



Roles and Responsibilities of the HSG Board and its members

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This document presents a brief overview of the role and responsibilities of the HSG Board and its Members.

Introduction

The HSG Board provides governance and fiduciary oversight, sets policy, and assesses the organization's overall performance.

The Board has a duty to ensure the organization pursues its mission in a manner consistent with the highest standards of ethics, integrity, and fairness and in compliance with all applicable laws and regulations.

In particular, a Board member must meet certain standards of conduct under principles of nonprofit laws. These standards are generally described as:

- o **The Duty of Care:** Exercise reasonable care when making a decision as a steward of the organization.
- o **The Duty of Loyalty** stands for the principle that directors and officers of the society in making all decisions in their capacities as corporate fiduciaries, must act without personal economic conflict. In other words, placing the interest of HSG above all other interests when deciding on issues related to society. This standard, however, acknowledges that most board members will be employed by other organizations and also have loyalty to their employers and other organizations as well. This dual loyalty is recognized and generally not seen to pose any issues. However, HSG requests board members to declare any real or potential or perceived conflicts of loyalty, as and when they arise, especially during decision making for HSG.
- o **The Duty of Obedience:** Be faithful to the organization's mission and central goals.

As a body, the Board:

1. Determines HSG's mission, reviews and approves organizational strategies and goals, and reviews progress in implementing strategies and achieving goals;
2. Oversees the Societies activities in-between of general assemblies;
3. Decides on Symposium dates and place;
4. Hires the organization's Executive Director, ensures that his/her performance is reviewed annually;
5. Selects the secretariat for the society;
6. Ratifies HSG's annual budget and any amendments required during a fiscal year;
7. Approves an independent accounting firm to perform HSG's annual audit(s) and receives and reviews the annual audited financial statements;
8. Establishes standing or ad-hoc committees, including board committees, and working groups, as required;
9. Assists and participates in fundraising efforts;
10. Reviews and proposes to the General Assembly the establishment of new affiliates and subsidiaries;
11. Elects new board officers, appoints members to serve on board committees, and reviews and approves actions of the committees as necessary;
12. Reviews and proposes to General Assembly changes to the Bylaws and Articles of Incorporation;



13. Sets the date of the annual board meetings and other board meetings during the year;
14. Sets the membership rules and annual fees;
15. Reviews application and admittance of new organizational members of the Society and/or membership suspension.

Every board member is expected to:

1. Serve as an energetic “goodwill ambassador” for HSG in his/her spheres of influence understanding that board members shall not be remunerated by the Society for their work on the Board;
2. Attend four board meetings annually (at least one in-person meeting and three teleconferences);
3. Undertake at least three committee/working group assignment (see the list of committees/working groups below);
4. Devote time necessary to cover all HSG activities as requested and able (estimate is 20 to 30 days a year depending on task and engagement);
5. Adhere to HSG’s Code of Ethics, Governance, and Responsibility and complete the Conflict of Interest questionnaire, when required.

Meeting expectations

1. If a Board member is unable to meet their attendance requirements or duties due to extenuating circumstances (e.g. immediate family or health reasons), they must consult with the Chair to decide on a resolution. This may include granting of a temporary leave of absence from Board duties, with reassessment of the situation within a period of no more than 6 months, at which time a decision can be made if the board member is to resume their duties or resign from the Board.
2. If a Board member is unable to adhere to the policies set for serving on the Board, and/or has demonstrated non-compliance with any of the HSG policies or practices, (e.g., conflict of interest, representation, attendance) they must make a reasonable effort to resolve the situation with the Chair of the board. In the case that a mutually agreeable and practical resolution cannot be reached, and/or the Board member does not act to remedy the situation, they may be removed from the Board. The Chair with the Board Officers will determine this outcome and their decision will be final.

Standing committees of the board include:

Executive Committee

The Executive Committee, composed of the three officers of the board (chair, vice-chair, and treasurer), has full authority to act in all matters on behalf of the board when the board is not in session and is convened by the Board Chair.

