



Board of Directors' Position Descriptions

President-Elect (President and Immediate Past President)

Secretary-Treasurer Elect (Secretary-Treasurer)

Member of the Board of Directors, At Large

Position: President-Elect

Term: Three Years (including President and Immediate Past President positions)

Eligibility Criteria for President-Elect:

- Active member in good standing consecutively for the past five years and recognized as a leader in the field of endocrinology.
- Candidates should have demonstrated leadership skills and familiarity with Society priorities.
- Candidates must possess the following board-approved competencies that will support their responsibilities: organizational knowledge and stewardship; strategic thinking and leadership; communication; and collaboration.

Major Responsibilities of the President-Elect: To embrace the Society's mission, vision, and Strategic Plan and provide leadership in their effective implementation and ongoing assessment; to serve as spokesperson, ambassador, and representative of the Endocrine Society as follows:

- Serve as a member on the following committees: Board of Directors, Executive Committee, Performance and Compensation Steering Committee, and ex-officio (non-voting) member of the Finance & Audit and Publications Committees.
- Appoint committee members for vacancies occurring in his/her year as President-Elect.
- Contribute to the Society's achievement of its Strategic Plan (SP) by participating in an annual discussion on SP priorities, ensuring the Board consistently conducts environmental scanning and looks for trends and potential opportunities.
- Play a role as consensus builder on internal and external issues facing members and the Society.
- Work closely with the Chief Executive Officer and the Executive Committee to ensure the effective operation of the governance-staff partnership.

Expected Time Commitment: The President-Elect position will require approximately 27-28 days of physical presence at meetings.

The President-Elect is expected to participate in the following meetings/conference calls during his/her term as follows:

- All in-person meetings of the Board of Directors (3), as well as any specially called meetings or conference calls as appropriate.
- Conference calls with staff, bi-weekly or as frequent as needed.
- Committee appointments conference calls, totaling approximately one day.
- Executive Committee meetings (as needed), conference calls, and one in-person Performance and Compensation Committee meeting.

- Endocrine Society Annual Meeting, ENDO.
- Finance & Audit Committee meetings (3 per year) and quarterly conference calls.
- Publications Committee meetings and conference calls as appropriate.
- Capitol Hill visits (approximately 2 per year) and other meetings with key policy makers as needed (if possible, not mandatory).

Additional requirements for Presidential Officers:

Additional restrictions apply to Presidential Officers to ensure a clear separation between their roles as Society officers and their scientific/medical expertise, as follows:

1) Invited medical/scientific presentations, public speaking engagements, and press interviews:

During the three years as a Presidential Officer, he/she should provide complete disclosure at the beginning of each presentation to separate his/her role as Society officer from his/her scientific/medical expertise. For example, the disclosure could include a statement as follows: The following presentation represents my research/medical opinion and does not represent the views of the Endocrine Society in my role as President (or President-Elect or Immediate Past President as appropriate). If applicable the disclosure statement should include his/her current grant funding, membership on Advisory Boards, and relationships with Pharma. The content of the Presidential Officer's talk also should reflect the Officer's own work and expertise; however, presentations made in both US and international venues should abide by ACCME rules, and industry prepared slides (with or without a Pharma identification logo) should not be included in the presentations. Finally, in response to questions from the audience he/she also should clearly separate their role as Society Officer from their scientific/medical expertise.

2) Honoraria from commercial organizations including biomedical companies including Pharma:

During the three years corresponding to their position as a Society presidential officer, honoraria should not be accepted from commercial organizations.

3) Presidential Officers who have relevant financial relationships with biomedical companies including Pharma (as described in ES disclosures statements) should anticipate that the ES leadership will work with the officer to develop a formal plan to address any apparent conflict of interest. For this reason, all nominees interested in being considered for the President-Elect position will be asked to submit their updated conflict of interest statement at the time they submit their nomination packet.

Position: President

Term: Three Years (including President-Elect and Immediate Past President positions)

Major Responsibilities of the President: To embrace the Society's mission, vision, and Strategic Plan and provide leadership in their effective implementation and ongoing assessment; to preside over the Board of Directors and to provide leadership and consensus building; to serve as spokesperson, ambassador, and representative of the Endocrine Society.

- Serve on the following committees: Chair of the Board of Directors and the Executive Committee, member of the Performance and Compensation Steering Committee, and an ex-officio member of the Finance & Audit and Publications Committees.
- Carry out all responsibilities set forth in the Society Bylaws.
- Contribute to the Society's achievement of its Strategic Plan (SP) by leading an annual discussion on SP priorities, ensuring the Board consistently conducts environmental scanning and looks for trends and potential opportunities.
- Play a lead role as consensus builder on internal and external issues facing members and the Society.
- Work closely with the Chief Executive Officer and the Executive Committee to ensure the effective operation of the governance-staff partnership.

