

ABIM Foundation Board of Trustees Board Service Expectations

Qualifications:

Desirable attributes of Trustees may include, but are not limited to, the following:

1. A deep understanding of the health care environment from an operational and/or policy perspective, including knowledge of stakeholder groups important to the medical community.
2. Experience and expertise in philanthropy, communications, public policy, law, or other areas related to the Foundation's goals.
3. The ability to represent the perspectives of diverse constituencies in health care.
4. A demonstrated interest in medical professionalism.
5. Familiarity with certification and maintenance of certification processes (particularly for ABIM representatives).

Responsibilities:

Responsibilities and duties of Trustees include, but are not limited to, the following:

1. Help formulate and implement the Foundation's mission, vision, and purpose, including setting strategic goals and monitoring progress.
2. Support and evaluate the performance of executive leadership.
3. Provide financial oversight and help ensure the Foundation's fiscal health.
4. Ensure legal and ethical integrity and accountability to the public.
5. Strengthen Board effectiveness and efficiency including through effective organizational planning.
6. Recruit, orient and support new board members.
7. Enhance the Foundation's public standing and visibility, consistent with its mission and strategy.
8. Monitor and strengthen the Foundation's projects and programs.
9. Regularly attend meetings of the Board of Trustees (4 per year) and participate in committees as appropriate. The Board of Trustees has adopted an attendance policy that also addresses remote participation in meetings (see below).

Trustee Terms:

Trustees serve up to two consecutive three-year terms.

Should a Trustee be chosen for, and accept an invitation to serve as, Chair-Elect and/or Chair, their service term is extended for the duration of these roles. Both the Chair and Chair-Elect serve two one-year terms. After service as Chair, the Trustee continues on the Board during the time that their successor serves in the Chair role.

Attendance Policy

This policy is intended to support full contribution and continuous service of all Trustees of the ABIM Foundation. The expectation of the Board of Trustees is that all Trustees attend board meetings in person, with hybrid support available only for extenuating circumstances. This

allows the business of the Board of Trustees to be conducted on matters spanning multiple meetings, and for relationship-building among Trustees. The policy will be posted on BoardEffect® to ensure general access.

Definition of a Board Attendance Problem

A Board attendance problem occurs if any of the following conditions exist:

1. The Trustee has an un-notified absence (“un-notified” means the member did not notify the Chair and an ABIM Foundation staff member prior to a regularly scheduled Board of Trustees meeting to indicate they would be absent from the upcoming meeting or need to attend remotely).
2. The Trustee has more than one notified absence from a regularly scheduled Board of Trustees meeting in any rolling 12-month period.
3. The Trustee has two or more notified absences from a portion (defined as 2 hours or more) of regularly scheduled Board of Trustees meetings in any rolling 12-month period.
4. The Trustee attends a regularly scheduled Board of Trustees meeting virtually without providing notice or explanation of a reasonable extenuating circumstance to the Chair of the Board.
5. The Trustee virtually attends more than two regularly scheduled Board of Trustees meetings in any rolling 12-month period.

Suggested Response to a Board Attendance Problem

A Trustee’s record of attendance shall be considered by the Governance and Nominating Committee with respect to renewal of a Trustee’s term on the Board of Trustees.

If a Board attendance problem exists, the Chair will contact the Trustee to discuss the problem and may recommend a board response, up to and including termination of membership on the ABIM Board of Trustees.

**For the purposes of the Board Attendance Policy, the ABIM Foundation Forum, as well as joint meetings with the ABIM Board of Directors, are all considered regularly scheduled Board meetings.*