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Society of Environmental Toxicology and Chemistry

SETAC BOARD PROCEDURES

Board Composition, Nominations, Responsibilities, and Officer Roles

Contents

1 PURPOSE

This document defines the composition, nomination and election processes, responsibilities, and functional roles of the SETAC Board of Directors to ensure effective, transparent, and legally compliant governance of the Society.

2 DEFINITIONS AND ACRONYMS

Board: The SETAC Board of Directors, the primary governing body of the Society.
Director: An individual elected to serve as a voting member of the SETAC Board of Directors.
D&O Insurance: Directors and Officers Liability Insurance that protects Board members from personal liability when acting in good faith on behalf of the organization.
Executive Committee: A subset of the Board, chaired by the President, that shall advise the President and Executive Director on board agenda priorities and may act on behalf of the Board between meetings as authorized by the board.
GED (Global Executive Director): The chief executive officer of SETAC, responsible for daily management of the organization and serving as the non-voting Secretary of the Board.
Governance Committee: The Board-appointed committee responsible for recruitment, evaluation, and nomination of candidates for Board service.
GU (Geographic Unit): A regional component of SETAC, governed by its own Board or Council but aligned with the global mission and strategy of SETAC.
Immediate Past President: The most recent former President of the SETAC Board, who continues to support continuity in governance.
Non-contested Position: A Board position for which only one candidate is nominated.
Contested Position: A Board position for which more than one candidate is nominated.
Quorum: The minimum number of voting Board members required to be present to conduct official business.
SETAC: Society of Environmental Toxicology and Chemistry.
The Society: The Society of Environmental Toxicology and Chemistry.

3 COMPOSITION OF THE BOARD OF DIRECTORS

3.1 Board Size and Structure

The SETAC Board of Directors shall be composed of nine (9) to twelve (12) voting members. The Global Executive Director shall serve as the non-voting Secretary of the Board.

3.2 Governance Model Transition

Upon implementation of the SETAC Restated Bylaws on 1 January 2026, the Board shall transition from a representation-based model to a competency-based composition model. The Board shall be composed of nine (9) to twelve (12) voting members serving staggered terms in accordance with an approved transition scheme.

3.3 Future Board Size Evaluation

The Board shall conduct a formal evaluation of its performance in 2028 and shall determine the desired number of Board members for 2031 and beyond. The transition scheme shall be adjusted accordingly.

3.4 Service Restrictions

Board members shall not serve concurrently as voting members on any Geographic Unit (GU) Board or Council.

3.5 Primary Candidate Source

Board members shall be primarily sourced from former GU Board and Council members in order to foster strong and effective liaison relationships.

3.6 Board Competencies

The Board, as a collective body, shall possess competencies that support the SETAC strategic plan, including but not limited to:

- Association governance
- Group leadership
- Strategic planning
- Program assessment
- Fundraising and resource development
- Financial literacy and oversight
- Recruitment and retention
- Technology and innovation
- Global collaboration and cultural awareness

3.7 Diversity Commitment

The Board shall strive to reflect diversity in geography, sector, gender, discipline, career level, and lived experience consistent with the diversity of SETAC membership.

3.8 Terms of Office

Directors shall serve a three (3) year term and may serve a maximum of two (2) consecutive terms. Directors seeking a second term must reapply and follow standard nomination and election procedures.

4 NOMINATIONS AND ELECTIONS

4.1 Governance Committee

The Board shall appoint a Governance Committee responsible for recruiting, evaluating, and nominating candidates in accordance with Board-approved procedures.

4.2 *Development of Slate*

The slate of nominees shall be developed to ensure that, if elected, the Board satisfies competency, diversity, and governance needs.

4.3 *Types of Slates*

The election slate may include:

- Non-contested positions (one candidate per vacancy)
- Contested positions (more than one candidate per vacancy)
- A combination of both

4.4 *Board Approval*

The Board must approve the final slate prior to its submission to the membership for voting.

4.5 *Voting Eligibility*

All full members of SETAC shall be eligible to vote in Board elections.

4.6 *Election Outcomes*

a. A candidate for a non-contested position shall be elected by simple majority of votes cast.
b. For contested positions, the candidate receiving the highest number of votes shall be elected.
c. If 20% or more of ballots reject any non-contested candidate, the Governance Committee shall present a revised slate for a new vote.

5 FIDUCIARY DUTIES OF DIRECTORS

The Board has three primary fiduciary duties under U.S. nonprofit law:

5.1 *Duty of Care*

Directors shall act with reasonable diligence and prudence in overseeing SETAC's operations and assets.

5.2 *Duty of Loyalty*

Directors shall act in the best interests of SETAC, disclosing conflicts of interest and recusing themselves when necessary.