Expected Time Commitment: The President position will require approximately -27-28 days of physical presence at meetings.

The President is expected to participate in the following meetings/conference calls during his/her term:

- All in-person meetings of the Board of Directors (3), as well as any specially called meetings or conference calls as appropriate
- Conference calls with staff, bi-weekly or as frequent as needed.
- Executive Committee meetings (as needed), conference calls, and one in-person Performance and Compensation Committee meeting.
- Endocrine Society Annual Meeting, ENDO.
- Annual Meeting Steering Committee meeting to contribute ideas in the planning of the ENDO meeting for his/her presidential year
- Finance & Audit Committee meetings (3 per year) and quarterly conference calls.
- Publications Committee meetings and conference calls as appropriate.

- Capitol Hill visits (approximately 2 per year) and other meetings with key policy makers as needed (ideal, but not mandatory).
- Represent the Society in international meetings if schedule permits.

Additional requirements for Presidential Officers:

Additional restrictions apply to Presidential Officers to ensure a clear separation between their roles as Society officers and their scientific/medical expertise.

1) Invited medical/scientific presentations, public speaking engagements, and press interviews:

During the three years as a Presidential Officer, he/she should provide complete disclosure at the beginning of each presentation to separate his/her role as Society officer from his/her scientific/medical expertise. For example, the disclosure could include a statement as follows: The following presentation represents my research/medical opinion and does not represent the views of the Endocrine Society in my role as President (or President-Elect or Immediate Past President as appropriate). If applicable the disclosure statement should include his/her current grant funding, membership on Advisory Boards, and relationships with Pharma. The content of the Presidential Officer's talk also should reflect the Officer's own work and expertise; however, presentations made in both US and international venues should abide by ACCME rules, and industry prepared slides (with or without a Pharma identification logo) should not be included in the presentations. Finally, in response to questions from the audience he/she also should clearly separate their role as Society Officer from their scientific/medical expertise.

2) Honoraria from commercial organizations including biomedical companies including Pharma:

During the three years corresponding to their position as a Society presidential officer, honoraria should not be accepted from commercial organizations.

3) Presidential Officers who have relevant financial relationships with biomedical companies including Pharma (as described in ES disclosures statements) should anticipate that the ES leadership will work with the officer to develop a formal plan to address any apparent conflict of interest. For this reason, all nominees interested in being considered for the President-Elect position will be asked to submit their updated conflict of interest statement at the time they submit their nomination packet.

Position: Immediate Past President

Term: Three Years (including President-Elect and President positions)

Major Responsibilities of the Immediate Past President: To embrace the Society's mission, vision, and Strategic Plan and support its effective implementation and assessment; to serve on the Board of Directors and provide leadership; to serve as spokesperson, ambassador, and representative of the Endocrine Society as follows:

- Serve on the following committees: Board of Directors, Executive Committee, Performance and Compensation Steering Committee, and *ex-officio* member (non-voting) Laureate Awards Committee.
- Contribute to the Society's achievement of its Strategic Plan (SP) by participating in discussions on SP priorities, ensuring the Board regularly conducts environmental scanning - looking for trends and potential opportunities.
- Play a supporting role on internal and external issues facing members and the Society.
- Work closely with the Chief Executive Officer and other members of the Executive Committee to ensure effective operation of the governance-staff partnership.

Expected Time Commitment: The Immediate Past President position will require approximately 15 days of physical presence at meetings.

The Immediate Past President is expected to participate in the following meetings/conference calls during his/her term:

- All in-person meetings of the Board of Directors (3), as well as special meetings or conference calls as appropriate.
- Executive Committee meetings (as needed), conference calls, and one in-person Performance and Compensation Committee meeting.
- Endocrine Society Annual Meeting, ENDO.
- Capitol Hill visits (approximately 2 per year), if available.
- Laureate Awards Committee meeting at the Annual Meeting (the day before ENDO).

