

**Policy & Procedure Manual
Trustees Job Description**

Section:	Board	#Pages:	3
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The ASET Board of Trustees is composed of up to nine (9) Trustees elected at large, one trustee who shall have been elected from and by the Chapter Presidents Council as the chair of the Chapter Presidents Council, and the officers including the President, President-Elect, Secretary-Treasurer and the immediate Past-President, for a maximum total of fourteen (14) Trustees. The Executive Director serves as an ex-officio member of the Board.

I. Term of Trustee

- a. Each Trustee at large is elected for a three (3) year term and cannot succeed himself/herself for a consecutive term.
- b. Installation occurs and the term of office commences as the first order of business at the new board meeting conducted in conjunction with the annual conference.
- c. Recommendations for filling vacancies in the Board of Trustees are proposed by the President and require approval by a majority vote of the remaining Board of Trustees, even if less than a voting majority.
 - i. The replacement member serves until the next election of the Society in which she/he becomes eligible for general election.
- d. Trustees may resign at any time by submitting a written resignation to the Board of Trustees.

The resigning Trustee will then become ineligible to be reinstated for the remainder of his/her term, to be appointed to fulfill a term, or to be nominated to run for Board office for three (3) years thereafter.

II. Eligibility

- a. Only an Active member in good standing who has maintained membership for three out of the five years immediately preceding the election shall be eligible to serve as an at-large trustee.
 - i. An Institutional member is eligible for nomination as a trustee if she or he upgrades to the Active member class by the nomination deadline.
- b. A Trustee must be actively engaged in the practice (including clinical, research, education and/or management) of neurodiagnostics or neurophysiology within six (6) months preceding his or her installation.
- c. At the time of his or her installation, and during his or her term of office, a trustee shall not serve on any other health care board at the national level.
 - i. This restriction does not apply to service on boards of national public charities or private foundations in the health care field.

- III. Code of Conduct
 - a. Trustees have a legal obligation to the Society to act in the best interests of ASET.
 - b. Trustees have the duty of care, loyalty and fiduciary responsibilities which means they shall further the Society's interests rather than their own interests or the interests of any other party or entity
 - c. Trustees shall protect confidentiality and perform duties with honesty and with good faith.
 - d. Trustees shall avoid negligence or fraud; avoid conflict of interest; and not generate legal liability.
 - e. Trustees are required to adhere to and abide by the ASET Code of Conduct and are required to complete and acknowledge the Code of Conduct Compliance Statement and the Commitment to Serve on ASET Board form.
 - f. Trustees have the responsibility of avoiding conflicts with employed staff.
 - g. Trustees should avoid involvement with day-to-day Society operations which are the delegated responsibility of the Executive Director and paid staff.
 - h. Trustees should avoid breaches of confidentiality.

- IV. Quorum
 - a. The presence of a voting majority at the start of a meeting establishes a quorum for the meeting.

- V. Financial Support and Benefits
 - a. Trustees do not receive compensation for their services.
 - b. Members of the Board of Trustees receive complimentary registration for the annual conference during their terms in office, including those meals which are incorporated into the registration fees.
 - i. Travel, lodging and meal expenses to the annual conference which are not covered by the Trustee's employer or other entity will be reimbursed by ASET.

In accordance with ASET policy, reimbursement will be provided for specific and reasonable expenses incurred while attending additional board meetings or performing special duties as requested by the President and for which other coverage or reimbursement is not available.

- VI. Duties and Responsibilities
 - a. All corporate powers are exercised by or under the authority of the Board of Trustees.
 - b. Meetings are scheduled as needed, including conference calls and face-to-face meetings.
 - i. The Board typically meets in two face-to-face meetings including one at the ASET annual convention.
 - ii. Throughout the year, business is conducted by mail or e-mail ballots or conference calls and Trustees are expected to participate.

- VII. The basic functions of the Board are as follows:
 - a. To propose, discuss and approve strategic goals for the Society consistent with the mission of ASET
 - b. To ensure the necessary resources are available and utilized efficiently
 - c. To assure significant progress and achievement of goals
 - d. To represent the interests of the Membership
 - e. To act as the governing authority for the Society

- VIII. The roles of the Board include:
 - a. The Corporate Role
 - i. Hiring and evaluating the performance of Executive Director
 - ii. Implementation of the strategic plan

- iii. Oversight of the programs and resources of the Society
- iv. Establishing governance policies

- b. The Legislative Role
 - i. Identify and monitor issues of interest to the Membership
- c. The Adjudicatory Role
 - i. Choose between positions presented
 - 1. Choose
 - 2. Compromise/create alternatives
 - 3. Decide not to decide
- d. These roles and functions require that the Board focus its time and effort on direction setting, operational oversight, policy setting and strategic thinking.
- e. The governance philosophy requires:
 - i. Outward vision rather than internal preoccupation
 - ii. Encouragement of diversity in viewpoints
 - iii. Strategic leadership
 - iv. Distinction of Board and Executive Director roles and respect for their interaction
 - v. Collective rather than individual decisions
 - vi. Focus on the future rather than on past or present
 - vii. Being proactive rather than reactive.
 - viii. The "Power of One" encompasses the guiding principles of the Board of Trustees.

--Approved