Board Orientation
Federation of Clinical Immunology Societies

2021-2022 BOARD OF DIRECTORS

Agenda

- About FOCIS
- Core Characteristics of a Strong Board
- Board Expectations
- Board’s Role & Responsibilities
- FOCIS Governance Structure, Legal & Other Considerations
- Association Acumen / Executive Staff
About FOCIS - History

- FOCIS was conceived as a federation of clinician scientists and constituent societies sharing an interest in clinical immunology.
- Founders envisioned a forum that would foster a cross-disciplinary approach to understanding and treating immune-based diseases.
- The first annual meeting of FOCIS was held in Boston in 2001.
- FOCIS incorporated as a 501(c)(3) nonprofit organization in 2003.

About FOCIS – Mission Statement

- **FOCIS Mission**: To improve human health by fostering interdisciplinary approaches to both understand and treat immune-based diseases.
- With the strength of its volunteer and staff leadership, and federation model, FOCIS is uniquely positioned to define and address shared interdisciplinary needs that promote the increasing impact of translational immunology in medical research and clinical innovation.
- Core Constituents:
  - Translational & Clinical Immunologists (academicians, clinicians, researchers, industry experts, trainees, graduate/medical students)
  - Member Society and individual members
  - Industry Partners
  - Government Partners
- Learn more at [www.focisnet.org](http://www.focisnet.org)
About FOCIS – Strategic Priorities

**Grow the Translational Immunology Community**
Interface with members, societies and infusion of youth to ensure proliferation of the field and progress in research and medicine

**Connect our Communities**
Promote and facilitate the exchange of translational immunology research across Member Societies, disciplines

**Increase Industry Engagement**
Facilitate collaboration and synergy in translational research between industry, academia, government and regulatory bodies to facilitate communication and research

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About FOCIS – The Federation Today

- 60 Member Societies
- 1,185+ individual members (Regular, Industry, Trainee/Student)
- 70 FOCIS Centers of Excellence (FCEs)
- FOCIS Annual Meeting
  - Next held June 21-24, 2022, in San Francisco, California
- Educational programs and courses, including international.
  - International Advanced Course, Chile, Virtual, November 15-18, 2021
  - International Advanced Course, China, planning for November/December 2021
  - Advanced Course in Basic & Clinical Immunology, San Diego, California, March 7-9, 2021
  - 2022 FOCISed Courses, June 20-21, 2022, San Francisco, California (prior to FOCIS2022)
About FOCIS – Key Member Benefits

- Network with global immunology community
- Access to cutting-edge scientific research
- Collaborative opportunities with industry experts
- Educational courses and workshops to grow knowledge
- Discounts for FOCIS Annual Meeting, pre-meeting educational courses and other FOCIS-hosted events and education programs
- Publications, tools and resources that help advance career and knowledge base

Core Characteristics of a Strong Board

- Visionary
- Engaged
- Judicious
- Accountable
- Unified & Diverse
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<tr>
<th>Core Characteristic</th>
<th>Details</th>
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<tr>
<td><strong>Visionary</strong></td>
<td>Challenge self and board to focus on solving the most strategically relevant tasks and issues for the betterment of the field and FOCIS</td>
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<td>Focus on the big picture</td>
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<td>Recognize the power of planning</td>
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<td>Challenge status quo</td>
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<td>Isn’t brought down by skeptics</td>
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<td>Driven in the direction of the goal: strategy, mission, vision</td>
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<td><strong>Engaged</strong></td>
<td>Pursue experiences to be energized and inspired by FOCIS and the opportunities available in your leadership role</td>
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<td>Show up regularly and actively participate in discussions</td>
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<td>Be excited about the work that is being done</td>
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<td>Share experiences for others to learn from</td>
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<td>Make actions and decisions that further the mission and advance the strategic plan</td>
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<td>Assist with fundraising campaign initiatives and identify companies and contacts to receive funding requests</td>
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<td>Donate resources and share opportunities</td>
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Core Characteristic
Judicious
Seek opportunities and embrace those sharing the dissenting opinion
Listen to others
Treat others, especially those with dissenting opinions, with respect
Seek fair resolution
Give opportunities for others to weigh in

Core Characteristic
Accountable
Hold self and others responsible for moving the day-to-day organizational tasks forward
Keep promises
Focus energy on important issues
Make productive use of time
Prepare beforehand
Respond in a timely manner
Core Characteristic

Unified & Diverse

Live the philosophy that the strength in our board is our differences and our ability to come together as one

Foster collaboration

Value variety of backgrounds

Appreciate differences while celebrating connections

Be accepting of others and understand that they bring a needed perspective

Board Member Expectations

Stay informed and prepared

Read circulated materials and ask questions to ensure accurate understanding

Feel a responsibility for the activities of the organization

Make timely and clear decisions

Focus on high-level goals and oversight of staff tasks. Committee chairs are responsible for committee duties and function
Board’s Role and Responsibilities

**Set Direction:** Govern in a manner that is consistent with FOCIS’s mission, bylaws and other governing documents, and goals identified in the strategic plan.

