



**TEXAS HOSPITAL ASSOCIATION**

**LEADERSHIP POSITION DESCRIPTIONS**

## ELECTED LEADERSHIP POSITION DESCRIPTION

### **THA Board of Trustees**

#### BASIC FUNCTIONS

The Board of Trustees is the primary decision-making body of the Association and its legal authority. The Board ensures the continuity of the Association by planning for the future, establishing and reviewing the major policies and programs that support the mission of the Association, and by ensuring that the Association is fiscally sound. The Board is responsible for management appraisal, development of the Association, program diversification, and for making all decisions not otherwise delegable. The Board may delegate certain of its authority and responsibility to the Executive Committee.

#### DUTIES, RESPONSIBILITIES AND AUTHORITY

Within the limits of the bylaws and Board policies, the Board of Trustees is responsible for and has commensurate authority to accomplish the duties set forth below:

1. Periodically review Association bylaws, Board policies, and other documents to be sure that they adhere to the objectives of the Association.
2. Attend all Board meetings fully informed about the issues to be discussed.
3. Formulate and establish policies in the best interests of the Association's members.
4. Accept all assignments that result from action taken at Board meetings and support the policies and programs adopted by the Board.
5. Have general oversight of all business matters affecting the Association including evaluation of the financial structure, periodic review of financial reports, approval of annual budgets, authorization of the annual audit, and prudent management of the Association's monies and other property.
6. Approve, establish, prioritize and evaluate the programs and services of the Association to be sure that they serve the mission of the Association.
7. Develop a knowledge of IRS regulations and antitrust laws that apply to Association activities, and know the limits of liability as a Trustee.
8. Determine dates and places for meetings.
9. Approve the program of work for the Association.
10. Establish program and issue priorities for a given fiscal year.

## ELECTED LEADERSHIP POSITION DESCRIPTION

### THA Board of Trustees - 2

11. Elect four at-large members to the Executive Committee from its membership; elect HealthSHARE Trustees; THA Foundation; Board Trustees to fill unexpired terms in case of vacancy; Successor Trustees; and THIE Directors.
12. Approve all proposed amendments to the bylaws to recommend to the membership.
13. Establish committees deemed necessary to aid the Board in the performance of its functions.
14. Authorize appointments to committees which have been recommended by the Chairman of the Board; act upon committee reports.
15. Authorize Association affiliations with other organizations.
16. Appoint official representatives of the Association to the organizations with which the Association is affiliated.
17. Hire and annually evaluate the President/CEO.
18. Receive a report on membership applications and cancellations from the President/CEO, establish definitions and conditions of membership, and establish membership dues.
19. Approve policies and procedures of affiliated societies and approve petitions of groups for admission as affiliated societies of the Association.
20. Approve nominations of AHA Regional Policy Board delegates.
21. Maintain an awareness of the Association's key products, services, corporate goals, public policy priorities, and membership benefits.
22. Actively promote membership in the Association and utilization of its services.
23. Ratify the recommendations of the Executive Committee as to their decisions on the annual incentive compensation and total compensation level of the President/CEO.

## RELATIONSHIPS

1. Responsible to the Chairman of the Board and, through the appropriate body, to the membership, ensuring that the programs and policies of the Association reflect the needs and aspirations of the membership.
2. Trustees consult and advise with the President/CEO on all matters pertaining to Association policies, programs and finances.