

## **Board Roles and Responsibilities**

### **Board**

- Nominations for Board must be received no later than June 15<sup>th</sup> of any year
- Meets at least quarterly
- All members: present at 75% of Board meetings per year
- Approves new members and changes to membership categories
- May move members to inactive status for non-participation, and may reinstate inactive members
- May terminate members for egregious actions with absolute majority
- Determine qualifications for members
- Must be Institutional or Individual members
- Governance duties from Article IV, Section 2 of the bylaws:
  - A. Have authority to act for and in the name of the Coalition and shall report such actions to members of the Coalition;
  - B. Propose, review, and recommend amendments to the Bylaws for submission to the members of the Coalition and enforce the Bylaws that are in effect;
  - C. Assure that all monies of the Coalition are used solely for furthering the mission of the Coalition;
  - D. Keep written records of all Board proceedings and provide a summary report to the members of the Coalition at scheduled meetings and more frequently if needed;
  - E. Establish criteria and a process for the establishment of teams and committees of the Coalition, dissolve existing sub-units, and provide a forum for coordination among sub-units;
  - F. Delegate responsibilities consistent with, and not specifically designated in, the Bylaws to standing and Ad-Hoc committees in order to carry out the mission and purpose of the Coalition;
  - G. Allow findings or actions of the Board to be subject to reconsideration by the Coalition membership on a motion submitted in writing by an Institutional or
  - H. Individual Member at the next Board meeting, or as indicated by the Institutional or Individual Member at the next membership meeting;
  - I. Have the authority to employ, set the salary and any associated benefits of, and terminate staff of the Coalition; and
  - J. Confirm appointments to fill vacancies on the Board and seat new Strategic Team or committee chairs

### **Chair-Elect**

- Term: Serve on IKC Board of Directors for a three-year rotation, Chair-Elect the first year, Chair the second year, and Immediate Past Chair the third year.
- Serve on Executive Committee (along with Chair, Immediate Past Chair, Secretary, and Treasurer), which has all powers and authority of the Board in intervals between meetings except for the power to amend articles of incorporation and bylaws.
- Work with special committees as designated by the Board.
- When the Chair is absent, assume the Chair's duties at meetings of the Coalition and meetings of the Board and meetings of the Coalition.

- Serve on IKC Board of Directors for a three-year rotation: Chair-Elect the first year, Chair the second year, and Immediate Past Chair the third year.
- If Chair is unwilling or unable to serve, the order of succession is Chair-Elect, then Immediate Past Chair.
- Presides over meetings in the absence of Chair.

### **Chair**

- Term: Serve on IKC Board of Directors for a three-year rotation, Chair-Elect the first year, Chair the second year, and Immediate Past Chair the third year.
- Serve on Executive Committee (along with Chair Elect, Immediate Past Chair, Secretary, and Treasurer), which has all powers and authority of the Board in intervals between meetings except for the power to amend articles of incorporation and bylaws.
- Set meeting agendas (or a designee), with input from the Board.
- Break tie on Board vote.
- Call meetings of the Board.
- Preside over all meetings of the Coalition and all meetings of the Board.
- Supervise the affairs of the Coalition and may delegate responsibility for administration and management of the Coalition's operations to staff employed by and directly responsible to the Board.
- Appoint Standing Committee Chair and members of all committees, with confirmation of the Board.
- Appoint Chair and members of all special committees, with confirmation of the Board.
- Appoint, with confirmation of the Board, consultants with relevant expertise to serve the Coalition on specific issues.

### **Immediate Past Chair**

- Term: Serve on IKC Board of Directors for a three-year rotation, Chair-Elect the first year, Chair the second year, and Immediate Past Chair the third year.
- Serve on Executive Committee (along with Chair Elect, Chair, Secretary, and Treasurer), which has all powers and authority of the Board in intervals between meetings except for the power to amend articles of incorporation and bylaws.
- If Chair is unwilling or unable to serve, the order of succession is Chair-Elect, then Immediate Past Chair. Successor Chair appoints Chair-Elect

### **Secretary**

- Term: at discretion of the Board
- Serve on Executive Committee (along with Chair Elect, Chair, Immediate Past Chair, and Treasurer), which has all powers and authority of the Board in intervals between meetings except for the power to amend articles of incorporation and bylaws.
- Ensure that a current register is kept of all members of the Coalition.

- Keep a record of the proceedings of all meetings of the Coalition, the Board, and the Executive Committee.
- Issue notices of all meetings and other notices required by law.
- Conduct the correspondence of the Corporation.
- Maintain corporate records.
- Be custodian of all books, correspondence, and papers relating to the business.
- Present a full report of transactions and affairs of the Corporation for the preceding year and will also prepare and present to the Board of Directors any other reports it may desire and request at any time the Board may designate.
- May delegate selected functions of the office to employed staff, with the exception of repository of official legal documents made to staff or other functions as specified by the Board.

### **Treasurer**

- Term: 3 years
- Serve on Executive Committee (along with Chair Elect, Chair, Immediate Past Chair, and Secretary), which has all powers and authority of the Board in intervals between meetings except for the power to amend articles of incorporation and bylaws.
- Disburse Coalition funds to carry out the routine operating business and budgeted affairs of the Coalition. Expenditures that are outside of the approved annual budget shall be disbursed only upon the explicit direction of the Board.
- Review and authorize all remuneration and reimbursement payments prior to preparation and disbursement by the Coalition.
- Assisted by employed staff, ensure that a record is appropriately kept of all monies payable to the Coalition.
- May delegate selected functions of the office to employed staff, with the exception of payments made to staff or other functions as specified by the Board.
- Chair the Finance Committee, which is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget.

### **Strategic Team Chairs**

- Term: 2 years
- Lead team
- Serve on Board and fulfill Board responsibilities

### **KDHE Institutional Representative**

- Term: Ex-officio (voting)
- Serve on Board and fulfill Board responsibilities