

BOARD OF REGENTS Regent Responsibilities

Board of Regents Responsibilities

The bylaws articulate the duties of the Board of Regents. These responsibilities are restated here, followed by a more detailed position description.

Bylaws

(Article VI)

The Board of Regents shall manage the business and affairs of the College. Without limiting the generality of the foregoing, the Board of Regents shall:

- ï Direct the College's activities, funds, and property
- ï Establish dues, fees, and assessments
- ï Adopt requirements for membership in various membership classifications
- ï Determine the eligibility of individuals for membership in the College
- ï Administer the disciplinary provisions of Article III
- ï Hire an Executive Vice President to administer the day-to-day operations of the College subject to its direction
- ï Designate Regents to act as liaisons to standing committees and functional divisions of the College
- ï Determine the publications of the College
- ï Establish working relationships with other organizations
- ï Establish or abolish ad hoc committees
- ï Direct any and all College activities not otherwise provided for or as provided for in the Policy and Procedures Manual

Position Description

As the governing body of CHEST, the Board of Regents ensures that:

General

- ï The strategic direction for the College and its programs are developed, and strategic goals are continually reviewed.
- ï All deliberations and decisions relate or contribute to the College's mission and strategic goals.
- ï Changes are anticipated, and the Board plans proactively to meet the clinical and nonclinical needs of members, as well as the public.
- ï Policies of the organization are in writing, clearly articulated, and officially adopted.
- ï Broad directions and/or guidelines to address issues facing the College and chest medicine are established.
- ï The conflict of interest policy guarantees that any conflicts or the appearance thereof are avoided or appropriately managed through disclosure, recusal, or other means.

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- ï The Board reviews, discusses, and acts on specific recommendations presented to it.
- ï Administrative, standing, and ad hoc committees are established or abolished.
- ï Requirements for membership classifications and eligibility for membership are adopted.
- ï The publications of the College are determined.
- ï Standards for patient care that are widely recognized, accepted, and used are established.
- ï Efforts are taken to form alliances with other organizations, government, third parties, and consumer advocates.
- ï CHEST conducts all transactions and dealings with integrity, honesty, and transparency.
- ï The Board promotes inclusiveness to enrich its effectiveness.
- ï Board members have the essential skills and experience to carry out their duties, as well as understand and fulfill their governance duties, acting for the benefit of the organization.
- ï CHEST promotes working relationships with Board members, staff, volunteers, and members that are based on mutual respect, fairness, and openness.

Chief Executive Officer

- ï The Chief Executive Officer is hired to administer the day-to-day operations of the College.
- ï The Chief Executive Officer and appropriate staff provide the Board with timely and comprehensive information so that the Board can effectively carry out its duties.
- ï The Chief Executive Officer is regularly reviewed, and his or her compensation is reasonable and appropriate.

Fiduciary

- ï The Board manages its resources and funds responsibly and prudently.
- ï The annual budget is reviewed, furthers the strategic goals and mission of the College, and can be implemented within the College's financial guidelines.
- ï Dues, fees, and assessments are established, reduced, or waived.
- ï CHEST has the capacity to carry out its programs effectively.
- ï Individual requests for program implementation and financial support are reviewed; each request furthers the strategic goals and mission of the College and can be implemented within the College's financial guidelines.

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Individual Regent Responsibilities

General

- ï Know CHEST's mission, purpose, goals, policies, programs, services, strengths, and needs.
- ï Comply with the College's bylaws to protect the rights of individual members and to ensure appropriate handling of issues.
- ï Serve in leadership positions, and undertake special assignments willingly and enthusiastically.
- ï Support the chairs of committees and councils who report to you or seek your advice to ensure that they fulfill their charge and meet their objectives.
- ï Follow trends in chest medicine, and keep informed.
- ï Bring goodwill and a sense of humor to the Board's deliberations.
- ï Suggest that possible candidates self-nominate for Board membership—those who are clearly individuals of achievement and distinction and would make significant contributions to the Board and the organization.
- ï Review and respond promptly to written and electronic ballot requests.
- ï Perform any duty or responsibility that the President may assign.
- ï Display the highest standards of ethics and leadership, serving as a role model for members.

Meetings

- ï Prepare for and conscientiously participate in Board and committee meetings, including appropriate CHEST activities when possible. Board members are expected to participate in all Board meetings. (Exemption from this responsibility is granted only by the President with advance written notification).
- ï Ask timely and substantive questions at Board and committee meetings, consistent with your conscience and convictions, while supporting the majority decision on issues decided by the Board.
- ï Respect confidentiality of the College and its members. Maintain confidentiality of the Board's executive sessions and when confidential information is given to you. Never speak for the Board or CHEST unless authorized to do so.
- ï Suggest Board and committee meeting agenda items occasionally to Board leaders and the Chief Executive Officer to ensure that significant, policy-related, and strategic matters are discussed.

Relationship With Staff

- ï Counsel the Chief Executive Officer as appropriate, providing support through difficult relationships with groups or individuals.

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- ï Provide support and guidance to staff as needed. Avoid asking staff for favors, including special requests for extensive information that may take extraordinary time to gather and are not part of ongoing Board or committee work—unless you have consulted with the Chief Executive Officer or President.
- ï Remember that it is most appropriately the Chief Executive Officer who is responsible for assessing staff performance, not Board members or the Board. However, the Chief Executive Officer welcomes comments or opinions, offered during private conversations, which are complimentary or constructively critical of a senior staff member.

Avoiding Conflicts

- ï Serve CHEST as a whole, rather than any special interest group or constituency. Avoid any preconception that you “represent” anything other than the overall best interests of the College.
- ï Avoid even the appearance of a conflict of interest that might embarrass the Board or CHEST, and disclose any possible conflicts to the Board in a timely fashion.
- ï Maintain independence and objectivity, and do what a sense of fairness, ethics, and personal integrity dictates, even though not necessarily obliged to do so by law, regulation, or custom.
- ï Never accept (or offer) favors or gifts from (or to) anyone who does business with CHEST.
- ï Submit and update, as necessary, conflict of interest information to and for the College.

Fiduciary

- ï At all times, exercise prudence with the Board in the control and transfer of funds.
- ï Faithfully read and understand CHEST’s financial statements and otherwise help the Board fulfill its fiduciary responsibilities.

Ambassadorial Service

- ï Serve CHEST responsibly and diligently by telling the College’s story and presenting its accomplishments, as well as its needs and current challenges.
- ï Represent your community to CHEST. Bring back concerns, ideas, suggestions, compliments, and the like when you believe that they may have merit. Remember, as a Board member, you are at the nexus of two-way communication.