Additional requirements for Presidential Officers:

Additional restrictions apply to Presidential Officers to ensure a clear separation between roles as Society officers and responsibilities related to scientific/medical expertise as follows:

1) Invited medical/scientific presentations, public speaking engagements, and press interviews:

During the three-year term as a Presidential Officer, he/she should provide disclosure information at the beginning of each presentation to separate his/her role as Society officer from his/her scientific/medical expertise. For example, the disclosure could include a statement as follows: The following presentation

represents my research/medical opinion and does not represent the views of the Endocrine Society in my role as President (or President-Elect or Immediate Past President as appropriate). If applicable the disclosure statement should include his/her current grant funding, membership on Advisory Boards, and relationships with Pharma. The content of the Presidential Officer's talk also should reflect the Officer's own work and expertise; however, presentations made in both US and international venues should abide by ACCME rules, and industry prepared slides (with or without a Pharma identification logo) should not be included in the presentations. Finally, in response to questions from the audience he/she also should clearly separate their role as Society Officer from their scientific/medical expertise.

2) Honoraria from commercial organizations including biomedical companies including Pharma:

During the three-year term corresponding to position as a Society presidential officer, honoraria should not be accepted from commercial organizations.

3) Presidential Officers who have relevant financial relationships with biomedical companies including Pharma (as described in ES disclosures statements) should anticipate that the ES leadership will work with the officer to develop a formal plan to address any apparent conflict of interest. For this reason, all nominees interested in being considered for the President-Elect position will be asked to submit their updated conflict of interest statement at the time they submit their nomination packet.

Position: Secretary-Treasurer (and Secretary-Treasurer Elect)

Term: Four Years (One Year as Secretary-Treasurer Elect and three years as Secretary-Treasurer)

Eligibility Criteria for Secretary-Treasurer:

- Active member in good standing consecutively for the past five years and recognized as a leader in the field of endocrinology.
- Recent experience serving as a member of the Board or as a member of the Finance and Audit Committee.
- Candidates must possess the following board-approved competencies that will support their responsibilities: organizational knowledge and stewardship; strategic thinking and leadership; communication; and collaboration.

Major Responsibilities of the Secretary-Treasurer: To embrace the Society's mission, vision, and Strategic Plan and provide leadership in their effective implementation and ongoing assessment; to serve as the chief member leader responsible for ensuring the financial integrity of the organization and the legal documentation of its activities; and to contribute to consensus building on the Board of Directors.

- In Year 1, as Secretary-Treasurer Elect, serve as an ex-officio member (without vote) of the Executive Committee and the Board of Directors, the Finance and Audit Committee and the Investment Subcommittee; the Performance and Compensation Committee; and the Publications Core Committee.
- In Years 2, 3, and 4, as Secretary-Treasurer, serve as a voting member of the Executive Committee and the Board, chair of the Finance and Audit Committee and the Investment Subcommittee; chair of the Performance and Compensation Committee; and ex-officio member (without vote) of the Publications Core Committee.
- Oversee the development and monitoring of the annual budget, appropriate organizational financial controls, annual audit, and investment portfolio through/with the Finance and Audit Committee.
- Advise and report to the Board of Directors and the membership, as appropriate, on all financial matters, including the annual report of the auditors and the management letter, through/with the Finance and Audit Committee.
- Oversee the preparation and distribution of all ballots and other official documents sent to members.
- Oversee the development and maintenance of Board policies and procedures.

Expected Time Commitment: It is estimated that the position requires approximately 22 days per year. The Secretary-Treasurer is expected to participate in the following meetings/conference calls during his/her term:

- All in-person meetings of the Board of Directors (3), as well as any specially called meetings or conference calls as appropriate.
- Bi-weekly conference calls with the Finance department staff.
- Executive Committee meetings (as needed), conference calls, and one in-person Performance and Compensation Committee meeting.
- All Finance and Audit Committee meetings, as well as its monthly calls.
- Publications Core Committee meetings and calls as appropriate.

Additional requirements applicable to Non-Presidential Officers:

If non-presidential officers are invited to speak or be interviewed as representatives of the Society then these additional restrictions should be also applicable to ensure a clear separation between their roles as Society officers and their scientific/medical expertise.

1) Invited medical/scientific presentations, public speaking engagements, and press interviews:

During the three years as an officer, he/she should provide complete disclosure at the beginning of each presentation to separate his/her role as Society officer from his/her scientific/medical expertise. For example, the disclosure could include a statement as follows: The following presentation represents my research/medical opinion and does not represent the views of the Endocrine Society in my role as Secretary Treasurer. If applicable the disclosure statement should include his/her current grant funding, membership on Advisory Boards, and relationships with Pharma. The content of the presidential officer's talk also should reflect the officer's own work and expertise; however, presentations made in both US and international venues should abide by ACCME rules, and industry prepared slides (with or without a Pharma identification logo) should not be included in the presentations. Finally, in response to questions from the audience he/she also should clearly separate their role as Society Officer from their scientific/medical expertise.

