



EARTHQUAKE ENGINEERING RESEARCH INSTITUTE

499 14th Street, Suite 220, Oakland, California USA 94612

www.eeri.org | eeri@eeri.org | 510-451-0905

EERI Board Member Roles and Responsibilities

Version: May 27, 2021

General Board Composition, Characteristics, and Member Criteria

The Nominating Committee seeks demographic diversity, geographic diversity, employment sector, and disciplinary diversity in the EERI Board each year. In addition, Board Members must possess the desired qualities of a Board member, described below under Desired Qualities for Each Board Member.

Eligibility

EERI Regular Members, Young Professional Members, Retired Members, Subscribing Members Representatives, and Honorary Members in good standing are eligible to hold office.

Desired Qualities for Each Board Member

The list of desired director qualities was drawn from existing documentation used by past Nominating Committees since 2015. All of these qualities are desired for each board member.

1. In depth knowledge of EERI, including its history and programs, especially Learning From Earthquakes.
2. A multidisciplinary perspective reflecting the mission and membership of the Institute.
3. Knowledge of the broader community, including experience engaging with colleagues in both academia and practice, interacting with various technical disciplines, supporting U.S. federal, state, regional, or local agency activities, or collaborating with international colleagues and dealing with international issues.
4. Leadership experience, such as decision making and management responsibilities and strategic planning.
5. Sound communication and interpersonal skills.
6. Recognized or emerging leader in the field.
7. A strong commitment to EERI as demonstrated in such ways as meeting attendance, service on committees, and involvement in institute activities, such as LFE reconnaissance.
8. Possessing a vision of EERI that is likely to help advance the goals of the Institute.
9. A work situation which permits meeting the demands of Board activities and responsibilities.
10. Provides a strength that fits the strategic plans of the Board for the coming terms.
11. Contributes to diversity of the Board.

Desired Characteristics for 2022 Elected Board Members

While all eligible members are welcome to submit a Board of Director application, eligible members who fit the following criteria are especially desired in this cycle to maintain the diversity of the Board as a whole.

1. Are located in the Central US or Midwest (including Utah)

2. Represent a non-engineering discipline, especially the Earth Sciences (e.g. Seismology and Geology), Architecture, Planning, Social Science, Public Health, Risk Analysis, Lifelines, and/or Public Policy.
3. Work in government (State, Regional, or Local)
4. Would enhance the racial diversity of the Board
5. Would enhance the Board's perspective on international issues
6. Lives in the Americas

In addition, all candidates must meet the 11 desired Board member qualities listed in the section above.

Board Member Roles & Responsibilities

Serving on the EERI Board of Directors is both a privilege and responsibility. The EERI Board of Directors is the central decision making body for the organization. It has ultimate responsibility and accountability for the organization's actions. The Board represents the interests of the membership and provides guidance and direction so that EERI can fulfill its mission and reflect its core values, while maintaining accountability and fulfilling its responsibilities to the community, its members, and government. The Board must ensure that EERI uses its funds efficiently and in pursuit of its mission. The Board must ensure that EERI not only does things right (legal obligation), but also does the right things (ethical obligation to its membership and its mission/purpose).

Time Commitment

In addition to fulfilling their legal obligations, each Director is expected to follow through on their commitment to EERI with their time and attention. The term of service for elected Directors is two consecutive two-year terms at the mutual agreement of the Board member and President. The President-Elect serves the Institute for a term of four years as follows: one year as President-Elect, two years as President, and one year as Past-President.

Specifically, each Board member is expected to conduct the following activities. These may take several hours each month.

- Attend and actively participate in in-person board meetings each year where the business of the Institute is conducted. In advance of these meetings, they are expected to prepare by carefully reading the board packet provided by the Executive Director in advance of the meeting. Though EERI will utilize current communication technology to facilitate remote attendance in necessary cases, it is distinctly preferred that Directors do their best to attend the majority of Board meetings in person.
- Volunteer to serve on various working groups or subcommittees of the Board to complete Board tasks or other strategic Institute initiatives.
- Serve as liaison to a few EERI committees. In this role, they are asked to join committee meetings, then report on committee progress or bring committee concerns to the Board.
- Serve as liaison to several subscribing member firms. In this role they are asked to contact them several times per year to share EERI news and get feedback.
- Attend EERI Annual Meetings and serve as an ambassador of the Institute. Regularly interface and engage members throughout the year during the course of their regular professional interactions.

