

SECTION 4

ADMINISTRATION

NUMBER 4.1: DUTIES OF THE PRESIDENT, THE PRESIDENT-ELECT, AND THE IMMEDIATE PAST PRESIDENT

REVISION DATES: FALL 2024; WINTER 2015; FALL 2025

POLICY

As specified in the Constitution, the President shall be the Chair of the Board, and perform all duties required by law, the Constitution, and Bylaws of INFORMS, as well as those specified by the Board.

The President shall normally serve on the Board for three years, including one year as President-Elect, one year as President, and one year as Immediate Past President. The President is not eligible to serve two successive terms.

The President-Elect shall assist the President, carrying out such duties as may be assigned by the President. Or, in the case that the President is not able to serve, the President-Elect shall serve as President. The Immediate Past President may assist the President, carrying out duties as requested by the President.

The principal duties of the INFORMS President are to:

- Serve as the chair of the Board of Directors.
- Serve as the chief volunteer officer for INFORMS and, at times, be called upon to mediate minor member-to-member issues that are not covered by the Code of Conduct.
- Serve as the direct liaison to the Executive Director.
- Serve as the spokesperson to staff, if the Executive Director is unable or the Executive Director role is vacant.
- Fulfill the responsibilities outlined in the Constitution, Bylaws, and this Policy and Procedures Manual.

In rare circumstances, and to the extent permitted by the Constitution and Bylaws, the President may delegate a discrete task or responsibility to another officer or member of the Board when temporary assistance is needed or when another individual is better suited to the task, provided the President retains ultimate accountability.

PROCEDURES

The specific responsibilities of the President are dependent on the activities of INFORMS during the Presidential term. Examples of general responsibilities include:

- Oversee board meetings including planned future dates and agendas
- Empower and enable INFORMS Board members to work effectively for the common good of INFORMS and the public
- Meet regularly with the INFORMS Executive Director on INFORMS strategic or high-level operational activities
- Promote alignment and collaboration between INFORMS elected officers, other
- volunteers, and staff
- Follow INFORMS policies and procedures, and work with INFORMS staff to update P&P documents as needed
- Serve as an Ambassador for INFORMS (externally) and the Board (internally)
- Recommend INFORMS members for high-level engagement opportunities (e.g., governmental advisory boards) not outlined elsewhere in the INFORMS P&P if requested
- Communicate with INFORMS members and participants in INFORMS activities through mechanisms such as magazines, conference presentations, and digital productions of INFORMS
- Select a recipient for the Presidential Award

- Consider the good of INFORMS and the public in decisions.

The responsibilities of the Immediate Past President and President-Elect are to:

- Serve as a member of the Board of Directors and Executive Committee
- Provide assistance to the President, carrying out duties and activities as requested.

Specific responsibilities of each are defined in other P&P sections. For example:

- The Immediate Past President serves as the chair of the Nominating Committee, Strategic Planning Committee, and is the Board liaison to the History and Traditions Committee.
- The President-Elect serves as a member of the Nominating Committee and Strategic Planning Committee.

The INFORMS Executive Director's Office maintains a list of anticipated monthly responsibilities/activities of the President, President-Elect, and Immediate Past President. This list should be reviewed annually and edited, as needed. The list contains specific responsibilities and expected timing related to conferences, committees, recognition, etc. The list will be available to elected officers and candidates for the Presidential office.

RELATED DOCUMENTS:

INFORMS Constitution & Bylaws
INFORMS Policies and Procedures Manual, Number 4.5, Nominations and Elections for the Board
INFORMS Policies and Procedures Manual, Number 14.1 Strategic Planning
INFORMS Policies and Procedures Manual, Number 14.2, Strategic Planning Committee

NUMBER 4.2: DUTIES OF THE SECRETARY

REVISION DATES: FALL 2024; SUMMER 2009; WINTER 2022 POLICY

The Secretary shall perform the usual duties in the office of an organization secretary and those required by the INFORMS Constitution & Bylaws and by actions of the INFORMS Board.

