

Position Description for:

AAO-HNS/F Chair of Ethics Committee

Election and Term of Office:

- The Ethics Chair will serve one four-year term with a possible two-year extension at the discretion of the Executive Committee. (Bylaws Section 6.05) Prior to assuming the role of Chair, will serve one year as Chair-elect.

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

- The Chair serves as an ex-officio non-voting member of the Board of Directors. (Bylaws Section 6.05)
- The Ethics Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to (1) development and enforcement of the Code for Interactions with Companies and the Code of Ethics; (2) the management of potential conflicts of interest; (3) the oversight of policy recommendations regarding ethical issues to the Board of Directors for its action; and (4) upholding the procedural guidelines for the AAO-HNS disciplinary proceedings. (Bylaws Section 6.05)

Specific Duties of the Position:

- Serve as a non-voting ex-officio to the Nominating Committee to ensure candidates have no apparent conflicts of interests that would prevent them from serving.
- Serve as primary contact for Academy and Foundation inquiries relating to the committee's area of interest.
- Review and advise on ethical policies/issues/complaints as assigned by Academy leadership.
- Review and raise any possible conflicts of interest during AAO-HNS/F Boards of Directors meetings.
- Submit written informational or discussion reports to the Board, as needed, to summarize activities or raise a new issue for consideration.
- Attend all in-person meetings of the committee; represent the committee during other meetings as required.
- Review and provide feedback on committee meeting agenda materials and minutes of the committee.
- Review the committee charge with members at the start of each meeting. Submit recommended changes to the appropriate Board of Directors.
- Serve as a consultant to the Ethics Committee for one year, following completion of term as Ethics Committee Chair.

Responsibilities of All Members of the Board:

- Attend all regularly scheduled Boards of Directors Meetings. (reading materials in advance of the meeting approximately 4-6 hours prep time).
- 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 Annual Meeting 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. ABOHNS). 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 accept 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.