



Board of Governors Position and Time Commitment

POSITION DESCRIPTION

Board of Governors

The Board of Governors establishes the strategic direction of the College of American Pathologists (CAP). The Board also appoints and oversees the Chief Executive Officer (CEO) and exercises certain fiduciary responsibilities. In performing its duties, the Board is guided by law and the CAP mission, vision, bylaws, and articles of incorporation.

Board Member

A board member participates in the governance of the CAP. Board members (officers, governors, and ex-officio members) exercise their authority in accordance with the CAP bylaws during properly constituted meetings of the Board of Governors and the Executive Committee. No individual board member has the authority to act on behalf of the Board, without the explicit approval of the Board.

Responsibilities of the Board

1. Determine mission and purpose of the CAP
 - Ensure the mission drives the priorities of the CAP
2. Select the CEO
 - Hire the CEO
 - Ensure succession planning
3. Support and evaluate the chief executive officer
 - Establish and approve the evaluation criteria through which the CEO's performance is monitored and managed
 - Review and approve CEO compensation
4. Ensure effective planning
 - Review, recommend, and approve CAP strategic goals and financial objectives
5. Monitor and strengthen programs and services
 - Review results achieved by the CEO (*and professional staff through the CEO*) in keeping with CAP's organizational mission and strategic goals/objectives
 - Approve and support corporate policies and procedures
6. Ensure adequate financial resources
 - Review and approve annual CAP budgets
7. Protect assets and provide financial oversight
 - Review financial statements
 - Approve the appointment of an independent auditor
8. Build a competent board (**Indicates responsibilities of individual board members*)



- Act and make decisions that are in the best interest of the organization as a whole and not based on any special group, interest, or individual*
- Attend all board meetings and other meetings as assigned*
- Read all agenda materials in advance of the meeting, and request clarification or additional information, when needed, prior to the meeting*
- Publicly support all Board decisions*
- Identify issues that may support or undermine governance effectiveness*
- Distinguish between governance responsibilities and management assignments, so as to avoid interfering in CAP operations*
- Participate in Board orientation and ongoing governance education/training including Board self-appraisals*
- Identify and encourage possible candidates for Board positions who can make significant contributions to the work of the Board and the organization, and who possess the desired characteristics described in the Board Qualities Matrix*
- Board members, in their role as a liaison to others in the CAP, may share general comments/broad sentiments of the Board, however, discussions and deliberations must be kept confidential to the extent that the information:
 - is proprietary, or could disclose our strategic direction to competitors
 - is personal, or ties any individual to any aspect of the deliberations whether favorable or unfavorable
 - could be harmful to the organization if disclosed
 - is subject to the attorney-client privilege*

9. Enhance the organization's public standing

10. Ensure legal and ethical integrity

- Assure compliance with all relevant federal, state, and regulatory requirements
- Approve the appointment of legal counsel
- Participate in governance affairs according to CAP's mission, vision, values, and strategic goals
- Support and adhere to the CAP constitution, bylaws, policies, and procedures, including CAP's Code of Ethics, PRIDE principles, harassment policies and conflicts of interest*
- Fulfill the duties of care, loyalty, and obedience described below*

Duty of Care: COMPETENCE

Exercise appropriate diligence in good faith to become informed in making decisions and overseeing the performance of the CEO through the following actions:

- *Attend and actively participate in meetings**
- *Ask questions that stimulate high level thinking and problem solving**
- *Assure that adequate training and information is provided to support informed decisions**
- *Address, in a timely manner, any real or potential conflicts of interest that may undermine the quality and integrity of decisions**



Duty of Loyalty: FAITHFULNESS

Act in the best interests of the organization, and not in the interests of oneself, another individual, another body in the CAP, or another organization, through the following actions:

- *Disclose all potential personal and professional conflicts of interest**
- *Reveal any relevant business or personal relationships**
- *Place the interests of the organization above self-interest **
- *Support majority board decisions at all times**

Duty of Obedience: LEGAL

Follow all laws and support the CAP mission, constitution and bylaws through the following actions:

- *Remain within the legal authority of the board**
- *Assure that the organization is compliant with all relevant laws, regulations, and statutes**

MINIMUM TIME COMMITMENT FOR BOARD MEMBERS

One of the questions most frequently asked by candidates considering becoming a member of the CAP Board of Governors is about the time commitment involved.

The **estimates below are minimum requirements** and are meant to help potential Board member candidates judge the possible impact on their schedules of serving as a board member. Actual time requirements may vary significantly depending on personal style, circumstances, and issues facing the board. Please note that these estimates are for the Governor and ex-officio Board positions; **a substantially greater time commitment is required by the CAP officers and those Board members who serve as council chairs.**

Travel Requirements

In addition to their commitments to the Board of Governors, most Board members serve on 1-2 CAP councils plus 1-2 committees of the Board. The actual number of additional appointments depends on the needs of the organization and on individual Board members availability and willingness to serve.

Following is an estimate of travel days required for each type of meeting. Most meetings are held over the weekend. **These estimates do not include travel time, which will vary considerably depending on the candidate's home and the meeting location. Travel time can add 1-2 days to each event below. Depending on your home airport, this time varies.**

Description	How Often	Days Required	Weekends*
Board of Governors Meetings	4 times per year	3 days, typically Friday-Sunday (12 days)	4
Board Retreats	1 per year	1 day, typically attached to a Board meeting	0



Description	How Often	Days Required	Weekends*
Council Meetings	4 times per year per council appointment	2 days (8 days)	4
Committee Meetings (for committees of the Board)	2-4 times per year per committee	Typically 1-2 days (8 days)	4
CAP Annual Meeting	1 per year	4-5 days, (Saturday-Tuesday) (5 days)	1
Pathology Leadership Summit (<i>encouraged, but not required</i>)	1 per year	4 days (4 days)	1

Total: 38 days/year, 15 weekends minimum, plus travel time which is variable per Board member.

***Former Board members reported they had spent up to 22 weekends/year on CAP business.**

Additional Commitments

In addition to travel time, Board members devote a significant amount of time between meetings on preparation and other CAP business. The following chart is an estimate of the non-traveling time commitment required of most Board members.

Description	How Often	Time Required
Board Conference Calls	Monthly, usually scheduled in months when the Board does not meet in person	1 hour (8 hours)
Council/Committee Chair Calls	Quarterly	1 hour (4 hours)
Reviewing Board Meeting Agenda Books and Minutes	Quarterly	2-3 hours (12 hours)
Policy Review & email Ballots	Quarterly	2-3 hours (12 hours)
CEO Performance Review	Annually	3-4 hours (4 hours)
Council/Committee preparation and other business	Monthly	2-3 hours per council/committee (some Board members may serve on more than one Council) (Varies from 24 to 72 hours) Refer to Appendix 1 on more specifics on council chair responsibilities. Time commitment can vary substantially.



Description	How Often	Time Required
Other duties as assigned by the President, eg state pathology society meetings	Infrequent	Varies

Total: Approximately 5 days minimum.

Grand total: 42 days, 15 weekends minimum.

Please note travel and weekends information above.

Council Chair Commitments

Please ensure that if you agree to run for a position on the Board of Governors you are willing and able to fulfill the above time commitment.

The CAP reimburses Board members for travel expenses plus up to \$750 per appointment year for justified non-capital, out-of-pocket expenses incurred because of carrying out the responsibilities of their office. Should member choose to receive this benefit, they will be responsible for any associated taxes.