- Familiarize themselves with typical issues facing nonprofit organizations and the means to address those issues. A good resource is the National Council of Nonprofits website:
<https://www.councilofnonprofits.org/tools-resources/board-roles-and-responsibilities>.

The EERI Board holds four in-person meetings annually, typically quarterly with one of the four meetings occurring on the day prior to the EERI Annual Meeting. Most typical months include March, June, September, and December. Board meetings are typically held at EERI's headquarters in Oakland, CA with one held at the location of the Annual Meeting.

In addition to the Board's responsibilities as a governing body, individual board members are bound by their fiduciary obligations, specifically, the duties of care, loyalty, and obedience. A fiduciary is someone who acts on behalf of another based on an expectation of trust. The privileges and responsibilities of a Director are the same, regardless of whether one is an elected or appointed Director.

Duty of Care

The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member has a duty to exercise reasonable care when they make a decision as a steward of EERI. To properly discharge this duty, Directors should:

- Attend Board meetings
- Actively participate
- Identify issues relevant to EERI
- Educate themselves so they are knowledgeable about issues relevant to EERI
- Ensure they have sufficient information to make sound decisions
- Weigh choices systematically before making decisions
- Provide strategic direction
- Oversee management

Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting EERI. This means that a Director must never use information or resources obtained as a member for personal gain, but rather must act in the best interests of EERI. This relates to EERI's conflict of interest policy, which must be adhered to and periodically reviewed. Properly discharging this duty allows Directors to manage conflicts effectively and efficiently.

Duty of Obedience

The duty of obedience requires that Directors familiarize with the relevant state and federal laws and regulations and ensure that EERI complies with all applicable federal, state, and local laws and regulations. To properly discharge this duty, Directors must ensure that the Board's decisions are consistent with the mission of the organization as a whole. In addition, Directors must have a deep understanding of EERI's operating documents (e.g., by-laws, rules, Board manual). Obedience also requires that the Board not act outside the scope of the organization's legal documents.

Ethics Code

Earthquake Engineering Research Institute will conduct its business honestly and ethically wherever operations are maintained. We strive to improve the quality of our services and operations and will maintain a reputation for honesty, fairness, respect, responsibility, integrity, trust, and sound judgment. Our Board and employees are expected to adhere to high standards of business and personal integrity as a representation of our Institute's practices.

We expect that officers, directors, and employees will not knowingly misrepresent EERI and will not speak on behalf of EERI unless specifically authorized.

Violation of the Ethics Code can result in discipline, up to and including termination of employment or termination of appointed/elected Board position. The degree of discipline imposed may be influenced by the existence of voluntary disclosure of any ethical violation and whether or not the violator cooperated in any subsequent investigation.

Conflict of Interest Policy

Originally adopted by the Board of Directors on 12-5-98; then updated on June 10, 2003; and now updated per the date of this document.

EERI affiliates who are in responsible charge of EERI activities (staff, Board of Directors, committee chairs, committee members, and contractors involved in decisions that result in financial remuneration) should not benefit financially in an unfair way, influence unfairly the outcome of a decision-making process, or take action that gives the appearance of financial advantage for themselves or for business and family associates. Business associates include employers, employees, partners, clients, and companies that the EERI affiliate has invested in. Family associates include spouses, significant others, parents, siblings, and offspring. EERI will avoid occasions in which there are real or apparent, unfair financial benefits accruing to the affiliate and his/her business and family associates.

When the Institute is responsible for allocating funds for projects, travel, honoraria, and other activities, written and publicly available criteria for selecting recipients will be prepared before applications are evaluated. Those chosen to decide on recipients must be able to make objective, unbiased decisions without conflicts of interest regarding the choice of recipients. Each EERI member participating in Institute activities is encouraged to consider his/her potential for conflict of interest, and to discuss such potential before decisions affecting financial allocations are made. Members with a conflict of interest should acknowledge the conflict and abstain from both deliberations and the vote pertaining to relevant resolutions affecting financial allocations.

In circumstances in which a conflict of interest is unclear to staff or other EERI affiliate, a judgment regarding the potential conflict will be made by the EERI Board of Directors, for which a record will be available in the minutes of the Board of Directors meeting.

The Board will review its Conflict of Interest policy during the first meeting of each new year for the benefit of new Board members. The Institute's policy on Conflict of Interest will also be put on EERI's website so that it will be widely available for public review.