



BOARD OF DIRECTORS CHARTER 2024

BOARD PURPOSE

The purpose of the Board of Directors is to:

1. **Policy Governance**: Establish, modify or cancel policies governing the membership, committees, management and staff services, regions, and actions of the Officers and Directors.
2. **Decision Implementation**: Interpret and implement decisions of the Members and of the Board of Directors.
3. **Financial Oversight**: Approve the annual budget, business plan, insurance, joint ventures, and the corporate general counsel and designate an independent certified public accountant to audit the corporate financial records.
4. **Brand and Communication**: Approve the use of the corporate logo and identity, statements to public agencies and the public, education programs offered to the public and the membership, and any materials in writing or electronically in which the mission and services of the Corporation are represented.
5. **Pricing Oversight**: Establish annual dues and fees, conference and registration fees, and other assessments and charges for services and products
6. **Operational Oversight**: Retain management and staff services as needed in the daily business and financial operations of the Corporation.

BOARD VALUES

- **Diversity and Collaboration**: One of the components contributing to the success of a committee and Board is the diverse dynamics, backgrounds and experiences that can exist within the board. We will work to create a culture of teamwork and collaboration. The group will likely be comprised of different personalities, experiences, and opinions.
- **Respect for the Individual**: Each committee member agrees to respect the participation of all other committee members and recognize the diverse dynamics that may be present within the group. The committee will operate by consensus.
- **Accountability**: The board is accountable to the membership for acting consistently with the articles of incorporation, the by-laws, and applicable law and regulation. The directors exercise the power vested in them in good faith and honesty in order to further the purposes for which the association was created and the achievement of the association's mission and vision. They must act in the best interests of the membership, ensuring that the association's resources are used in a reasonable, appropriate, and legally accountable manner. Directors shall not place themselves in a position where their personal interests conflict with those of the association. Each member of the committee is encouraged to participate fully in the generation of ideas, topic discussions, sharing of ideas, and committee work assignments regarding the goals of the committee.
- **Integrity**: The board and its members will act with honesty and transparency. We will uphold high ethical standards in all decision-making.
- **Stewardship**: The board has been entrusted with an organization built with thousands of man-hours of its members, committees and former board members. We will ensure prudent and responsible management of resources to maintain the legacy entrusted to us. We will safeguard the organization's assets and mission.
- **Innovation**: The board will encourage and embrace innovation and adaptability in keeping with our dynamic industry. We will foster a culture that values continuous improvement for the benefit of our members, our industry and our respective clients.
- **Open Communication**: We will encourage open and honest communication. We will practice actively listening to diverse opinions and feedback.

- Financial Responsibility: We will exercise sound financial management and oversight to ensure the organization's financial sustainability.
- Conflict Resolution: It is inevitable in any organization or team that conflicts will arise. We will address conflicts in a constructive and timely manner. We will foster a culture of resolution and compromise.

DELIVERABLES

The primary committee objectives are established by the association Bylaws and Strategic Plan which is set forth annually. The objectives established by the plan are the priority of the committee. The committee has the ability to add additional goals and objectives based upon the needs of our members and the current industry environment. The committee will track objectives through the committee minutes.

AUTHORITY OF BOARD

- The Board exists to make governing decisions on behalf of the association
- The Board may enlist HBMA staff resources to support its work, within the approved, budgeted limitations, under the direction of the Executive Director
- Requests for funding that are not contained within the approved HBMA budget must be made to the HBMA Finance Committee

DUTIES OF BOARD PARTICIPANTS

President/Chair

- Guide the workgroup in setting goals and objectives
- Coordinate calendar of meetings and agendas with staff
- Collaborate with staff on meeting facilitation and follow-through on action items
- As applicable and appropriate, a summary report for the BOD with allegations received, investigation findings and determinations made

Incoming President/Vice Chair

- Assist Chair with goals and objectives
- Lead meetings when Chair is unavailable
- Collaborate with Chair and staff on meeting facilitation
- Assist with follow-through on action items

All Directors

- Attend and participate in at least 85% of all meetings or calls
- Join meeting within first 10 minutes of scheduled call time
- Sign "confidentiality agreement" established by HBMA and return to national office
- Read all meeting minutes and provide feedback, if necessary
- Come to meetings prepared, having read meeting materials in advance
- Complete work assignments in agreed upon time frame
- Represent the best interests of HBMA and HBMA members

Staff

- Provide necessary administrative support
- Advise and provide necessary resources and best practices
- Support to ensure completion of action items
- Support to keep committee on task

Signatures

By signing below, we the members of the Board of Directors promise our best efforts in fulfilling the provisions of this charter and abide by the HBMA Code of Ethics.

HBMA Code of Ethics:

- Exercise sensitive professional and moral judgment in all business activities.
- Act in a way that will honor the public interest and demonstrate a commitment to professionalism and competence.
- Perform all business activities with the highest sense of integrity.
- Maintain objectivity and avoid any conflict of interest.
- Strive to improve the quality and competence of services performed through continuing education.
- Exercise care and diligence in providing services.
- Maintain confidentiality of patient and client information.
- Strive to comply with all relevant Federal, State, and Local laws and regulations.
- Refrain from making misleading or false statements about professional qualifications, experience, performance or results that can be achieved.

Print Name

Signature

Date