HRA Board of Directors
January 2022

OVERVIEW OF HRA

HRA brings together nonprofit, non-governmental funders of biomedical research and training through our core values:

- Impact: We enable individual organizations and the research community collectively to enhance the effectiveness of biomedical research.
- Collaborate: We communicate; share information, experiences, and best practices; and work together to achieve our shared goals.
- Innovate: We identify, aggregate, and share valuable resources or foster innovative approaches, when needed, to address challenges in biomedical research.

HRA was incorporated in 2005. The bylaws were written in 2006 and amended most recently in 2021. There are over 90 member organizations.

BASIC RESPONSIBILITIES OF THE HRA BOARD OF DIRECTORS:

Governance:
- Attend meetings of the Board of Directors by video (and in person if possible). As per HRA's bylaws *"any Director who fails to attend two (2) consecutive regular meetings during a twelve (12) month period shall become eligible for removal by a majority vote of the Directors then in office… the Board may consider, in its sole discretion and for good cause shown, whether there was reasonable cause for the absences."*
- Elect Directors and Officers and fill vacancies as they occur
- Serve on board and other committees as needed
- Hire, support, and review the performance of the Executive Director (the Executive Committee minus the Executive Director serves as the compensation committee)
- Monitor the financial performance of the organization by reviewing reports from the HRA Finance Committee
- Upon recommendation of the Finance Committee, approve the annual budget for operating and capital expenses
- Upon recommendation of the Finance Committee, review and approve the annual audit and form 990
- Annually review HRA policies and procedures and insure, to the degree possible, that HRA operates free of conflict of interest and/or fraud
- Annually review the report by the Strategic Plan Evaluation Committee noting progress toward goals in the Strategic Plan

Programmatic issues:
- Ensure Director's own organization participates in HRA's initiatives (listserv, HRA Analyzer, HRA Open, ORCID Consortium, Members Meetings) and working groups
- Review the activities of HRA's working groups
- Review the progress of key HRA initiatives (HRA Analyzer, HRA Open, ORCID Consortium)
- Review the Program Committee's plans for HRA Members' Meetings
- Advise the Executive Director on programmatic issues and new projects as needed (example: Handzin Collaboration platform)

The officers are:
- Chair
- Vice-Chair (chair-elect)
- Immediate Past Chair
- Secretary
- Treasurer
- Executive Director

Size:

The current size of the Board is 15. The bylaws state that the number of Directors shall not be less than 3 nor more than 15, and the Executive Director shall not be counted for purposes of this limitation.

Board Committees

All members of board committee members must be members of the Board of Directors.
- Executive: Consists of all of the officers plus at least one "at large" board member who is not an officer. The Executive Committee minus the Executive Director functions as the compensation committee of the Board.
- Finance: May include up to two financial experts who are not members of the Board but who are staff or consultants of an HRA member organization. The Finance Committee functions as the audit committee.
- Nominating: Which prepares a slate of directors and officers for approval by the board during elections at the annual meeting.

Non-Board Committees

In addition to the governance committees, there are committees made up of both board and non-board members. These include:
- Membership Committee, which makes decisions on whether applicant organizations meet membership eligibility requirements
- Strategic Plan Evaluation Committee, that annually reports on progress toward goals and makes recommendations to the Board for modifications to the plan.
- Other ad hoc committees such as a Members Meeting Task Force have been formed in the past, and may be necessary in the future.

Board Meetings

There are five meetings by conference call and two in person at Members' Meetings. The Annual Meeting is held by conference call in December. Meeting materials are sent out approximately a week in advance.

Board and Committee Meeting Procedures

Robert's Rules are to be used as *guidelines* for how all meetings of the Board of Directors and Board Committee meetings are conducted. With respect to voting procedures, Robert's Rules do NOT state that members abstain from voting to approve minutes if they were absent at the meeting. Board members are required to consider priorities and rules for governing the organization and make commitments on behalf of all the members. Thus, they have the responsibility to participate in a

vote even when they have not participated in certain discussions. It is also not appropriate to ask for abstentions or to record them unless (1) recording the number of abstentions clarifies that a quorum was present or (2) there was a clear conflict that warrants documentation. An abstention is simply a decision not to vote. It is not an expression of any other action.

Key Documents

The following key documents will be provided to Board members via a Dropbox link:
- Bylaws
- Articles of incorporation
- Policies and procedures
- Strategic plan from 2021 and associated Implementation Plan
- Form 990
- Audit Report
- Board members' contact info
- List of Board committees and rosters

Staff

HRA has the following staff members:
- Maryrose Franko, Executive Director
- Annette Huetter, Director of Operations

HRA contracts with the firm MP Company for audit and tax preparation. The Finance Committee recommends the audit/tax prep firm to the full Board and the Board is responsible for approving the selection. HRA also contracts with Snyder Cohn to provide bookkeeping and more in-depth financial services.

Finances

- The principal source of HRA revenue is membership dues, followed by additional member contributions for specific projects.
- The principal expense is salary expense, followed by the expenses associated with the HRA Analyzer database and expenses associated with Members' Meetings