General Information for WADEM Board of Directors

1. Who may join the Board?
   - Any member who has been a member >2 years may be nominated or self-nominated to be included in the slate of nominees for Directorship.
   - A total of not less than nine (9), but not more than fifteen (15) at-large Directors will be elected by the WADEM regular membership. The remaining six (6) positions on the Board of Directors shall be filled by individuals from six geographic regions designated by the Board prior to the election. These regions are intended to correspond to the WHO Regional office or other organizational regions allied with the WADEM. Candidates for each of these positions must reside in the respective region they represent. The election of these candidates will be limited to those members that reside in the respective region. Nominees representing a specified region may not simultaneously run for a member-at-large Board position.

2. How long is the term of office?
   - The term of office as a Director is two (2) years, beginning immediately following the biennial business meeting of the year of election (or the regular meeting following election by electronic ballot) and terminates at the end of the subsequent biennial business meeting.
   - A Director may serve a maximum of three (3) consecutive terms, after which they may not serve again for a period of at least four (4) years.
   - A Director may not hold a simultaneous position as an Officer of the organization.

3. How often are Board meetings held?
   - Meetings of the Board shall be held no less often than every ninety (90) days, and usually monthly by electronic conference communication. At least one meeting of the Board shall be held at the conclusion of the biennial regular meeting of the members, for purposes of organizing the Board, electing officers, and the transaction of other business.
Terms of References WADEM Board of Directors

Individual board members’ responsibilities:

1. Determine and periodically review the organization’s mission and purpose;
2. Appoint the Executive Officers of the Corporation;
3. Support the Executive Officers and review their performance;
4. Ensure effective organizational planning (Strategic Planning);
5. Establish policies and procedures;
6. Establish and monitor Committees, Task Forces, Sections, Chapters, Affiliations;
7. Ensure adequate resources (monitor finances, authorize an annual budget and all other financial transactions);
8. Act as designated Board representative on Committees, Working Groups, Task Forces, etc.
9. Approve all associations, partnerships, Chapters, and Sections;
10. Recruit new WADEM members;
11. Recruit new, potential Board members;
12. Enhance the organization’s public image;
13. Assess its own performance; and
14. Assure compliance with local, state, and federal laws and regulations.

Primary legal duties include the duties of care, loyalty, and obedience:

1. **Duty of Care**: Attend all board and committee meetings and actively participate in discussions and decision-making such as setting policies. Carefully read the material prepared for board and committee meetings prior to the meetings and note any questions they raise.
2. **Duty of Loyalty**: Act in the interest of the corporation; disclose any conflict of interest, real or possible.
3. **Duty of Obedience**: Ensure that the organization complies with applicable laws and regulations and its internal governance documents and policies.
Terms of Reference for the WADEM President

The President is elected by the Board for a term of two (2) years, and may be re-appointed for a successive term by the Board of Directors. The President may resign at any time by giving written notice to the Board of Directors. Subject to the supervisory powers as may be given by the Board of Directors to the Chair of the Board, and subject to the control of the Board of Directors, the President shall:

- Serve as the Chief Executive Officer of the Corporation and generally supervise, direct, and control the business and the officers of the Corporation;
- Preside at all meetings of the members;
- Have such other powers and duties as may be prescribed by the Board of Directors or the bylaws;
- Report to the Board on activities at each meeting of the Board or when urgent matters require Board attention;
- Authorize expenditure of funds or employment of staff, either directly, or through other executive officers.
- Supervise/evaluate performance of the WADEM staff;
- Coordinate activities of other officers;
- Represent the organization at various meetings, forums, etc.;
- Seek and promote partnerships;
- Enhance the organization’s public image; and
- Provide leadership for the organization.

Terms of Reference for the WADEM President-Elect

The President-Elect is elected by the Board of Directors to assume the office of President upon the termination of tenure of the current President. The President-Elect may resign at any time by giving written notice to the Board of Directors. The President-elect shall:

- In the absence or disability of the President, perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President;
- Have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Chair of the Board;
- Serve on the Partnerships Working Committee;
- Oversee and monitor activities of the Board Committees and Task Forces;
- Seek and promote partnerships;
- Enhance the organization’s public image; and
- Assume the role of President at the end of the President’s tenure.

**Terms of Reference for the WADEM Vice-President for Congresses**

The Vice-President for Congresses is elected by the Board for a term of two (2) years, and may be re-appointed for a successive term by the Board of Directors. The Vice-President for Congresses may resign at any time by giving written notice to the Board of Directors. Subject to the control of the Board of Directors, the Vice-President for Congresses shall:

- Serve as a member of the Executive Committee, participate in meetings of the Executive Committee, follow the directions of the President, and report directly to the President;
- Be responsible for all WADEM Regional and World Congresses and associated activities;
- Serve as the liaison between WADEM and the Local Congress Organizers;
- Serve as the primary interface between WADEM and the contracted Congress Organizer;
- Appoint and chair a Congress Working Group including the Chief Financial Officer and at least one other Director;
- Participate in negotiating contracts, identifying meeting sites, performing site visits;
- Together with the contracted Congress Organizer and the Local Congress Organizers, create appropriate Congress Scientific and Program Committees;
- Participate in the appointment of Scientific Abstract Reviewers;
- Submit regular reports to the Executive Committee;
- Enhance the organization’s public image; and
- Provide orientation and training to the in-coming Vice-President of Congresses.