The principal duties of the INFORMS Secretary are to:

- Serve as an officer of the organization and member of the Executive Committee.
- Review the minutes from Executive Committee and Board meetings after receipt of them from the Executive Director's office.
- Lead the Secretary section of the Board agenda.
- Answer correspondence directed to the Secretary or route it to the appropriate individual for appropriate action.
- Assist with the election process by: a) communicating with the slate of candidates to be a point of contact for them throughout the process and b) communicating the results of the annual election to the those who were elected and those who were not elected.
- Work collaboratively with the executive staff to revise and update governance practices to ensure a high-performing board.
- Lead ad-hoc committees, when needed, to further advance the governance needs of INFORMS.
- Serve as the Board liaison to the development function.
- Handle all written member resignations (Bylaw 1.5), board nominations by petition (Bylaw 3.4), and special meeting requests by petition (Bylaw 7.2).
- Lead the formal process of bylaw changes when advanced by a petition by the members (Constitution II.3) and lead the formal process for constitutional amendments including those by petition (Constitution IX).

RELATED DOCUMENTS:

INFORMS Constitution & Bylaws
INFORMS Policies and Procedures Manual, Number 4.5, Nominations and Elections for the Board

NUMBER 4.3 BOARD MEMBER RESPONSIBILITIES

APPROVED: FALL 2025

POLICY

The Board of Directors is the governing body of INFORMS, providing oversight, strategic direction, and accountability while ensuring compliance and financial stability. The Board consists of five members of the Executive Committee (President, President-Elect, Immediate Past President, Secretary and Treasurer), 10 Vice Presidents, and the Executive Director (non-voting member). Individuals elected to the Board shall resign from any other elected or appointed leadership positions within INFORMS (e.g., chapter/subdivision officer, committee chair) prior to the start of their Board term. This requirement prevents real or perceived conflicts of interest, ensures clarity of accountability, and allows Board members to focus fully on their fiduciary and governance responsibilities. Board members may serve on committees during their term on the Board, but they are not encouraged to do so. If they serve in a committee role, it must not be as a member of a committee they oversee in their Board capacity (except for ex officio roles defined elsewhere in this P&P).

Board members have specific responsibilities defined in other P&P sections.

PROCEDURES

LEGAL FIDUCIARY RESPONSIBILITIES OF THE BOARD

INFORMS Board members are fiduciaries for the organization's resources. The Board approves the annual budget and reviews regular financial reports. All Board members review the budget, periodic expense statements, and the auditors' annual report. As liaisons, Board members offer oversight and support for their assigned area(s), while staff lead daily operations. If a liaison assignment is unclear, Board members should consult the President and Executive Director.

While fiduciary responsibilities are often associated with financial oversight, Board members have a broader set of legal obligations. These include the duty of care, duty of loyalty, and duty of obedience.

Duty of Care

- Be informed, ask questions, and actively participate in Board deliberations.
- Exercise the level of care that an ordinarily prudent person would use in a similar position and under comparable circumstances.
- As a steward of the organization, exercise reasonable care when making decisions.

Duty of Loyalty

- Show undivided allegiance to the organization's welfare and act in its best interests.
- Avoid using information obtained as a Board member for personal gain.
- Uphold the organization's code of conduct and ethical standards.
- Support Board decisions, regardless of individual agreement.

Duty of Obedience

- Remain faithful to the organization's mission and ensure that actions align with its central goals.
- Maintain public trust by ensuring that the organization manages its resources, including donated funds, in a manner consistent with the mission.

Board members are expected to uphold these duties and present a unified and supportive message to non-board members, reflecting the collective decisions and shared vision of the organization.

Board members will work with their staff liaisons to identify and explain substantive deviations from the budget in revenue or expense for the areas for which they are responsible and will report these to the rest of the Board as part of their areas' presentations. These may also be highlighted in presentations by the Treasurer or INFORMS staff.

PRIMARY RESPONSIBILITIES OF THE BOARD

The primary responsibilities of the Board are to:

- Participate in all Board meetings and actively participate in occasional discussions and votes held between meetings. Notify the Chair in advance of any unavoidable absence with the understanding that absences should be kept to a minimum.
- Engage in strategic thinking and planning, establish the organization's mission, vision, and
- values, and guide its long-term direction.
- Ensure necessary resources by supporting capable executive leadership, securing adequate financial resources, promoting a positive public image, and ensuring the presence of a capable and responsible Board.
- Oversee financial management, monitor organizational performance and progress, minimize exposure to risk, and provide legal and moral oversight.
- Provide timely feedback on Board operations and leadership performance (e.g., periodic Board self-assessments and evaluations of the Executive Director and designated staff), as requested.