**Engage in Outreach:** Understand the needs, wants and values of the broader membership. Actively participate in FOCIS fundraising campaigns (share contacts for and reach out to prospective sponsors, etc.).

**Give Oversight & Ensure Resources:** Ensure effective organizational planning and adequate resources (structure, funds, time, volunteers, staff, technology, etc.).

**Provide Insight:** Ensure legal and ethical integrity and maintain accountability. Determine, monitor and enhance programs, products and services. Partner with staff to communicate, assess and measure progress.

**Plan for the Future:** Provide for board succession and development.

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FOCIS is a 501(c)(3) Organization

**501(c)(3)**
- Nonprofit organization
- May collect dues and donations which are tax-deductible.
- Prohibited from engaging in political campaign intervention activities.

**501(c)(6)**
- Nonprofit organization
- May collect dues and donations which are not tax-deductible.
- Amounts paid for political campaign activities or lobbying, are not deductible.
- May engage in political campaign intervention activities.

Read more at www.irs.gov/ezo
FOCIS Governance Structure & Roster (current)

**2021-2022 FOCIS Board of Directors**

- **President:** Mark Anderson, 2-year Term
- **President-Elect:** Megan Sykes, 2-year Term
- **Secretary/Treasurer:** Jonathan Maltzman, 3-year Term
- **Past President:** Maria-Grazia Roncarolo, 2-year Term
- **FCE Chair:** Megan Lovings
- **Multinational FCE Chair:** Olivier Boyer
- **Education Chair:** Ignacio Anegon
- **Membership Chair:** Betty Diamond
- **Scientific Program Chair:** Jane Grogan
- **At Large Director:** Robert Balderas
- **At Large Director:** Jeff Bluestone
- **At Large Director:** Jane Buckner
- **At Large Director:** Terri Laufer
- **At Large Director:** Leonie Taams
- **Ad Hoc Director:** Larry Turka
- **Ad Hoc Director:** Elaine Reed
- **Ad Hoc Director:** John Wherry
- **Compliance Officer:** Jordan Pober

**FOCIS Staff**
- Executive Director: Caley Mutrie
- Consulting Director: Betsy Smith
- Program Director: Melinda Waite
- Meetings Manager: Rachel Witte
- Programming Manager: Isaiah Perez
- Membership & Marketing Manager: Amanda Schellinger
- Meetings Manager: Amara Schellinger

**FOCIS Governance Structure**

- **Election of Board of Directors:**
  - Nomination Committee selects candidates for President-Elect (two-year term) and Secretary-Treasurer (three-year term, renewable max. 3 times); elected by SC

**FOCIS Steering Committee**

- Ad Hoc Directors appointed by President, 2-year term, eligible for reappointment
- Appointed, non-voting, term not limited

**FOCIS Staff**

- President appoints chairs; ratified by SC, 2-year terms, renewable max. 3 terms

**FOCIS Nominating Committee**

- Selects candidates for President-Elect (two-year term) and Secretary-Treasurer (three-year term, renewable max. 3 times); elected by SC

**FOCIS Committees**

- Compliance Officer: Jordan Pober
- Ad Hoc Director: Larry Turka
- Ad Hoc Director: Elaine Reed
- Ad Hoc Director: John Wherry
- At Large Director: Robert Balderas
- At Large Director: Jeff Bluestone
- At Large Director: Jane Buckner
- At Large Director: Terri Laufer
- At Large Director: Leonie Taams

**FOCIS Focus**

- Strategy & Oversight:
  - Governs according to articles of incorporation, bylaws, policy and prevailing legal and other guidance
  - Ensures fiduciary responsibility and oversight
  - Maintains focus on mission, vision and strategic plan
  - Supports leadership development of committee, board members and FOCIS members
  - Establishes and communicates committee charges that support mission and organizational goals

- Board of Directors:
  - Board president appoints committee chairs
  - Chair oversees and facilitates the activities of the committee
  - Chair recommends committee members for presidential approval
  - Committees work with the board and staff to execute mission, vision and strategies goals which align with committee functions

- Committees:
  - Board president appoints committee chairs
  - Chair oversees and facilitates the activities of the committee
  - Chair recommends committee members for presidential approval
  - Committees work with the board and staff to execute mission, vision and strategies goals which align with committee functions

- Staff:
  - Executes the mission, vision and strategic plan of the Board
  - Handles day to day proactive management of the organization
  - Works with committees to support communications and committee goals
ROLE: The President

- Partners with the executive director and the board to provide long-term strategic guidance
- Chairs and facilitates board meetings
- Promotes positive organizational culture
- Supports the executive director
- Ensures executive director / AMC services evaluation

ROLE: The Board

- Governs in a manner consistent with organization's mission, bylaws and other governing documents, and goals identified in strategic plan
- Understands the needs, wants and values of the broader membership
- Provides oversight and ensures effective organizational planning and adequate resources (structure, funds, time, volunteers, staff, technology, etc.)
- Ensures legal and ethical integrity and maintains accountability
- Determines, monitors and enhances programs, products and services
- Partners with staff to communicate, assess and measure progress
- Comes prepared to meetings and fully participates
- Respects all opinions
- Supports board decisions
ROLE:
The Executive Committee

Executive committee consists of the president, president-elect, past-president, and secretary/treasurer, supported by the executive director.

