Boards' attention.
- Report to the Chair and/or members any actions by the Board of Directors that would affect the performance of the committee.
- Not required, but are encouraged to attend committee meetings within their steering committee cluster and assist the committee with any Board-assigned tasks.