

**AMERICAN ACADEMY OF AUDIOLOGY
POLICIES AND PROCEDURES**

UPDATED 2020

--EXCERPT RELATED TO BOARD OF DIRECTORS--

A. QUALIFYING FOR THE BOARD

1. Not-for-profit organizations are creatures of law and are subject to specific constraints and criteria. In like manner, individuals who become officers, directors and “agents” of not-for-profit organizations are subject to these laws, individually and collectively, and must conduct themselves in accord with these requirements.
2. All members of the Academy Board of Directors must be members in good standing of the Academy, conform to the code of conduct and confidentiality agreement, comply with Academy Antitrust Policy & Guidelines, and sign the Conflict of Interest disclosure.
3. Issues:
 - a. **Informed, reasoned decisions:** Though not-for-profit, Boards are held to the same standard as for-profit Boards, all officers and directors are expected and required to make informed and reasoned decisions. Making hasty, sloppy or uninformed decisions is, at best, grounds for criticism and at worst, may be the basis of litigation.
 - i. Officers, directors and staff are expected to be thoroughly informed, free of undue haste, actively involved in debate and deliberations, aware of all related legal documents and implications before making decisions.
 - ii. They are also expected to maintain documentation, at least meeting notes (until minutes are approved) and facilitate involvement of in-house experts (accountants, lawyers, staff, etc.) whenever such perspective is required to make “informed and reasoned decisions.”
 - b. **Supervision:** Officers and directors employing staff are not expected to micromanage the affairs of the organization. However, Board members cannot completely delegate or avoid responsibility for conducting the business of the organization to staff members.
 - i. Officers and directors must not only govern not-for-profit organizations, they must require access to and maintain a working knowledge of the affairs, policies and assets of organizations.
 - ii. There is a necessity for members of Boards of Directors, staff and other agents to be well engaged and prudent in supervising the affairs of organizations.
 - c. **Confidentiality:** Effective functioning of a not-for-profit Board necessitates a few understandings. Most basic among these understandings is trust of and respect for the members of the Board. If Board members do not respect and trust each other, they will be reduced to dealing with insignificant issues or not dealing with issues. Developing consensus and exercising leadership on a not-for-profit board requires trust.
 - i. Boards are responsible for governing all not-for-profit organizations! Presidents, Chairmen of Boards, staff and all other individuals are only “agents” of the Boards. It is the collective wisdom of the Board, which is intended to govern the organization, not individuals.

- ii. In the absence of trust, not-for-profit Boards cannot function properly. A major aspect of developing trust among Board members is confidentiality and candor. Board members need to know that fellow Board members will make their positions known and that such positions will remain within the circle agreed to. Confidentiality and candor are so critical to the functioning of not-for-profit Boards that related policies should be developed and if members fail to be candid and/or maintain confidences, they SHOULD be removed from the Board.
- iii. At the same time, healthy organizations should not regularly require Board members to engage in discussions that must be kept from the members and/or other interested parties. Discussion of member applicants, staff compensation, or any discussion determined by the Board as confidential, should be held as such. Individuals presiding over Board, committees and other meetings should be removed if confidentiality is breached.
- iv. Members of the Board may be removed from office by a $\frac{3}{4}$ vote of the Board for failure to comply with the Academy's Antitrust Policy & Guidelines, failure to disclose potential conflicts of interest, and/or to maintain Board confidences.

B. NOMINATIONS & ELECTIONS

The policy for nominations and election is detailed in the Bylaws of the Academy. The process for nominations and elections is detailed the Academy's Operating Manual.

C. TERM OF OFFICE

The term of office of all members at large of the Board of Directors is three (3) years, starting on October 1 and ending on September 30.

D. CODE OF CONDUCT AND CONFLICT OF INTEREST

Board of Directors should follow the code of conduct provided to them during board orientation. See Appendix B for the current Code of Conduct.

Board of directors must review, sign and abide by the Academy's Conflict of Interest, Confidentiality and Full Disclosure policy. Any potential conflicts must be disclosed annually, and update it as needed. See Appendix C for the current Conflict of Interest disclosure statement.