



AMERICAN COUNCIL OF ACADEMIC PHYSICAL THERAPY

Job Description: Board of Directors

Reports to: The Board of Directors is accountable to the members of ACAPT, elected and appointed leaders, and to the American Physical Therapy Association Board of Directors.

Elected/Appointed: Elected

Composition: The Board of Directors of ACAPT shall consist of the President, Vice-President, Secretary, Treasurer, and five at large Directors. The Executive Director shall attend the meetings of the Board.

Purpose: The Board of Directors is the governing body of the Council, responsible for the ultimate direction for carrying out the mission and management of the affairs of the organization. The Board is responsible for policymaking, while committees, commissions, task forces, work groups, and other leaders, and the Executive Director are responsible for executing day-to-day management to implement board-made policy.

Qualifications to Hold Office: The members of the Council who may hold office are those who have consented to serve and who are eligible to serve according to the Council's Bylaws. Only the Representatives of Member Institutions are eligible to serve on the Board of Directors. It is recommended that Board members should not also hold leadership positions in ACAPT leadership group because of potential conflicts or limitations on time to meet fiduciary duties to ACAPT.

Election and Tenure:

1. Members of the Board of Directors shall assume office at the Annual Meeting of the Member Institutions in the year in which they are elected.
2. The term of office of each member of the Board of Directors shall be for three years or until a successor is elected.
3. No person shall serve more than two complete consecutive terms on the Board of Directors or more than 2 complete consecutive terms in the same office. A member who has completed their terms of office is eligible to run again after taking off at least one election cycle.
4. A complete term for a member of the Board of Directors shall be defined as 3 years.

Vacancies: Except for the position of President, if a vacancy occurs on the Board of Directors within the first year of a 3-year term and at least two months before the Annual Meeting, the Nominating Committee shall select a candidate(s) for election at the next Annual Meeting, and the person elected at that Meeting shall serve the remainder of the term. If any other vacancy occurs, the Board of Directors shall fill the vacancy by appointing a person to serve for the remainder of the term. The appointed individual shall be eligible to be elected to two additional terms.

Conduct of Business: The Board of Directors shall meet not less than twice a year. A majority of the members of the Board shall constitute a quorum. The President may call a special meeting of the Board of Directors and must call a special meeting on written request of a majority of the members of the Board.

Action without a Meeting: Action by the Board of Directors may be taken without a meeting if each member signs a consent describing the action to be taken and delivers it to the corporation. A written consent and the signing of the consent may be accomplished by one or more electronic transmissions.

Transfer of Records by Officers: Upon termination of office of service, each officer shall transfer appropriate records (those not kept on the ACAPT cloud for access by all elected and appointed leaders), in proper order, to the successor of that office not more than 30 calendar days after leaving office with the exception of the office of Treasurer, who will transfer records upon leaving office. See the Succession and Orientation Policy.

Other Committees: The Board of Directors may establish such other leadership groups as it deems advisable in order to carry out the work of the Council.

Specific Responsibilities: In addition to the duties conferred or imposed upon the Board of Directors by law, including the fiduciary duty to manage the business and affairs of the Council, and by these Bylaws, the Board of Directors shall:

1. Carry out the mandates and policies of ACAPT. Between Annual Meetings the Board of Directors may make and enforce such policy on behalf of ACAPT as is not inconsistent with the mandates and policies determined by ACAPT.
2. Foster the growth and development of ACAPT.
3. Direct all business and financial affairs of ACAPT, including approving an annual budget.
4. Be responsible for creation, appointment, purposes and activities of such committees as it deems necessary.
5. Be responsible for the program, time, and place of the ACAPT's Annual meeting.
6. Be responsible for the creation of and facilitation of activities of leadership groups as it deems necessary.
7. Be responsible for development and maintenance of procedural documents related to these Bylaws.
8. Review and revise existing ACAPT policies, except these Bylaws, for consistency of intent and language with such policies as may be adopted from time to time by ACAPT.
9. The Board of Directors shall participate in ACAPT strategic planning.

