



## **Trustee Position Description**

*Last approved by the BOT 12/01/2023*

### **Mission**

The mission of the American College of Cardiology is to transform cardiovascular care and improve heart health for all.

### **Vision**

A world where science, innovation, and knowledge optimize cardiovascular care and outcomes.

### **Application**

This position description applies to all Trustees and is provided before they are appointed to the Board.

### **Qualifications**

Trustees should be passionate about the mission of the College and able to strengthen and advance the organization because of their expertise. The Trustee position requires diverse individuals to enhance the best strategic decisions for the organization. Board members should have either financial, technical, entrepreneurial, marketing, social service, an in-depth familiarity with member needs, expertise in the current services provided, educational or legal expertise to best advance the mission and current strategic plan of the organization. Members should be those with a track history of making the best strategic decisions for the organization and not for their own area of expertise. They should hold no conflicts of interest that could bias their decision making and be individuals of high integrity. Trustees should possess and exhibit the following qualifications:

- Be informed available and energized.
- Be highly respected, influential, highly educated in their area of expertise and visionary but also flexible to other ideas that best serve the organization.
- Have a proven track record in their area of expertise and able to fill a current gap to serve the needs of the organization.
- Specific qualifications as deemed important for Board function. This will likely vary from year to year.

### **Position Description**

As a member of the Board, and in contributing to the collective success of the Board, the individual Trustee is expected to:

- **Fiduciary Duties:** Fulfill the duty of care, duty of loyalty, and the duty of obedience. All Trustees shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experiences. Trustees with

unique skills and knowledge are expected to apply that skill and knowledge to all Board matters.

- **Confidentiality:** Keep Board and ACC proprietary information and discussions confidential unless otherwise directed by the Board.
- **Accountability:** Fiduciary duties are to the organization. The Trustee is not individually accountable to any special group or interest and shall act and make decisions in the best interests of the College, both as an individual and collectively as part of the Board.
- **Knowledge:** Be knowledgeable about:
  - The ACC's mission and vision
  - The College's Strategic Plan
  - The Board's governance structure, processes, and leadership expectations
  - The duties and requirements of a Trustee
  - The Board's governance role and responsibilities

### **Board Culture**

Each Trustee shall develop and maintain relationships within the Board in a collaborative manner. The Board culture shall be strategic, collaborative, and transparent. Respect and collegiality shall be practiced by the Board chair, Board Members and ACC staff. Each Trustee will participate in a Board orientation program and maintain awareness regarding the ACC's current offerings and strategic areas of focus.

### **Leadership Competencies**

Each Trustee shall have, develop and/or strengthen his or her unique skill set/s around the ACC's Leadership Competencies, which include:

- Exhibits influential leadership
- Demonstrates business-focused proficiency
- Demonstrates strategic leadership
- Anticipates and leads change
- Maintains organizational awareness and stewardship

### **Continuous Improvement**

Each Trustee shall strive for continuous self-improvement by participating in both Board and individual competency- based assessments.

### **College Community Ambassador**

Each Trustee shall represent the Board when asked to do so by the Board Chair. Board members shall support the College through attendance at College-sponsored events.

### **Time and Commitment**

Each Trustee is expected to commit approximately 12 - 13 percent of the year's professional

time to perform Board duties. Each Trustee is expected to commit the time required to perform Board duties and responsibilities as set forth in this position description.

### **Attendance Policy**

As a Board member, each Trustee is expected to adhere to the Board's attendance policy as set forth in Article V, Section 5 of the Bylaws. Any member of the Board who fails to attend two consecutive regular meetings without valid written excuse shall be automatically dropped from the Board of Trustees.

In addition, the Trustee must attend Annual Meeting and is highly encouraged to attend at least one of the following meetings each year while serving on the BOT: Legislative Conference, Quality Summit, MedAxiom Transforum, or Chapter meetings (local or different state). The College will pay for the Trustee's registration and travel to the events outlined above, which will be coordinated through the Board and Governance Affairs Office.

### **Term and Renewal**

The Trustee is elected for a non-renewable four-year term, and such term shall count towards the Trustee term limit set forth in Article V, Section 3 of the Bylaws.

### **Succession Planning**

Should a Trustee not be able to serve the entirety of his/her term, the alternate identified by the Nominating Committee from the previous nominating cycle, will step in and serve the duration of the vacating member's term.

### **Duties and Responsibilities**

- Contribute to governance best practices of the Board by understanding and implementing the Governance Principles approved by the Board.
- Participate in annual Board assessments, and self-assessment processes aligned with the related competencies.
- Create and regularly review the College's mission statement.
- Set organizational goals, policy, and strategic plan.
- Provide fiscal oversight and budget approval.
- Ensure adequate resources to fulfill the mission of the College.
- Ensure compliance with legal and financial reporting requirement and adherence to the organization's Bylaws.
- Determine, monitor, and strengthen College programs and ensure they are consistent with the mission.
- Select volunteer leaders that endure diversity and represent a cross-section of the organization.
- Mentor and identify new College leaders.
- Select and regularly evaluate the College's Chief Executive Officer ("CEO").
- Ensure ethical integrity and set a standard of accountability for all College member leaders and staff.
- Strengthen the current Board membership through self-assessment, recruitment, and training.
- Enhance the organization's image for its membership and public standing.

- Attend six BOT meetings per year.
- Read materials in advance of each Board meeting and arriving prepared for general discussion.
- Discuss any item/s that may need to be added to the proposed Board agenda with the Board chair.
- Offer his/her unique expertise to Board discussions.
- Respect and welcome diverse views of the other Board members.
- Voice differing opinions in a respectful manner.
- Support the decision of the Board, even if there is individual dissent.
- Respect the role of the Board chair.
- Respect the role and responsibilities of all committees and governing bodies throughout the College.
- Be a member in good standing with the College (e.g., member dues are paid to date).

### **Compensation and Reimbursement**

Each Trustee is provided compensation during their tenure on the Board. Any amount paid directly to the Trustee is considered taxable. Compensation and travel reimbursement policies related to the Board of Trustees have been established by the Compensation Committee, and subsequently approved by the Board.