

BOARD OF TRUSTEES ROLES, RESPONSIBILITIES & PORTFOLIO

SCAI has a Strategic Plan which is designed to guide the organization to future growth and strength. The SCAI Board of Trustees plays an integral role in the implementation of the Plan and enabling the Society to thrive. One of the six overarching goals in the Strategic Plan is “Sustainability”, which calls for alignment of SCAI’s organizational structure with the Plan. Defining the roles and expectations of members who occupy elected and appointed positions within the Society is critical to supporting this organizational structure, to robust implementation of the Strategic Plan, and to ensuring the health of the organization. This document is intended to delineate the roles and responsibilities of SCAI members who serve on the Board of Trustees, the governing body overseeing the Society.

Trustees serve in an “active” advisory role, with a primary responsibility to oversee and support SCAI activities and ensure that they are consistent with the mission, values, and goals and objectives of the Strategic Plan. Trustees are also expected to promote the Society and its mission and strategic goals. Trustees have targeted duties for the functioning of the Society, including oversight of Committees and Councils and reporting on their status, progress, and plans. Trustees may also be expected to spearhead new initiatives within their targeted areas of expertise or interest.

Board of Trustees Responsibility to SCAI

The Board of Trustees as a group has a duty to the organization comprised of specific responsibilities:

Communicate the Purpose of the Organization – Ensure that both members and non-members understand SCAI’s mission and purpose.

Serve as a Resource – Engage in organizational planning, ask questions about ongoing and planned initiatives, and offer expertise and guidance.

Financial and Budget Oversight – Ensure adequate resources are available and responsible dispensation of those resources. Help create connections and engage with potential donors and supporters; protect Society assets; evaluate resource use for value to the society; and approve annual budget. Monitor financial status by reviewing financial statements that Trustees will receive on a regular basis.

Programs and Services – In cases where demand for programs or initiatives outstrip available resources, Trustees decide among competing priorities to best achieve the organization’s goals and objectives.

Public Relations – Maintain an ambitious and effective public relations program to ensure a healthy and positive public image for SCAI. Provide clearly articulated achievements of SCAI, including but not limited to contributions to patient health and support of membership.

Conduct Self Evaluation – Conduct reviews of its own performance periodically, by looking at membership, organizational structure, financial management, annual meeting, education and strategic plan progress.

Attend Meetings – Officers and Trustees are expected to attend the Annual Meeting at their own expense. SCAI will reimburse expenses related to attending Board meetings. Participation in conference calls is expected, unless there is a valid cause for exception.

Individual Trustee Responsibilities to SCAI

Individual Trustees have responsibilities different from, but complementary to those of the Board as a whole:

- Active involvement in Board meetings, committee meetings, retreats, and other Board events
- Thorough preparation for meetings by reading the agenda and background material, requesting additional information as needed from the President or Executive Director
- Asking substantive questions at Board and Committee meetings that advance the discussion and reflect an understanding of SCAI and its mission, values, and goals and objectives
- Putting the interest of the Society before individual interests; voting according to informed personal belief, but supporting the majority decision wholeheartedly
- Suggesting agenda items for Board and Committee meetings; offering ideas to make meetings substantive and informative
- Carefully reviewing minutes to assure that they accurately reflect meeting proceedings and decisions
- Promoting membership in SCAI
- Suggesting names of prospective Trustees and members to the Nominating Committee
- Volunteering for and/or accepting the Trustee Liaison assignments
- Avoiding potential for actual or apparent conflict of interest and informing President or CEO if they arise
- Adhering to and upholding the ethical principles of the Society

Directors & Officers Insurance

As a Trustee, you could be held liable for specific financial or legal issues that arise within the organization. To fully protect all Trustees, SCAI maintains a Directors and Officers Insurance Policy. A summary of the policy specifics is available upon request.

Executive Committee Responsibilities to SCAI

The Executive Committee is authorized to act with the powers of the Board of Trustees between meetings of the Board. Minutes of Executive Committee meetings are approved or ratified at the next meeting of the Board.

Role of President

The term of the President is for one year. It begins and ends at the Annual Business Meeting. S/he becomes the Immediate Past President at the end of the term. Responsibilities of the President include, but are not limited to:

- Chairs all Board and Executive Committee meetings and approves agendas
- Chairs the Annual Business Meeting and approves its agenda
- Represents the Society at official functions, conferences and industry meetings and acts as the spokesperson for the Society
- Supports development efforts for SCAI
- May establish ad hoc Committees or Task Forces for specific purposes. The mandate of these Committees expires when the term of office of the President is completed, unless renewed by the Board or the incoming president
- Reports at each Board meeting and at the Annual SCAI Business Meeting
- Chairs the Executive Committee
- Reviews and approves all credit card statements and expense reports of the CEO
- Works closely with the CEO in managing the operations of the Society

Role of President-Elect

The term of the President-Elect is for one year. It begins and ends at the Annual Business Meeting. S/he becomes the President at the end of the term. Responsibilities of the President-Elect include, but are not limited to:

