

## **OSMA Councilor Job Description**

Member, Ohio State Medical Association Council  
Reports to OSMA Membership and OSMA House of Delegates

### **Overview**

- Represents the association at all times.
- Advances the association's mission and purpose.
- Directs the affairs of the association and its corporate powers consistent with OSMA policy.

### **Specific Council Duties (Performed by the Board as a Whole)**

1. Calls the annual meeting of the association at such time and place as the Council may determine.
2. Between meetings of the House of Delegates, exercises all the powers and authority conferred on the House of Delegates by the Constitution and Bylaws, except that the Council may not take action that contravenes a current, general policy adopted by the HOD.
3. Fills vacancies in any elected office of the association.
4. Employs the Chief Executive Officer (CEO) of the association. The Council delegates review of the CEO's compensation and overall organizational compensation philosophy to the Compensation Committee, a subcommittee of the Council. The Committee regularly reviews the association's compensation philosophy and makes recommendations to the Council concerning the CEO's employment agreement. (See policies and procedures of the Compensation Committee).
5. Directs the investment of association funds and approves the association operating budget each fiscal year. The Auditing and Appropriations Committee regularly reviews the accounts of the association, hires an outside audit firm to conduct an annual audit and prepares a budget for Council approval. (See policies and procedures of the Auditing and Appropriations Committee.)
6. Approves necessary corporate resolutions such as establishing bank accounts, entering into contracts and leases and other significant corporate action.
7. Advises corporate management and monitors management's performance.
8. Determines association positions on legislative, regulatory and judicial advocacy. Council positions must be consistent with positions adopted by the OSMA House of Delegates.
9. Sets and approves the association's strategic plan, mission, vision and goals.
10. Reviews the action of all association committees and/or subsidiary or affiliate boards for consistency with short or long-range policy/mission objectives.
11. Review questions concerning the rights and standing of members or of county societies.
12. Oversees OSMA publications.

### **Specific Councilor Responsibilities (as Individual Board Members)**

1. Assists the OSMA staff in the recruitment and retention of members.
2. Promotes all activities of the association to members as may be requested by the association volunteer leadership or OSMA staff.
3. Attends meetings of the Council (usually in the months of January, March-April, July and September or October) as may be established by the OSMA President. May be asked to attend any special meeting of the Council as well as meetings organized by

the OSMA to promote any of the OSMA's strategic priorities (either virtually, in OSMA districts or in Columbus).

4. Supports the OSMAPAC to support the OSMA's advocacy efforts.
5. District Councilors visit each county their Councilor district and otherwise keep in touch with the activities of members in the District.
6. Responsible for organizing district meetings, if any.
7. Assist county societies with naming of delegates and alternate delegates to the annual OSMA House of Delegates.
8. May serve as a member of one or more association committees as may be determined by the President.

### **Term of Office**

Councilors are elected by the House of Delegates and serve two-year terms commencing on the day of their election at the annual HOD meeting, unless appointed to fill an unexpired term. Councilors may serve three (3) consecutive terms. If elected to serve one (1) year or less of an unexpired term, the Councilor shall not be regarded thereby as having served a term (Chapter 5, Section 2; and, Chapter 6, Section 6 of the OSMA Constitution and Bylaws).

### **Qualifications of Councilors**

Councilors must be Active members of the Association during the entire preceding two years prior to their election. District Councilors must reside in their Council district.

### **Internal Relationships**

Councilors work closely with the OSMA officers, the CEO and Senior staff. Councilors have access to all association staff.

### **External Relationships**

Councilors should maintain personal contact with OSMA members in their districts/constituencies to ascertain their positions on legislative, legal or regulatory initiatives. Councilors serve as "OSMA ambassadors" at all times to advance the OSMA's mission, strategic priorities or specific programs and activities.

### **Council Fiduciary Duties**

The Ohio State Medical Association (OSMA) is a nonprofit corporation organized under Ohio nonprofit corporation statutes (Chapter 1702 of the Ohio Revised Code). The OSMA is tax exempt under section 501(c)(6) of the Internal Revenue Code (a non-profit trade association versus a 501(c)(3) charitable organization).

As OSMA board members, Councilors have fiduciary responsibilities to the OSMA as an organization and to its members. Councilors have a duty of loyalty and duty of care to the OSMA.

The duty of loyalty requires Councilors to act in good faith and with the reasonable belief that their actions are in the best interest of OSMA. The duty of care requires Councilors to exercise the care that an ordinary prudent person would exercise in a like position or similar circumstance and disclose actual or potential conflicts of interest.

In exercising these legal duties, Councilors may rely on information and advice given by others. This advice may include information, opinions, reports or statements (including financial data) prepared by other councilors, OSMA officers or employees or outside advisors such as attorneys and accountants. Councilors may rely on the advice and information given provided

that they have a reasonable belief that the person giving advice or information is reliable and competent, and in the case of professionals such as lawyers and accountants, that the matter is within that person's professional or expert competence. If information is presented to Council from a committee authorized by corporate governing documents, e.g., the Auditing and Appropriations Committee, Councilors may rely on the information if they have a reasonable belief that the matters are within the committee's designated authority and that the committee's actions merit confidence.

Councilors can be held liable for breaches of these fiduciary duties if they fail to adequately monitor corporate performance or fail to disclose conflicts of interest. Liability for damages from an act or omission must be proven by clear and convincing evidence, and must show that the act or omission was taken with deliberate intent to cause injury to the corporation or with a reckless disregard for the best interests of the corporation.

Occasionally, a matter comes before Council where the interests of members in a specific Councilor district, region, or constituency might be at odds with the position under consideration by the Council as a whole. In these situations, it is appropriate that the Councilor voice to the entire Council the point of view of the district, county or other member constituencies. If there is a difference of opinion after a vote is taken, it is appropriate for Councilors to explain to members/constituencies the differences of opinion, express the Councilor's position, as well as relate that they represented a particular view to the Council. Councilors should also then explain the Council's rationale for the decision made, that all viewpoints were heard and considered, and the Council made their decision for the reasons enumerated. Once Council votes on a matter, Councilors must support the final board action.