RELATED DOCUMENTS:

TBD

NUMBER 4.4 DUTIES OF THE EXECUTIVE DIRECTOR

REVISION DATES: FALL 2024; FALL 2010

SUMMARY

The Executive Director (ED) of INFORMS is the chief staff officer for INFORMS and reports directly to the Executive Committee (EC) through the President. They work with the INFORMS EC and Board of Directors in developing the INFORMS business and strategic plans. They have overall responsibility for leading and managing the daily activities of INFORMS and the society office consistent with the objectives established by the EC and Board of Directors.

SPECIFIC JOB RESPONSIBILITIES

- The ED maintains INFORMS' position as the premier professional society for INFORMS fields of interest, students and professionals through overseeing the establishment and execution of programs that benefit current members, attract new members, promote INFORMS products and services, and promote the profession.
- Working with the Board, the ED develops a shared vision for INFORMS's future, builds understanding around its mission, and develops and reports on appropriate strategies to advance that mission, as described in P&P section 14.1.
- The ED has overall fiduciary responsibility for the financial well-being of INFORMS, subject to EC and Board oversight. This requires guiding the development of the annual budget, monitoring and reporting on actual performance compared with the budget (e.g., monthly), advising the Finance Committee and EC of the status of planned and unplanned expenditures, reporting on the status of all existing and planned significant contractual relationships, approving budgeted expenditures by other INFORMS staff, obtaining EC or Board approval for major contracts, signing minor contracts (as defined in P&P section 3.3), controlling the office budget, and achieving acceptable financial performance for INFORMS publications, conferences, and other services and products. ED expenditures are approved by the Treasurer, using agreed upon processes and documentation. The ED authorizes staff travel. Typically, ED travel must be authorized by the President.
- The ED provides effective leadership for the INFORMS office staff and ensures effective operations of all aspects of INFORMS official activities, including INFORMS publications, INFORMS meetings, INFORMS marketing and communications, and INFORMS member services. The ED is responsible for establishing and executing effective and auditable staff processes and operations including consistent performance planning and evaluation, salary and benefits administration, and recruiting. The ED is also responsible for ensuring a work environment that fosters excellence, integrity, accountability, teamwork and cooperation.
- The ED is responsible for developing and maintaining processes to ensure that INFORMS is in compliance with all relevant legal and regulatory requirements in all

- jurisdictions where INFORMS maintains offices and, in all jurisdictions where INFORMS conducts business, subject to oversight by the EC, the Board, or other Board-appointed committees as provided for in the INFORMS P&P manual.
- The ED provides support for and input to the INFORMS governing committees including facilitating and encouraging continuous two-way communication between INFORMS staff and the board and the volunteer functions they support, including ensuring timely interaction between staff and volunteers in preparation for Board meetings.
- The ED works with the volunteer leadership to ensure and anticipate that the services provided by INFORMS are meeting the needs of INFORMS members and are competitive in the marketplace. The ED supports the Board in the development of new products and services for INFORMS or sunsetting products and services that are no longer needed.
- The ED serves as the main staff liaison between INFORMS and the business offices of other professional societies, vendors, and service providers.
- The ED helps the INFORMS Board of Directors and Committee Chairs effectively represent INFORMS in all actions involving other professional associations worldwide. Typically, these deliberations will involve both financial and policy matters.
- The ED identifies and encourages professional development opportunities for the staff and for themselves. The ED approves professional development expenses, ensuring that the funds are used to enhance skills that are consistent with current and future job responsibilities.
- The ED provides timely updates to the EC on significant recent, planned, or unplanned INFORMS business office activities, finances, staffing, and external activities. The ED is proactive in identifying matters that require EC or Board action and in ensuring that those matters are placed on the EC or Board's meeting agenda in a timely manner.
- The ED fulfills all duties assigned to them in the Bylaws and the Policies & Procedures.

While this section outlines the responsibilities of the ED, the terms of the ED's employment contract shall take precedence in the event of any discrepancies.

