

# Position Description ABA Secretary



## Function

Ensures that the actions of the Board and Executive Committee are documented appropriately. Shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and the Bylaws; and shall provide oversight to ensure the Central Office is maintaining corporate records according to established policies.

## Duties & Responsibilities

Specific to Secretary:

- Serves as an Officer of the ABA and member of the Executive Committee.
- Promotes the interests of the Association and perform the duties prescribed in the Bylaws.
- Serves as parliamentarian at all meetings of the Association, as needed.
- Serves as Chair of the Bylaws Committee.
- Maintains confidential minutes of Executive Sessions.
- Takes notes on actions at meetings and reviews the minutes of all Board and Executive Committee meetings as taken by staff before they are approved by the Board.
- Performs other duties and responsibilities assigned by the President or Executive Committee.

Responsibilities of all members of the Board:

- The Board of Trustees determines strategic goals and direction and provides guidance to the Executive Director for management of the Association. The Board of Trustees also approves the Association's strategic plan, annual operating plan and budget; monitors the Association's financial health; oversees programs and overall performance; and provides the Executive Director with the resources needed to carry out the Association's work plan. Each Board member has one vote on matters before the Board.
- The Board shall take no action which conflicts with the Mission of the Association. The Board shall be responsible for the general oversight of the Association's resources, including funds awarded to the Association to support research and other professional activities.
- Board members must adhere to the fiduciary obligations including the legally mandated duties of care, loyalty, and obedience.
- All board members are assigned to serve as board liaison to one to three ABA committees. In this role, they are expected to attend committee conference calls and in person meetings, share committee activities with the Board, and provide the committee with information on what is happening at the Board level. Board liaisons, who are not appointed as regular committee members, are not expected to fully participate in committee activities, such as developing content, their role is to facilitate two-way communication and information sharing.

## Term

Three years as Secretary. The term of office shall begin at the close of the Business Meeting during the ABA Annual Meeting. Except for partial terms filled according to the bylaws, no individual may serve successive terms in the same office.

## Commitment

All Board members are required to attend four Board meetings per year. At least one is during the Annual Meeting and one is at the National Leadership Conference. Attendance during the Annual

Meeting is at the expense of the individual. For the Board meeting during the Annual Meeting Board members are expected to pay for travel as they would be expected to attend the NLC, but the ABA will pay for one hotel night. There may be one to two additional in person Board meetings that the ABA would reimburse for attendance expenses. Additional Board meetings may be held virtually as determined by the President, Executive Committee and Executive Director.

Except for the Annual Meeting and the Business Meeting, the Board authorizes any Trustee not physically present at a meeting to participate in a meeting using remote communication, and such Trustees may be considered present in person and may vote at the meeting, whether held at a designated place or solely with remote communication, subject to the conditions imposed by law. The Board may determine that a meeting may be held solely with or without remote communication.

In addition, Executive Committee members are required to participate in Executive Committee calls which are held approximately monthly.

## **Qualifications**

Minimum qualifications per the Bylaws:

- (a) be a professional in a burn-related field for no less than ten years; and
- (b) have demonstrated leadership abilities; and
- (c) have been and are currently active members of the Association for no less than ten years prior to their term of office.

Additional qualifications:

- Ability to think strategically and analytically and to effectively communicate ideas and the supporting rationales.
- Possession of earned respect of ABA members and others in the field.
- Ability to work well as a member of a collaborative group with group decision-making authority and an understanding of the fiduciary duties of loyalty, care, and obedience.
- Appreciation for the differences between “oversight” and “supervision”.
- Earned reputation for emotional maturity, personal integrity, and honesty.
- Familiarity with the body of knowledge related to both the ABA as an organization as well as the substantive content of the field of burn care.
- Prerequisite of accessibility and responsiveness.
- Absence of significant conflicts of interest.

## **Selection**

The position shall be elected by the membership from a slate of candidates developed by the Nominating Committee in accordance with the policy established by the Board.

*Draft 1/24/20*