**Terms of Reference for WADEM Vice-President for Communities of Practice**

The Vice-President for Communities of Practice is elected by the Board for a term of two (2) years, and may be re-appointed for a successive term by the Board of Directors. The Vice-President for Communities of Practice may resign at any time by giving written notice to the Board of Directors. Subject to the control of the Board of Directors, the Vice-President for Communities of Practice shall:

- Serve as a member of the Executive Committee, participate in meetings of
the Executive Committee, follow the directions of the President, and report
directly to the President;

- Be responsible for the recruitment, development, and support of all WADEM
  Chapters and Professional Interest Sections;
- Develop guidelines for the establishment and governance of Chapters and
  Sections;
- Develop an administrative process for the Board to approve new Chapters
  and Sections, and for the maintenance of the records required for WADEM to
  effectively manage these entities;
- Serve as the liaison between the Chapters and Sections and the Executive
  Committee;
- Represent the interests of the Chapters and Sections to the Board;
- Assure the activities of the Chapters and Sections are in line with WADEM’s
  Mission and Strategic Plan;
- Enhance the organization’s public image; and
- Report activities of the Chapters and Sections to the Executive Committee on
  a regular basis.

Terms of Reference for the WADEM Vice-President for Partnerships

The Vice-President for Partnerships is elected by the Board for a term of two (2) years,
and may be re-appointed for a successive term by the Board of Directors. The Vice-
President for Partnerships may resign at any time by giving written notice to the Board
of Directors. Subject to the election by control of the Board of Directors, the Vice-
President for Partnerships shall:

- Serve as a member of the Executive Committee, participate in meetings of
  the Executive Committee, follow the directions of the President, and report
directly to the President;
- Recruit/develop new relationships/partnerships with outside organizations;
- Establish and be responsible for maintaining relationships with outside
  organizations;
- Serve as the liaison between WADEM and other organizations;
- Develop partnerships with members of the Global Health Cluster
- Represent WADEM on Committees and Working Groups of other
  organizations;
- Integrate activities of other organizations with WADEM activities;
- Appoint and chair a Partnerships Working Committee including the
  President-Elect and at least one other Director;
- Enhance the organization’s public image; and
- Report activities to the Executive Committee on a regular basis.
Terms of Reference for the WADEM Executive Secretary

The Secretary is elected by the Board for a term of two (2) years, and may be re-appointed for a successive term by the Board of Directors. The Secretary may resign at any time by giving written notice to the Board of Directors. Subject to the election by and control of the Board of Directors, the Secretary shall:

- Serve as a member of the Executive Committee, participate in meetings of the Executive Committee, follow the directions of the President, and report directly to the President;
- Keep a book of minutes of all meetings and actions of Directors, Committees of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings;
- Keep, or cause to be kept, at the principal executive office, a record of the Corporation’s members, showing the names of all members, addresses, and the class of membership held by each;
- Give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws. He/she shall keep the seal of the Corporation in safe custody. He/she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws;
- Enhance the organization’s public image; and
- Develop appropriate forms and written materials for use by the WADEM Executive Committee and the Board.

Terms of Reference for the Chief Financial Officer

The Chief Financial Officer is elected by the Board for a term of two (2) years, and may be re-appointed for a successive term by the Board of Directors. The Chief Financial Officer may resign at any time by giving written notice to the Board of Directors. Subject to the election by and control of the Board of Directors, the Chief Financial Officer shall:

- Serve as a member of the Executive Committee, participate in meetings of the Executive Committee, follow the directions of the President, and report directly to the President;
Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements;

Deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors;

Disburse the funds of the Corporation as may be ordered by the Board of Directors;

Develop an annual budget and present it to the Executive Committee and the Board of Directors by 1 February of each year.

Render to the President and Directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws;

 Participate in all contract negotiations;

Serve as a member of the Congress Working Group;

Serve as the financial liaison between the contracted Congress Management organization, the Local Organizing Committee, and the WADEM;

If required by the Board of Directors, give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his/her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement, or removal from office;

Provide orientation and training to the in-coming Chief Financial Officer;

Enhance the organization’s public image; and

Report the financial status of the organization to the Executive Committee on a regular basis.

Terms of Reference for the PDM Editor

The PDM Editor is elected by the Board for an indefinite period of time. The PDM Editor may resign at any time by giving written notice to the Board of Directors. Subject to the control of the Board of Directors, the Editor shall:

Serve as a member of the Executive Committee, participate in meetings of the Executive Committee, follow the directions of the President, and report
directly to the President;

▪ Be responsible for the content of the journal *Prehospital and Disaster Medicine*;

▪ Participate in all arrangements/negotiations/contracts with the publisher, including establishing and maintaining relationships with the publisher;

▪ Be responsible for selecting, supervising, and evaluating the performance of the staff of the Editorial Office;

▪ With the approval of the Board of Directors, select members and assign the duties of the Editorial Board, serve as Chair of the Editorial Board, and abide by the directions and policies as set by the Editorial Board;

▪ Enhance the organization’s public image; and

▪ Provide an annual report to the Executive Committee and the Board of Directors.

**Terms of Reference for Chair of the Board**

The Chair of the Board is a member of the Board elected by the Board of Directors for a term of two (2) years, and may be re-appointed for successive terms by the Board of Directors. The Chair of the Board may resign at any time by giving written notice to the Board of Directors. Subject to the election by and control of the Board of Directors, the Chair of the Board shall:

▪ Preside at all Board meetings;

▪ Set the agenda for all Board meetings

▪ Assure that strategic direction is consistent with the bylaws and is clearly developed and communicated to all officers of the organization and all members;

▪ Maintain regular communication with the appointed officers of the organization;

▪ Facilitate communication within the organization;

▪ Enhance the organization’s public image; and

▪ Provide leadership for the Board of Directors.

*The Officer and Director Terms of Reference were formally adopted by the Board of Directors on 10 September 2014.*