

Board of Director and Executive Committee Member Competencies

Competencies are the combination of knowledge, skills, experience, personal characteristics, and social behaviors needed to effectively perform in these positions.

Board members are the fiduciaries who steer the association towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the Association has adequate resources to advance its mission.

One key responsibility for the board is to hire and set the compensation for a talented CEO/executive director to run the day-to-day management activities of the organization. Once hired, the board then routinely sets CEO performance goals and routinely assesses CEO performance.

Board members provide foresight, oversight, and insight while the CEO, in conjunction with the Association senior leaders, steer the Association staff by managing day-to-day operations.

Just as for any corporation, the board of directors has three primary legal duties known as the “duty of care,” the “duty of loyalty,” and the “duty of obedience.”

1. Duty of Care: Take care of the nonprofit/not-for-profit by ensuring prudent use of all assets, including facility, people, and good will.
2. Duty of Loyalty: Ensure that the nonprofit's/not-for-profit's activities and transactions are, first and foremost, advancing its mission; recognize and disclose conflicts of interest; make decisions that are in the best interest of the nonprofit/not-for-profit and its collective members.
3. Duty of Obedience: Ensure that the Association obeys applicable laws and regulations; follows its own bylaws; and adheres to its stated Association purposes/mission.

To support the Mission, Vision and Values of the organization, we commit to maintenance of an Association Board with the following collective competencies:

- 1) Diversity of experience, age, gender, ethnic origin and geographic location.
- 2) Diversity of health care industry expertise (e.g. Academic, For-Profit, Payers, Health Policy, Population Health, Patient Safety, Group Practice, Hospital Delivery Systems, Military, Consulting, Entrepreneurial, Physician Search, and Professional Societies/Organizations).
- 3) Expertise with governance of non-profit organization Boards.
- 4) Expertise with higher education and adult learning.
- 5) Expertise with strategic planning and related processes.

- 6) Expertise with financial management in the non-profit sector.
- 7) Expertise with legal issues for the non-profit sector.
- 8) Expertise with risk management for non-profit organizations.
- 9) Expertise with marketing and public relations.
- 10) Expertise with information technology and educational media production.

Our individual Board Directors must offer these competencies:

- 1) A demonstrated commitment to the Association's Mission, Vision and Values; as well as to all Association members and the customers or consumers it serves.
- 2) A physician leader who manifests and routinely demonstrates the core leadership competencies for health care leaders as promulgated by the Association.
- 3) A career history and personal reputation that enhances the image and brand of the Association.
- 4) The ability to align personal and organizational conduct with ethical and professional standards; including a deep responsibility to membership, a strong service orientation and a commitment to lifelong learning and improvement.
- 5) Has recognizable levels of personal integrity and objectivity, including transparency of any potential conflicts of interest that would prevent carrying out his/her the Association Board responsibilities.
- 6) Provides a mature understanding of the domestic health care system and the environment in which health care leaders, managers and providers function. This preferably includes at least some general awareness for issues within international health care environments.
- 7) A demonstrated willingness to devote the time necessary to governance, in addition to activities of the organization including attendance at conferences and the annual meeting.
- 8) Respects the integrity of the Association's governance process while keeping the Association's Vision/Mission foremost and is able to articulate it as a basis for Board actions.
- 9) A demonstrated ability to exercise leadership, teamwork/consensus building, systems thinking and sound judgment on difficult and complex matters.
- 10) Is accepting of deliberative processes where consensus is more important than individual positions and is then readily able to articulate the consensus opinion unbiasedly.
- 11) Has the ability to apply contemporary organizational business principles, including systems thinking and an awareness of human factors engineering.
- 12) Importantly, has the ability to be readily available to the Association's membership.

Our Executive Committee members are the leaders of the Board, and as individuals we seek those with these additional special skills and competencies:

- 1) Possesses the ability to inspire individual and organizational excellence, create and attain a shared vision and successfully manage change in order to attain the organization's strategic goals and ongoing successful performance.
- 2) Has a track record as an Association Board member of being an engaged, available, unifying figure, accepting of other's input, approachable and not polarizing at Board, management and membership levels.
- 3) Possesses the ability to communicate clearly and concisely with internal and external customers, establish and maintain relationships, be an effective liaison and facilitate constructive interactions with all types of individuals and groups; including the Board, its Committees and the organization's President/CEO.
- 4) Has the ability to diplomatically ensure accountability within the Board overall and with specific individuals as required.
- 5) Has a comprehensive understanding and an appreciation for the organization's history and its context within global health care.

As an AAPL Board member, there are basic expectations regarding behaviors and interactions with fellow Board Members (including the CEO) and AAPL Staff Members. These expectations include:

- 1) Mutual trust, mutual respect and a thorough openness of transparent communications are essential for successful Board interactions between each of the Board members and with Association staff.
- 2) The primary focus of the Board is the Association's strategic direction and governance oversight. The day-to-day operational management of the Association's initiatives and Association staff is the province of the Association CEO.
- 3) The primary mode of communication between Board members and Association staff is through the CEO since a plan of action should be approved proactively, or in real-time, by the CEO.
- 4) Board members should only directly approach Association staff following a conversation or written communication with the CEO. Examples include communications regarding existing Association initiatives, a desire to implement any new initiatives, or information requests of any type (data; background information; etc.). Once a direct communication plan is agreed upon by the Board Member and the CEO, the Board Member should include the CEO on all communications with AAPL Staff members – this will ensure the CEO is able to accurately steer and manage the involved AAPL Staff member(s).
- 5) If Board members are approached by Association staff regarding existing or proposed initiatives, Board members should first clarify (preferably with the AAPL staff person) whether the CEO is aware of the intent of the staff communication (and, when required, seek further clarification where needed).
- 6) Board member concerns regarding Association staff (e.g. behaviors; performance; etc.) should be directed to the Association CEO so that existing/formal organizational policies and procedures can be followed.

- 7) Board member concerns about the Association CEO, or any Senior Association staff, will be promptly discussed with the Board Chair. If an Association staff person notifies a Board member of their concerns about the CEO or a Senior Staff Member, the Board member will promptly notify the Board Chair. The Board Chair will promptly notify the CEO of the concern(s) so that existing/formal organizational policies and procedures can be followed.