



## **The National Council on Interpreting in Health Care Call for Nominations for Open Board Positions**

The National Council on Interpreting in Health Care (NCIHC) is opening nominations for the following Board positions for the term from **April 29, 2022 to the first day of the Annual Membership Meeting of 2024, date to be determined.**

- President
- Treasurer
- Director (4 positions)

Any individual member in good standing as an individual member of the NCIHC may run for a position on the Board, but the President/Vice-President must have had previous NCIHC board experience. All nominees must have been a member of the NCIHC for a minimum of three-months prior to the Call for Nominations to be eligible to be a candidate for any board position. You may nominate yourself or someone else for each position to be filled. If you nominate someone else, prior to submission of the nomination that individual must agree to the nomination and to serve for a term of two years. Nominations must be submitted on the attached Nomination Form and **must be received by 5:00 p.m. Central Standard Time on December 17, 2021.**

Nomination forms may be found online and submitted by email. To submit a nomination, download and send your completed nomination forms to [elections@ncihc.org](mailto:elections@ncihc.org). You may scan the document if needed.

Following is a description of each Board position and the responsibilities each entail. In addition to the duties listed below, all members of the Board are expected to attend the monthly Board meetings. Board members are also frequently asked by email for input on decisions affecting the entire organization and for contributions to committees, working papers, or other projects.

**Election results will be announced by April 14, 2022. All candidates elected to office will be installed at the Annual Membership Meeting (AMM) and are expected to attend.** For more information about the current work of the Council, please consult the NCIHC website at [www.ncihc.org](http://www.ncihc.org).

## **General Principles**

Article III. Section 8 of the bylaws of the **National Council on Interpreting in Health Care** indicates the following general principles with regard to elections of board members:

- All Board candidates **must be current members** of NCIHC.
- Candidates for the position of President and Vice President must have previously served on the NCIHC Board.
- All candidates must have been individual members of the NCIHC at least three months prior to the Call for Nominations. A member may not nominate more than one candidate for each position to be filled.
- If one or more offices have no qualified candidates, a Special Board Meeting will be held to determine the appropriate course of action.
- No names can be added to the official ballot after the official close of Nominations.
- Write-in candidates are permitted on the ballot for each position open and are subject to the same quorum number of votes for nominees.
- Members entitled to vote shall be those members in good standing.
- Voting may be by written or electronic ballot or any other means authorized by law.
- Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.
- Cumulative voting is prohibited.
- Vote by proxy is not allowed.
- The affirmative vote of a majority of the members entitled to vote and voting on any matter shall be the act of the members.
- Each Member shall have the right to vote for as many nominees as there are vacancies on the Board of directors.
- In case of a tie, a runoff election will be held.

Please note:

***The NCIHC is a working board. As such, all Board members are de facto staff of the NCIHC. All Board members attend a monthly board meeting, and also participate in other NCIHC activities such as committees, work groups, and/or other projects. The amount of time each Board member dedicates to the NCIHC will vary, but it should not be minimized either. As a result, individuals wishing to run for the Board should consider their ability to devote time to the Council.***

***Because our work is carried out “virtually,” Board members must have access to, and be adept at utilizing, electronic means of communication. While most of the work is conducted during traditional business hours, meetings may also occur during the evenings and on weekends. Online communications can occur at any time, 24/7.***

## **Position Descriptions**

### **President.**

The President presides at all Board and Executive Committee meetings and exercises and performs such powers and duties as from time to time may be assigned to the President by the Board as indicated by the bylaws. The President shall serve as *ex-officio* member of all committees and call any special meetings as necessary. The President, or designee, will act as spokesperson for the organization and will periodically consult with the board members to assess his/her role and help assess his/her performance, as well as to assess the overall functioning of the board. The President shall, in addition, be the general manager and Chief Executive Officer of this Corporation and shall have the powers and duties and shall have, subject to the control of the Board and/or Executive Committee as appropriate, of general supervision, direction and control of the business and affairs of the Corporation.

### **Treasurer.**

The Treasurer shall be a Member of the Executive Committee, and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account(s). The Treasurer shall record all monies received and paid in the name and to the credit. The Treasurer shall be responsible for other valuables that pertain to the fiscal well-being of NCIHC. The Treasurer shall maintain an electronic accounting system that is accessible to the President and Vice-President at all times for an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall have all of the powers and perform all the duties incident to the office of Treasurer, including the filing of annual state and federal taxes, annual updates with the Secretary of State of California pertaining to the NCIHC's non-profit status, and any other fiduciary actions deemed necessary under the oversight of the Board and with the guidance of the Finance Committee. The Treasurer shall serve as a member but may not serve as the Chair or the Vice Chair of the Finance Committee.

### **Directors.**

Directors perform the duties of a Board Member, including duties as a Member of any committee of the Board upon which the Board Member may serve, in good faith, in a manner such Board Member believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Board Member, a Board Member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(A) One or more officers or designees of this Corporation whom the Board Member believes to be reliable and competent in the matters presented;

(B) Counsel, independent accountants, or other persons as to matters which the Board Member believes to be within such person's professional or expert competence; or

(C) A committee of the Board upon which the Board Member does not serve, as to matters within its designated authority, which committee the Board Member believes to merit confidence, so long as, in any such case, the Board Member acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.