Executive committee is empowered to act between board meetings on behalf of, but is accountable and reports to, the full board in a timely and transparent manner. Actions and discussions are regularly reported at board meetings.

Serves as FOCIS Development Committee, along with FOCIS Development Chair

ROLE:
The Executive Director

Is responsible for day-to-day management of the organization

Is a trusted partner with the board

Positions board for success

Advises and consults with the president and board

Develops and implements budgets and business plans

Oversees staff and ensures the right staff structure is in place

Ensures good governance

Develops and implements operating policies, procedures and internal controls

Represents the organization
**ROLE:**

- Informs and implements board decisions
- Is a trusted partner with the board, committees, volunteer leaders
- Provides organizational continuity
- **Supports leadership and volunteers**
- Communicates and is accountable to the board
- Routinely assesses progress on initiatives designed to advance the strategic plan
- Implements programs and services offered to members
- Develops and regularly distributes financial statements
- Routinely assesses membership needs

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**Board Member Legal Duties/Governance**

- **Duty of Care**
  - The Duty of Care requires members to use reasonable care and good judgment in making their decisions on behalf of the organization.
  - Commonly referred to as “duty of care that an ordinary prudent person would exercise in a like position and under similar circumstances”
  - Be a good steward of the organization and funds.

- **Duty of Loyalty**

- **Duty of Ethical Behavior**
Board Member Legal Duties/Governance

Duty of Care

Duty of Loyalty

• The Duty of Loyalty requires leaders to be faithful to the organization, avoiding conflicts of interest.
• Board members should never use information obtained as a member for personal gain and must act in the best interest of the organization.
• Support board decisions publicly

Duty of Ethical Behavior

• The Duty of Ethical Behavior requires leaders to comply with governing documents (for example, articles of incorporation, bylaws, code of ethics, board policies, etc.).
• Be faithful to the Federation’s vision, mission and goals.
FOCIS Insurance for Board Members

Insurance Program

FOCIS maintains insurance to protect our organization.

Directors and Officers Liability Insurance (D&O) that protects leaders against allegations of wrongdoing related to the performance of their duties on behalf of the organization.

General Liability Insurance (GL) that protects the organization against claims involving bodily injury or property damage. For most nonprofit organizations, GL coverage is largely related to the use and occupancy of space. Examples of spaces covered include an organization’s offices and hotels or convention centers used to host meetings.

FOCIS Financial Responsibilities

- Review financial reports and ask clarifying questions:
  - Statement of Financial Position (Balance Sheet)
  - Statement of Activities (Income Statement/Profit & Loss Statement)
  - Audit
  - IRS Form 990
  - FY budget
  - Investments & Reserves
Board Meeting: Consent Agenda

Using a consent agenda is a board meeting efficiency best practice that groups the routine business and reports into one agenda item. The consent agenda can be approved in one action during a Board meeting, rather than filing motions on each item separately.

What kinds of items should be included on a Consent Agenda?
- Minutes of the last meeting
- Committee reports (action items from those reports should have been extracted for inclusion on the regular agenda)
- Any other non-controversial “information only” items

Board Meetings and a Motion

- During a meeting, motions are statements that describe a proposed action or decision.
- Typically, the motion-making process begins with a chair requesting a motion or a member proposing on: “Would someone like to make a motion?” or “I move that…”, and another member chooses to second: “I second”.
- Once the group has a chance to discuss the motion, the board votes on the motion.
Leadership Resources

FOCIS and Association Acumen

Association Acumen (an AMC)

- An association management company (AMC) offers various levels of management and support on a contract basis.
- Association Acumen is an accredited AMC, a designation less than 16% of AMCs have attained.
- FOCIS contracts with Association Acumen for full management services and scope of services, including:
  - Office Facilities
  - General Management
  - Board, Committee, FCEs and Educational Program Coordination
  - Annual Meeting Management
  - Financial Management and Resource Development (Non-dues revenue streams, investments, fundraising, etc.)
  - Membership Management
FOCIS Executive Staff

Caley Mutrie, CAE, IOM
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Amanda Schellinger
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Menomonee Falls, WI 53051

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Thank You

We look forward to your participation and leadership on the FOCIS Board of Directors.

Questions or comments?

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Federation of Clinical Immunology Societies

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