RELATED DOCUMENTS:

INFORMS Policies and Procedures Manual, Number 2.1, General Committee Procedures INFORMS Policies and Procedures Manual, Number 2.2, Ethical Guidelines
INFORMS Policies and Procedures Manual, Number 2.10, Positions on Governmental Public and Political Issues
INFORMS Policies and Procedures Manual, Number 2.14, Volunteer and Staff Relations and General Responsibilities
INFORMS Policies and Procedures Manual, Number 2.15, Volunteer Input on Staff Performance INFORMS Policies and Procedures Manual, Number 3.2, Contacts from Attorneys or Government Agencies
INFORMS Policies and Procedures Manual, Number 3.3, Contract Approval
INFORMS Policies and Procedures Manual, Number 5.5, Working Capital/Operating Accounts

INFORMS Policies and Procedures Manual, Number 5.6, INFORMS Restricted Reserve INFORMS Policies and Procedures Manual, Number 5.8, Annual Budgets
INFORMS Policies and Procedures Manual, Number 5.9, Authorization for Checks and Other Forms of Payment
INFORMS Policies and Procedures Manual, Number 5.10, Expenditure Approvals INFORMS Policies and Procedures Manual, Number 5.15, Line of Credit
INFORMS Policies and Procedures Manual, Number 5.16, Fiduciary Responsibility of Board
Members
INFORMS Policies and Procedures Manual, Number 9.4, Marketing Strategy Committee INFORMS Policies and Procedures Manual, Number 9.7, OR/MS Today Committee INFORMS Policies and Procedures Manual, Number 12.2, Academic/Practitioner Interface Committee
INFORMS Policies and Procedures Manual, Number 10.1.2 Policy on Alleviating INFORMS Meetings Conflicts
INFORMS Policies and Procedures Manual, Number 14.1 Strategic Planning Committee INFORMS Policies and Procedures Manual, Number 15.4, Subdivisions Bank Account Policy

NUMBER 4.5 NOMINATIONS AND ELECTIONS FOR THE BOARD

REVISION DATES: FALL 2024; EDITORIAL CHANGES FALL 2016; WINTER 2016

POLICY

The INFORMS Constitution & Bylaws establish the high-level policies and procedures related to the nomination for and election to the Board of Directors. This Policy and Procedure provides more detail.

PROCEDURES

Bylaw 3, Nominations and Elections, contains the high-level process for the annual election, nomination of members to the Board of Directors, petition candidates, and relevant dates.

Nominating Committee

Bylaw 3.2 states the structure of the Nominating Committee. The purpose of the Committee is to nominate one or more candidates for each office to be filled. All members of the Nominating Committee must be members of INFORMS.

Candidate Eligibility

Nominees for Board positions should have a history of successful service to INFORMS and the profession. When nominating a candidate for an office, it is desirable to nominate candidates who have experience relevant to the position. For example, this experience may include serving on at least one of the committees that would be overseen by the role for which they are being considered, serving in a previous Board position, experience from their employment, or other relevant INFORMS experiences. In addition, to the degree possible, the slate should represent relevant constituencies of INFORMS including the dimensions of practitioner/academic, university/industry/government, professional interest area, and geography. Also, representation of the various under-represented groups within INFORMS is encouraged. All nominees must be members of INFORMS at the time of their candidacy.

The INFORMS Section on Practice and the Roundtable Board of Directors shall establish a procedure to nominate a list of at least two (2) candidates to be submitted to the Nominating Committee of INFORMS by January 2. The Nominating Committee of INFORMS will select at least one nominee for the office of Vice President of Practice from that list but may add other nominees. To be considered, these nominees must submit documents according to the schedule of the Nominating Committee.

The Secretary, Treasurer, and Vice Presidents serve two-year terms, but may be re-elected for at most one additional term (with the exception of Subdivision Vice Presidents). Because these offices involve a significant learning experience, first- term incumbents may be nominated without opposition for a second term for continuity and stability. It is desirable to stagger the two- year cycles for Secretary and Treasurer.

This nominating process is overseen by the chair of the Nominating Committee.

Board members in the final year of their term are eligible to be candidates in the upcoming election.

Individuals are prohibited from having their name appear for more than one position on the ballot for the Board of Directors.