Position: Member of the Board of Directors

Term: Three Years

Eligibility Criteria for Board Members:

- Active member in good standing consecutively for the past five years and recognized as a leader in the field of endocrinology.
- Recent experience serving on committees, task forces, and/or working groups, preferably as chair.
- Candidates must possess the following board-approved competencies that will support their responsibilities: organizational knowledge and stewardship; strategic thinking and leadership; communication; and collaboration.

Major Responsibilities:

To embrace the Endocrine Society's mission, vision, and Strategic Plan and provide leadership in its effective implementation and regular assessment; to govern the Society as described in the Bylaws with foresight, leadership, and commitment to high ethical standards; to serve as an ambassador of the Society; and to participate on committees and other groups as follows:

- Provide fiduciary and legal oversight to the Society, including approving the Society's annual budget and enforcing and maintaining its bylaws, policies, and procedures.
- Contribute to the Society's achievement of its Strategic Plan (SP) by participating in an annual discussion on SP priorities, ensuring the Board consistently conducts environmental scanning and looks for trends and potential opportunities.
- Appoint experienced, highly qualified, and diverse members to the Nominating Committee, based on a systematic outreach process to identify prospective members via a Call for Nominations.
- Articulate the knowledge and talents needed on the Board so the Nominating Committee can best fulfill its responsibility for selecting candidates for Society leadership positions.
- When asked by the President, serve as representative or *ex-officio* member of one or more committees and serve as member or chair of special task forces. Ensure that the committee(s) are informed of the Board's priorities and maintain communications between the committee(s) and the Board.
- Develop and approve policies and procedures compatible with good business practice and the mission of the Society.
- Attend all meetings of the Board and task forces to which the member is appointed and actively participate in the decision-making process. Be well-informed about issues before the Society and the Board and support Board decisions.
- Hire, support, and evaluate performance of the Chief Executive Officer.
- Evaluate Board performance, monitor, and follow-up on actions identified at Board meetings.

Excerpt from Society Bylaws, **ARTICLE XIII – Miscellaneous, section 5.**

F. No non-officer member of the Board of Directors, acting as such, shall receive salary, honorarium, or similar compensation from the Society, except upon affirmative vote of a majority of Society members. Reimbursement of reasonable expenses paid or incurred by the member of the Board of Directors, on Society duties, shall not be treated as compensation.

G. The Society shall not enter into any agreement with a member of the Board of Directors for the furnishing to it of goods, services, or facilities. Such prohibition shall extend to the family of any member, to any firm owned or controlled by any member, and/or any member of his or her immediate family.

Expected Time Commitment: Board members will be expected to attend all Board meetings and calls, and the Endocrine Society Annual Meeting. Attendance at meetings will require approximately 12 days per year. Board members are also required to review all relevant materials in preparation for meetings.

Board Representative to Committees

Term: Coincides with term on the Board

Major Responsibilities:

The Board Representative ensures an open line of communication between the Board and committee so there is clarity of priorities, roles, and responsibilities. Board Representatives should participate in committee discussions and contribute to its overall success as follows:

- Understand the committee's goals and priorities and maintain regular communication with Chair/Co-Chairs and Staff Representative(s) to ensure initiatives are linked to the Strategic Plan.
- Work with Chair/Co-Chairs to facilitate environmental scanning discussions and bring those insights to the Board of Directors to help with identification of new opportunities and annual priorities.
- Contribute to assigned committee's program or initiatives development and evaluation by generating/reviewing materials, content, or curricula consistent with the group's charge and workplan, providing an unbiased perspective to discussions around enhancements and/or programs to potentially sunset.
- Be prepared and actively participate in all meetings and provide regular updates on Board of Directors initiatives at each meeting.
- Nurture relationships with other group members to strengthen the leadership pipeline and identify future chairs and Board of Directors members.

Expected Time Commitment:

Board Representatives are expected to participate (either in person or by conference call) in all meetings of the assigned committee as well as all scheduled conference call meetings between in person meetings.

Board Representatives are expected to take the time to become fully informed about the committee meetings' agendas as well as any items relevant to the assigned committee that are on the Board agenda.

Time commitment as Board Representative will typically take approximately four days per year in addition to time spent as a Board member (if in person attendance at meetings is required).

Appointment Process:

The President-Elect, as part of the task of filling committee vacancies for his/her presidential year, will appoint Board Representatives, typically from among newly selected Board members. Although the term of Board Representative is normally expected to be the same as the individual's term on the Board, Board Representatives serve at the discretion of the President.

Criteria for Appointment:

The President-elect will make every effort to match Board Representatives with committees based upon background knowledge and expressions of the Board members' interests; however, this may not be possible due to the limited number of Board members.