- Expected to attend all Board and Executive Committee meetings and act as President in the event the President is unable to fulfill his or her duties
- Serves as a member of the Executive Committee
- Prior to annual meeting, makes all committee appointments and develops charges; may seek the advice of the Chairs and Board of Trustees or others in selecting appropriate committee leaders and members
- Conducts Leadership Orientation for new Board members
- Attends President's Orientation in January prior to the Presidential year
- Performs other duties as required

Role of the Vice President

The term of the Vice President is for one year. It begins and ends at the Annual Business Meeting. S/he becomes the President-Elect at the end of the term. Responsibilities of the Vice President include, but are not limited to:

- Expected to attend all Board and Executive Committee meetings
- Serves as a member of the Executive Committee
- Attends President's Orientation in January prior to the President-elect year
- Performs other duties as required

Role of the Secretary

The term of the Secretary is for one year. It begins and ends at the Annual Business Meeting. S/he becomes the Vice President at the end of the term. Responsibilities of the Secretary include, but are not limited to:

- Expected to attend all Board and Executive Committee meetings
- Serves as a member of the Executive Committee
- Submits minutes of all Board meetings
- Ensures SCAI is organized and functions according to its Articles of Incorporation and Bylaws

Role of Treasurer

The term of the Treasurer is for three years. It begins and ends at the Annual Business Meeting.

- Expected to attend all Board and Executive Committee meetings
- Serves as a member of the Executive Committee
- Makes sure proper archival procedures of SCAI records, policies and procedures are followed
- Serves as ex-officio member of the Finance Committee
- Reviews annual tax statements of the Society
- Presents annual budget and audit to the Board of Trustees
- Reports annually on the financial status of the organization
- Provides second signature for approval of contracts, tax forms and checks over \$25,000

Trustee Liaisons

Trustee responsibilities include supporting the successful implementation of the strategic plan and providing guidance. Alignment of the Councils, Committees and their activities with the strategic plan are imperative for SCAI to achieve its goals. For this reason, each Trustee is assigned the role of liaison to one or more committees.

The Trustee Liaison shall work with the designated councils and committees, but shall not be considered a voting member of the committee unless otherwise appointed. The Trustee Liaison is the committee representative on the Board. In this role, the Trustee Liaison shall move requests for approval of committee activities to and from the Board.

Each Trustee works directly with his/her assigned committee(s) and with the assigned staff liaison to monitor progress toward goals and secure quarterly reports. Reporting forms are provided throughout the year. Trustees report quarterly to the Board via conference call. This conference call schedule will be set in advance. During the face-to-face Board meeting(s), Council and Committee Chairs (or their Trustee Liaisons in their absence) are invited to present items that require discussion.

Councils and Committees are given charges based on the goals of the Strategic Plan. These charges will be presented by the incoming president in advance of the Annual Meeting each year. Charges are provided so each Committee can begin its work during individual meetings at the Annual Meeting. It is anticipated that there will be continuity from year to year, acknowledging that the work of committees is ongoing; the goal of renewing the charges every year is to ensure that the Committees' and Councils' activities and initiatives are aligned with the Strategic Plan and the current direction of the Society. Each Committee will design its plan of work for the year no later than June 31 and share the plan with the Board of Trustees for approval.

There is no standing budget allocation for individual Committees. Chairs are asked to determine the activities they wish to undertake and anticipated resource requirements (with help from the staff liaison) in the Annual Workplan. The Trustee Liaison, in collaboration with the Committee leadership, is responsible for bringing the request to the Board for consideration and approval. He/she will report back to the Committee regarding decisions to approve/deny.

The Staff Liaison is a member of the National Office staff and considered a full and active member of the Committee, without vote. The staff liaison is appointed to facilitate the ongoing work of the group from year-to-year and to assist with goal setting and management of logistics—e.g. assist with carry-over from one year/one Chair to the next, set up conference calls or face-to-face meetings, relay information to and from the group to other areas of Society work, take minutes, assist with budget planning, help determine objectives and activities, identify/supply resources needed for the work, and represent the committee within the National Office as needed regarding status of activities. Staff is expected to facilitate, but not to lead or do the work of the committee. If the Committee or Council chair believes additional staff time/resources are warranted, s/he should contact the CEO.

Council and Committee Responsibilities

The following timeline is important to help Councils and Committees and their respective Trustee Liaison effectively support SCAI's goals:

- Annual Workplan (and accompanying data) are due in June/July. This plan can be formulated during the face-to-face meeting at SCAI Annual Meeting and during subsequent calls
- Reports are due to the Board prior to each Board meeting, when making recommendations or if a vote is required (or quarterly for consent). Due dates and request for the reports are sent out by the national office one month in advance
- Recommendations for replacement of Council and Committee members (those with terms ending at the upcoming annual meeting) are due to the National Office by November prior to that annual meeting. The President-elect shall give these recommendations serious consideration in his/her deliberations
- Any transfers of files and committee information occurs in May at the Annual Scientific Meeting when/if new Chairs are incoming