5.3 *Duty of Obedience*

Directors shall ensure compliance with all applicable laws and adherence to SETAC's governing documents, mission, and policies.

5.4 *Liability and Protection*

SETAC maintains Directors and Officers (D&O) insurance for Board members acting in good faith. Willful misconduct or gross negligence is not covered.

6 OPERATIONAL RESPONSIBILITIES

The Board shall:

- Advance SETAC's mission and uphold its vision
- Oversee organizational performance and strategy execution
- Appoint, evaluate, and support the Global Executive Director
- Approve operational plans, annual budgets, and financial reports
- Retain independent auditors and review audit results
- Ensure compliance with nonprofit and regulatory requirements

- Establish or dissolve Committees and Interest Groups
- Speak with one unified voice once Board decisions are made

7 ETHICAL RESPONSIBILITIES

Directors shall:

- Adhere to SETAC's Code of Ethics and Code of Conduct
- Maintain confidentiality
- Disclose conflicts of interest
- Avoid discrimination, bias, and harassment
- Safeguard SETAC's reputation and legal standing

8 LOGISTICAL AND PERSONAL COMMITMENTS

Directors are expected to:

- Attend monthly Board meetings (typically 1.5–2 hours)
- Attend at least one SETAC Annual Meeting per annum (virtual or in person)
- Prepare for and participate actively in meetings
- Carry out assignments in a timely and professional manner

9 FUNCTIONAL ROLES AND DUTIES

9.1 President

- Provides overall leadership to SETAC
- Chairs Board and Executive Committee meetings
- Ensures quorum to make valid decisions
- Appoints committee chairs and GU liaisons
- May establish ad hoc committees

9.2 Vice President

- Supports the President
- Coordinates strategic and annual planning
- Serves on the Finance Committee

9.3 Immediate Past President

- Supports governance continuity
- Coordinates the Global Executive Director performance review
- Chairs the Governance Committee
- Coordinates officer elections

9.4 Treasurer

- Oversees financial health
- Chairs the Finance Committee
- Oversees annual audit activities

9.5 Secretary (Global Executive Director)

- Supports Board operations
- Prepares meeting materials and agenda support
- Records minutes and maintains Board records
- Tracks action items and compliance

9.6 GU Liaison

- Participates (non-voting) in GU governance meetings
- Conveys GU perspectives to the SETAC Board and vice versa
- Ensures alignment with SETAC strategy and policies

9.7 Committee Chairs / Liaisons

- Lead and coordinate committee work
- Submit reports and recommendations to the Board
- Ensure committee compliance with Board directives

10 Executive Committee

10.1 Composition

The Executive Committee is composed of the following Board officers:

- President
- Vice President
- Immediate Past President
- Treasurer
- Secretary

10.2 Appointment and Authority

Members of the Executive Committee are appointed by the Board.
The Executive Committee may only exercise powers specifically delegated to it by the Board and shall not supersede the authority of the full Board of Directors.

10.3 Duties

The Executive Committee is responsible for:

- Making urgent or routine decisions when the full Board is unable to convene in a timely manner
- Handling selected day-to-day oversight matters as authorized by the Board
- Supporting and supervising the Global Executive Director
- Preparing recommendations and proposals for consideration by the full Board
- Acting as a liaison between staff and the Board, when necessary

All actions of the Executive Committee shall be reported to the full Board at its next scheduled meeting.

11 Global Executive Director

11.1 Appointment and Authority

The Global Executive Director is appointed by and reports to the Board.
The Global Executive Director manages the daily affairs of the Society and shall operate only under powers and authorities delegated by the Board.

11.2 Duties

The Global Executive Director is responsible for:

- Managing the daily operations and programs of SETAC
- Implementing decisions made by the Board or the Executive Committee
- Supervising project teams comprising staff and volunteers
- Managing budgeting, financial administration, and reporting functions
- Representing SETAC to external stakeholders

- Ensuring compliance with all applicable legal and regulatory requirements
- Developing strategies and operational plans to support Society goals
- Serving as Secretary to the Board of Directors

11.3 Contracting Authority

The Global Executive Director is authorized to enter into contracts on behalf of SETAC, subject to:
- The limits established in the approved annual plan and budget, and
- The financial and contracting policies approved by the Board of Directors.

Any contracts exceeding these limits shall require prior Board approval.

12 Review and Revision

These Procedures shall be reviewed every 3 years, or as needed, to ensure continued relevance and alignment with SETAC's mission and organizational structure. Revisions shall be approved by the Board.

13 Document Control

Version	Date	Description	Adopted	Ratified	Next scheduled review
1.0	22 January 2026	Initial release	SBM 2026-01	SBM2026-02	2028