

## **HL7 Board Member Commitments and Key Responsibilities**

Approved January 12, 2017

### **LEGAL STANDARDS OF CONDUCT**

Under the law, each board member must meet certain standards of conduct. These standards are typically described as duty of care, duty of loyalty and duty of obedience.

#### **1. Duty of Care**

Board members must exercise “reasonable care” when he or she makes a decision for the organization. In this case, “reasonable” is what a prudent person in a similar situation might do.

#### **2. Duty of Loyalty**

Board members must never use information gained through his or her position for personal gain. This means each member must always act in the best interests of the organization.

#### **3. Duty of Obedience**

Board members must be faithful to the organization’s mission. This means he or she cannot act in a way that is inconsistent with the organization’s goals.

### **LEGAL FIDUCIARY RESPONSIBILITY**

Board members have the fiduciary responsibility to steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as making sure the nonprofit has adequate resources to advance its mission.

### **STRATEGIC VERSUS OPERATIONS**

The HL7 Board wishes to focus on strategic issues, while the Executive Committee is responsible for the operations of the organization. The Executive Committee includes representation from HL7 management, specifically, CEO, CSDO (Chief Standards Development Office), CSIO (Chief Standards Implementation Officer), DSIO (Deputy Chief Standards Implementation Officer, and Executive Director, as well as the Chair, Vice Chair Secretary and Treasurer. The Board is responsible for setting the strategic direction of the organization and approving the strategy.

The HL7 management team, consisting of the CEO, CSDO, CSIO, DCSIO Executive Director, and Associate Executive Director, is responsible for running the organization effectively and efficiently on a day-to-day basis and making operational and financial decisions consistent with the Board- approved budget and the Board-approved Decision Making Grid. For example, many years ago the Board established an objective to retain at least six months of operating expenses in reserve. The Board empowers the Executive Committee to implement steps to achieve such Board-directed objectives. Also, the consent agenda will be used at Board meetings to give Board members time to review topics in advance and expedite the conduct of routine business during board meetings in order to allocate more meeting time to discussion of strategic issues.

### **RESPONSIBILITIES:**

- Maintain an active, paid membership within HL7 International

- Attend/participate in all four face-to-face meetings of the Board (one at each of the three working group meetings and the summer retreat) for which Board members will assume all travel expenses.
- Make a good faith effort to actively participate in 90-minute Board conference calls that will convene at a regularly scheduled time. Officers will also participate in additional 90-minute monthly calls.
- Protect the interests of the HL7 organization as determined by its Board, its mission, and prudent business practices;
- Perform duties as to honor the trust of the HL7 membership and Board;
- Refrain from using one's position on the Board for one's own personal advantage;
- Comply with the HL7 Conflict of Interest policy (GOM §08.084), submit an updated conflict of interest disclosure statement on an annual basis, and immediately disclose any possible conflicts of interest to the HL7 Executive Director as they arise;
- Comply with HL7 bylaws, particularly **§07.07.01 Officer Vacancies** that states that vacancies of Officer positions may occur through the missing of two consecutive Board of Director meetings without approved extenuating circumstances or through forfeiture of membership for non-payment of dues or cause.
- Comply with HL7's policies and procedures as provided in the GOM, particularly **§04.01 Code of Ethics**;
- Review email and materials sent to me in conjunction with Board business in a timely manner;
- Nurture the development of the HL7 Board as a group and foster a sense of camaraderie and cohesiveness;
- Respect differing opinions (during Board deliberations) and refrain from dominating conversation; recognize that each member should be allowed to speak, and dissent among Board members is healthy and will not be discouraged; however, once the Board makes a decision, the Board will speak with one voice on all Board decisions, despite personal opinions;
- Protect the confidentiality of private or restricted information that may become available to one as a member of the Board.

#### **DUTIES AND POWERS OF THE BOARD OF DIRECTORS (FROM THE GOM)**

- Approve the contract for an organization to provide technical and administrative services for HL7 on such terms and conditions as it may deem advisable.
- Approve the employment or contract for such executive staff as the Board may consider necessary to support the activities of HL7, and on such terms and conditions as it may deem advisable.
- Provide for the development and maintenance of an HL7 strategic plan and monitor progress against that plan.
- Ratify recommended appointments for the chairmanship of councils and both *ad hoc* and standing committees.
- Review and approve the annual budget.

- Create advisory groups and councils as necessary to fulfill liaison with other organizations; and ratify the recommended appointments for representatives to those organizations.
- Officers report to the membership annually regarding the goals and objectives of the organization and other such matters as are necessary and advisable.
- Exercise its legal and constituted authority and responsibility in the direction and conduct of the affairs of HL7 in order to promote and attain the objectives of the Organization.
- Engage in such business activities as may be in furtherance of HL7's charitable, scientific, literary and educational purposes including, but not limited to, the pursuit of grants, the purchase and sale of real and personal property, the review of contracts with a value in excess of \$150,000, and the transacting of all other affairs of HL7 not otherwise provided.

As a nominee for the HL7 Board of Directors, my signature below reflects my commitment to fulfill these responsibilities.

NAME: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

**E-mail completed form to [Karenvan@HL7.org](mailto:Karenvan@HL7.org)**