

HFES Executive Council

Responsibilities and Description



HFES
Systems That Work for **Humans**

All HFES elected positions are non-paid volunteer positions. Those elected must be able to attend two in-person meetings of the Executive Council annually and participate on periodic teleconferences. Officers and at-large Executive Council members must abide by the HFES **Code of Ethics**.

Officers and Executive Council members at-large are reimbursed for travel and lodging related to their participation at the in-person meetings.

Executive Council Member Job Description

- Attend all Executive Council meetings.
- Adhere to the Society's program's mission, bylaws, and operating rules.
- Assist the Executive Council in carrying out its fiduciary responsibilities.
- Ensure legal and ethical integrity and maintain accountability.
- Ensure effective organizational planning. Actively participate in annual planning process and assist in implementing and monitoring the plan's goals.
- Inform others about the benefits of membership in HFES.
- Review agenda and supporting materials prior to Executive Council meetings.

President-Elect

- Member of Executive Council, acts as understudy to the president in preparation for assuming the duties of the presidency (Bylaws, Article II, Section 2)
- Member of Executive Committee (Bylaws, Article II, Section 6)
- Chair Policy and Planning Committee (Bylaws, Article II, Section 2) (OR 18.1)
- Appoints one member to Policy and Planning Committee; that member serves three-year term (OR 18.1)
- Member of Finance and Budget Committee (OR 5.2.6)
- Chairs Strategic Planning Day at mid-year meeting
- Recruits and nominates chairs of committees for presidential year
- Chairs Executive Council meetings in the absence of the president
- Reports on plans for the coming year at the Annual Business Meeting of the Society during the HFES Annual Meeting
- Serves on the Nominations and Elections Committee (OR 5.2.10; OR 10.5)
- Serves on Arnold M. Small President's Distinguished Service Award Committee (OR 12.3.2)

Secretary-Treasurer-Elect

Understudy to the Secretary-Treasurer (Bylaws, Article II, Section 2)

- Chairs the Nominations and Elections Committee (OR 10.5)
- Serve on the Finance and Budget Committee (OR 5.2.6)
- Delivers a financial presentation at the Annual Business Meeting (during the HFES Annual Meeting)

General duties of Executive Council

- Attends at least two meetings of the Executive Council each year; one in the spring and one in conjunction with the HFES Annual Meeting. Other meetings may be scheduled at the discretion of the President.
- Governs the affairs of the Society (Bylaws, Article II, Section 2)
- Establishes general policy for Society publications and a specific editorial policy for each publication; appoints a chair of the Publications Committee to oversee all Society publications and an editor for each publication; regulates and monitors Society publications (Bylaws, Article II, Section 2)
- May be elected to Finance and Budget Committee or Executive Committee.
- Provides advice and consent to the president on the formation of committees, task forces, ad hoc groups, and their chairs.

Legal Responsibilities:

Under well-established principles of nonprofit corporation law, an Executive Council member must meet certain standards of conduct and attention in carrying out their responsibilities to the organization. These standards are usually described as the duty of care, the duty of loyalty and the duty of obedience.

- **Duty of Care** - The duty of care describes the level of competence that is expected of an Executive Council member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.
- **Duty of Loyalty** - The duty of loyalty is a standard of faithfulness; an Executive Council member must give undivided allegiance when making decisions affecting the organization. This means that an Executive Councilmember can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

- **Duty of Obedience** - The duty of obedience requires Executive Council members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

Protection from Personal Liability:

Although there are multiple types of potential liability for a non-profit corporation, members of its governing body are generally protected from individual liability by abiding by the three duties above; however, individual officers and directors can be held personally liable for actions of the non-profit corporation on whose board they sit. Thus, in order to provide Executive Council members with peace of mind, and to minimize risk, HFES carries Director and Officers (D&O) insurance, and educates Executive Council members regarding areas of potential liability.

Members of a non-profit board or council may be liable if they personally cause injury to someone; personally guarantees an organization bank loan or business debt; fails to ensure that the non-profit pays taxes due or files tax returns; does something intentionally fraudulent or illegal that causes injury or harm; or combines their personal funds with organizational funds.

Executive Council members have responsibilities and potential liabilities. Proper education upon the specifics of such duties and responsibilities will provide peace of mind, reduce risk to the non-profit brand, and lower the risk of organizational and personal liability.

Please direct any questions concerning service to HFES to Executive Director Steven Kemp at skemp@hfes.org.