Board Liaison Roles:

Member Institutions: All member institutions of ACAPT have an assigned liaison from the ACAPT Board of Directors as one mechanism to facilitate communication between the Board and member institutions. Board members are expected to serve as an ongoing resource for their assigned member institutions and to communicate with these institutions at least two times per year in addition to the designated meeting time at the annual ACAPT Business Meeting in October. Member institutions are largely grouped by geographic region and remain constant. Board member assignments change as new Board members rotate onto and off the Board per the results of regularly scheduled elections, term limits for service, and interim appointments to the Board.

Commissions, Committees, Task Forces, Partners, and Affiliated Organizations: Board members also serve as liaisons to ACAPT commissions, committees, and task forces and various partners and affiliated organizations as one mechanism to facilitate communication between these entities and the Board. Liaison assignments to partners and affiliated organizations are developed according to ACAPT's External Liaison policy governing these relationships. The Board member liaison is expected to periodically attend scheduled meetings/conference calls of these groups, facilitate the submission of reports and motions, review meeting minutes, and ensure the work of the leadership group is helping to move ACAPT's strategic plan forward. The liaison should annually assess the leadership group's activity to determine member value and/or return on investment.

The list of Board member liaison assignments is reviewed annually at the October ACAPT Board meeting.

Duty of Care:

This duty requires officers and directors to exercise *ordinary and reasonable care* in the performance of their duties, exhibiting honesty and good faith. Officers and directors must act in a manner which they believe to be *in the best interests of the association*, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Duty of Loyalty:

This is a duty of faithfulness to the organization. This means that officers and directors must give undivided allegiance to the organization when making decisions affecting the organization. In other words, officers and directors cannot put personal interests above the interests of the organization. Officers and directors should be careful to disclose even *potential* conflicts of interest to the board of directors, and should recuse themselves from deliberation and voting on matters in which they have personal interests.

Duty of Obedience:

This duty requires officers and directors to act in accordance with the organization's articles of incorporation, bylaws and other governing documents, as well as all applicable laws and regulations.

Once an issue has been discussed and a final decision has been made by a majority of the Officers and Directors, all members of the Board of Directors agree to abide by and support the decision. Prior to a final decision, the Board encourages vigorous debate among Board members. Once a final decision has been made, individual Board members should not make statements outside the boardroom that undermine the Board's decision, even if the Board member disagrees. The Board does not expect every member to become a vocal proponent of a Board decision, but members should understand that the Board acts as a unit and that individual members must respect the collective will of the Board.

Policies and Procedures

Board members will be expected to be familiar with ACAPT's bylaws, standing rules, and other policies and procedures. Additionally, board members will be asked to disclose any Conflict of Interest at any time throughout the term of their service including at the beginning of every meeting of the Board. Board members must also be familiar with ACAPT's Antitrust Compliance Guidelines, which shall be available with every meeting of the Board and halt any discussion that is in conflict with these guidelines.

General time commitments:

Activity	Frequency	Time Required
Board virtual forums with members	4-6x/yr	1 to 2 hours with member representatives and other interested parties to maintain a relationship with members and inform of recent or upcoming actions. This is also a time to listen to what members are experiencing and how ACAPT can help.
Board meetings that may include face time with volunteers leaders	5x/yr	<ul style="list-style-type: none">• Feb/CSM – in-person; ½ day mtg one day, evening mtg on another• May – in-person; 1.5 day retreat• August – virtual; review of forthcoming business meeting motions• Oct/ELC – in-person; keep the Tuesday-Sunday of the conference available (board meeting and other meetings with stakeholders)• December – virtual; approval of the budget; end of year review
Executive Committee conference calls	monthly	90-minute call
Emails/conference calls	Ongoing	Communications with representatives of member institutions to keep them apprised of ongoing activities, important issues, etc; Communications with ACAPT leadership groups to whom the board members serve as liaisons; engagement with APTA, CAPTE, FSBPT, and outside partner organizations where necessary

Job description revised 1/2024