



Election and Term of Office:

- The Secretary-Treasurer of the Academy is elected by the voting members and is one of the Officers of the Academy. The Secretary-Treasurer of the Academy also serves as the Secretary-Treasurer of the Foundation.
- The Secretary-Treasurer shall serve one term of three (3) years, or until his or her successor is elected or shall qualify. The Secretary-Treasurer is not eligible for re-election to a consecutive term.

Role/Authority (as specified in the bylaws of the organization):

- Participate as a voting member of the Board of Directors and the Executive Committee as defined in the bylaws and in accordance with the indemnification of its directors and officers (Sections 4.01 and 11.04).
- The Secretary-Treasurer shall verify that an official record of the proceedings of all meetings of the membership, the Board of Directors, and the Executive Committee, and shall report the same to the next succeeding meeting of the Board of Directors. The Secretary-Treasurer shall carry out such duties and shall sign and attest such instruments in the name of the Academy and shall affix the corporate seal of the Academy, as appropriate, to such instruments as he or she is authorized to do so by the Board of Directors. When appropriate, the Secretary-Treasurer shall instruct the EVP/CEO and/or the COO to affix the seal as authorized by the Board of Directors in his or her stead. The Secretary-Treasurer shall also oversee the administration of the general funds, securities, properties, and assets of the Academy. The Secretary-Treasurer shall see that accurate books of account are maintained, accurately reflecting all monies, funds, securities, properties, and assets which are the property of the Academy. Said books shall show at all times the amount of all property belonging to the Academy and the amount of disbursements made and the disposition of property. The Secretary-Treasurer shall assure that a summary of the proposed annual budget for the Academy and for the American Academy of Otolaryngology—Head and Neck Surgery Foundation, Inc., a District of Columbia non-profit corporation, and the date they will be considered by the Academy and the Foundation Boards of Directors shall be published in an appropriate Academy publication and that a copy shall be made available reasonably in advance of their adoption to any member requesting them in writing. The Secretary-Treasurer shall provide the members an annual financial report in such form and medium as the Board of Directors determines appropriate.
- The newly elected Secretary-Treasurer shall have the title of “Secretary-Treasurer Elect” and shall automatically succeed to the office of Secretary-Treasurer upon the close of the incumbent Secretary-Treasurer’s term of office, or prior thereto if for any reason the incumbent Secretary-Treasurer is unable to fulfill his or her term of office. The Secretary-Treasurer Elect shall attend the Board of Directors and Executive Committee meetings, without vote, immediately after the annual business meeting or Board of Directors meeting at which he or she is elected and throughout the year to allow for an orderly transition of responsibilities.
- Participate, as assigned by the President, on standing, special, or ad hoc committees of the organization.

- The Secretary-Treasurer shall serve on the Audit Committee as an ex-officio member with vote.

Specific Duties of the Position:

- Responsible for overseeing the administration of the general funds, securities, properties, and assets of the Academy and the Foundation
- Ensure accurate books of account are maintained
- Understand the relationship between the Academy, Foundation, and ENTRI including their investment policies, fiscal policies, and bylaws
- Attend meetings of the Audit Committee, the Finance Investment Subcommittees (FISC) of the Executive Committee, the Executive Committee (EC), and the Boards of Directors
- As Chair of FISC, present reports to the Boards of Directors and EC including the Budget, Financial Statements, and Investment Portfolio. Evaluate and educate the Boards of Directors about the fiscal implications of actions taken. Advise the Boards on audit issues, investment and fiscal policy matters
- Work closely with key AAO-HNS/F staff in the development of the budget. Work with the Senior Director, Financial Operations and staff to develop budget timeline and schedule for FISC meetings. Provide guidance to staff about specific budget issues and presentation of budget materials. Help staff determine which issues should be discussed with FISC and EC
- Educate the FISC, EC and BOD on budget related issues
- Present a report at the Academy Annual Business Meeting
- Educate the membership about AAO-HNS financial matters through a monthly column in the *Bulletin* (optional)
- Serve as Board of Directors liaison to selected committees

Responsibilities of All Members of the Board:

- Regularly prepare for and attend a minimum of three (2) in-person meetings per year of the Boards of Directors, as follows:
 - 1-day meeting held the Saturday prior to Annual Meeting
 - 3 day Board of Directors meeting and Strategic Planning meeting held the second weekend of March(typically Friday through Sunday)
- Participate on conference calls or other meetings as required.
- Carefully review Board and financial reports and follow up on irregularities; request legal counsel or other expert advice.
- Review, be familiar with, and adhere to the organization's mission statement, strategic plan, bylaws, board policies and other important documents of the organization.
- Protect confidentiality of discussions, particularly when documents are provided under client-attorney privilege or discussions occurring during an Executive Session of the Board.
- Adhere to the organization's Financial and Intellectual Relationship Disclosure Policy by completing and updating a written disclosure 30 days prior to each Board meeting, to include relevant financial relationships with commercial interests and other relationships that could cause private interests to conflict with professional interests, such as, but not limited to leadership roles with another association, society, journal, or certification body (e.g., ABOto).

The submitted statements will become an appendix to each of the Board Agenda books making them a ready reference during the meeting for all attendees. Furthermore, it is the responsibility of each Board member to declare any relevant conflicts openly during discussion at the Board meeting and prior to vote on any agenda item for which the member has a real and or potential conflict of interest or financial relationship.

- Be aware of and adhere to the organization's policy of strict compliance with federal and state antitrust laws.
- Complete an annual Board self-assessment.
- Be reimbursed for travel expenses in accordance with the Academy's policies and provided that the Board member satisfies the requirements for participating in the meeting.

General Expectations:

- Understand and accepts the fiduciary responsibilities of a Board member.
- Actively participate in deliberations and exercise care in decision-making.
- Meet scheduled deadlines.
- Have an email address and web access to obtain necessary Board documents and participate in online community forums.
- Promote the organization's image by generally staying informed and representing the Academy to others.
- Recruit and orient future members and leaders.
- Maintain status as a member in good standing and adhere to the Academy's Code of Ethics.
- Treat other Board or committee members and staff with respect and courtesy.