



Board of Governors Position Description

BOARD OF GOVERNORS

The Board of Governors establishes the strategic direction of the College of American Pathologists. The Board also appoints and oversees the Chief Executive Officer 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 College of American Pathologists. 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 of 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 College
 - Ensure the mission drives the priorities of the College
2. Select the Chief Executive Officer
 - 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 College, 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 as a whole, and not in the interests of oneself, another individual, another body in the College, 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**