Governance Committee

The Governance Committee is convened and chaired by the Board Chair and provides oversight for the board’s fulfillment of its role and responsibilities and makes recommendations to enhance the quality and future viability of the board. Specifically, the committee:

1. Leads alone or in cooperation with the election committee the assessment of the composition of the current HSG board while looking towards its desired future profile including regional, gender and expertise representation. Based on that profile, the committee identifies requirements for the new members for election to the board.
2. Identifies a slate of officers for election biennially, including the Board chair, vice chair, and treasurer.
3. Oversees a process of new board member election, orientation, and ongoing board education.
4. Guides the board in keeping board roles, responsibilities, and expectations up-to-date.



5. Initiates periodic board performance assessments and reviews board practices and policies.
6. Provides oversight regarding the integrity of the HSG board (conflicts of interest).

Finance and Audit Committee

The Finance and Audit Committee is convened and chaired by the Treasurer and provides oversight and advice related to financial and audit areas pertaining to the organization. Specifically, the committee:

1. Reviews and recommends approval HSG's annual budget to the Board.
2. Reviews HSG's semi-annual financial statements.
3. Reviews investment performance annually.
4. Authorizes opening of new bank accounts; monitors current checking, savings, and investment accounts. Selects an independent accounting firm to perform HSG's annual audit.
5. Reviews annual audited financial statements and makes a recommendation for acceptance by the full board and the general assembly; reviews the management letter and management's response annually.
6. Oversees HSG's conflict of interest policies.

Fundraising Committee

The Fundraising Committee provides oversight and counsel on fundraising and related policies, goals, and initiatives.

Working Groups of the Board

TWG Support Working Group

The TWG Support Working Group is convened to provide board-level strategic support to the Health Systems Global 10 active Thematic Working Groups. Specifically, the working group will:

- Ensure diversity and inclusiveness within the TWG leadership team by being involved in the vetting process of the TWG leadership election;
- Engage with TWGs to establish an open, transparent and clear link between the Board and TWGs and provide Board level guidance, feedback as well as observation of TWG functionality;
- Input into and review the TWG's annual planning and reporting documents;
- Provide suggestions/solutions to the issues raised within the TWG, advice on general TWG management and operation issues;
- Encourage TWG members to develop communications outputs: blog posts, opinion pieces, webinars, announcements, etc.

Regional Expansion Working Group

Regional Expansion Working Group is composed of regional board members and is convened to provide oversight for the board about how to increase HSG's membership base, diversity, and regional reach and initiate activities in the regions. Specifically, the working group:

- Serve as a vehicle to Promote HSG in the Region;
- Help Board and secretariat identify advocacy opportunities in the region and engage with the opportunities using support from the Secretariat;
- Co-organize regional events – conferences, convenings, webinars (having relevance with the HPSR topics) and ensure HSG brand/logo visibility;
- Plan & Organize symposium pre-conferences in the region, or conduct pre-symposium webinar series to build the capacity of young researchers on how to engage with the Symposium;
- Represent HSG in the Regional Events and help disseminate HSG relevant information among regional members;



- Build and expand the regional network of individuals involved with HSG and promote HSG membership and its benefits in the region through peer network;
- Plan & Organize other initiatives as appropriate – the regional group may want to undertake other initiatives as appropriate.

Symposium Host City Selection Working Group

Symposium Host City Selection Working Group is convened to oversee the whole process for symposium city selection from the development of RFP to review and adjudication of the bids. Working Group prepares recommendations for the Board review and approval and guides the work of the secretariat.

Capacity Development Working Group

HPSR capacity development Working Group is convened to develop HSG's activities to enhance HSG member capacities around HPSR at **the individual, organizational, and network** level. The working group ensures that capacity development activities of the society are closely integrated into HSG's current organizational structures and activities (TWGs, symposia, possible regional networks, etc.).

Advocacy Working Group

Advocacy Working Group is convened to conceptualize HSG's advocacy work and how it crosscuts the different activities of the Board and board committees/working groups and the Secretariat. Specifically, the working group:

- Mobilize and support HSG members to engage in and advocate for health policy and systems research;
- Ensure that the society's advocacy-related activities are consistent, coherent and complementary, and so that they build on existing efforts by HSG, its members, and partners.