By Petition

Candidates may be added to the ballot by petition, as stipulated in Bylaw 3.4. This petition may be conducted electronically or by other means if the procedures below are followed:

1. The nominator will accumulate the responses from petitioners and submit them to the Secretary and the Executive Director, or designee by the date set in Bylaw 3.4.
2. Each petitioner will be checked for membership in INFORMS.
3. The response from each petitioner must make it clear that they have signed a petition to nominate.

A preferred wording is, "I support the petition to nominate <enter candidate> for INFORMS

<enter position> for year <enter year>."

CONDUCT OF CANDIDATES DURING ELECTIONS

Campaigning – here defined as centrally organized mass communications individually directed to INFORMS members and/or campaigning that incurs a cost paid for by the candidate is discouraged in any INFORMS election, both for the Board of Directors and for the subdivision offices. INFORMS will not provide resources such as electronic lists, or other information or materials to facilitate individually directed mass communications, including communications by mail, e-mail, fax, or telephone. The Secretary, or designee works with internal communication vehicles (e.g., *OR/MS Today*, INFORMS CONNECT) to publicize the candidates. The Secretary, or designee, will advise candidates of this policy and will also advise candidates of any INFORMS branded communication vehicles which are suitable for use. Candidates may communicate their candidacy outside of INFORMS, such as on social media outlets.

Notification of Outcomes of Elections

As soon as practicable after balloting is closed, the Secretary, or designee, will inform each candidate as to whether they were elected to the office for which they were standing. The Secretary, or designee, will publicize the list of persons elected on the appropriate INFORMS channels. The vote counts for elections will not be released.

Timeline and Process

The office of the Executive Director keeps a detailed list of dates and activities. This list is shared with the Chair of the Nominating Committee so any revisions needed for the given year can be considered.

The Chair of the Nominating Committee is responsible for overseeing all member-related communications regarding open positions, ensuring that members are informed and encouraged to consider applying. Moreover, the Chair will encourage volunteer leaders to identify possible candidates and encourage them to apply. This includes announcing the call-for-candidates in *OR/MS Today*.

The Chair oversees all communications related to the election process, aiming to maximize member participation in voting. This includes featuring the slate and relevant candidate information in *OR/MS Today*.

The ballot shall be open for at least four weeks with results available prior to the Fall Board of Directors meeting. The Chair shall specify the opening and closing dates of the election prior to opening of the voting process. Unless a particular year's schedule requires a change, the month of September should be used for the election. If the quorum, as stipulated in Bylaw 3.1, for membership voting is not met, the election timeframe shall be extended in full two-week increments until the quorum is met.

Election voting shall be by approval voting as stipulated in Bylaw 3.1.

RELATED DOCUMENTS:

INFORMS Constitution & Bylaws

NUMBER 4.6 EXECUTIVE COMMITTEE

REVISION DATES: FALL 2024; WINTER 1997

Membership in the Executive Committee is defined in the INFORMS Constitution Article 4.2. Bylaw 6.2 states the Executive Committee facilitates the operation of INFORMS and its Board. The President is the Board Liaison for the Executive Committee and serves as chair of the Executive Committee.

Minutes of all Executive Committee meetings shall be shared with the Board of Directors at the next scheduled Board meeting. Actions taken between Executive Committee meetings, via email or other methods, shall also be shared at the next scheduled Board meeting.

The principal duties of the INFORMS Executive Committee are to:

- Fulfill all duties assigned to them in the Bylaws and the Policies & Procedures.
- Discuss topics the Executive Committee deems relevant or beneficial.
- Review draft agendas prior to each Board meeting, as requested by the President.
- Review the progress of the Board and make suggestions for improvements that will further the mission of the Board.
- Act on items usually assigned to the Board, when there is an urgent need. Action taken shall be communicated with the Board.
- Assist the President with the Executive Director's annual performance appraisal, set annual goals for the Executive Director, and oversee the compensation of the Executive Director.
- Oversee, when needed, the selection process of a new Executive Director, including consultation with and timely updates to the Board of Directors.

The Executive Director is an ex-officio member, and an INFORMS staff member may be present to document minutes from the meeting.

MEETINGS

The Executive Committee meets at least once before every meeting of the Board. Other meetings may be called by the President.

RELATED DOCUMENTS:

INFORMS Policies and Procedures Manual, Number 2.1, General Committee Procedures

NUMBER 4.7 BOARD LIAISONS

REVISION DATES: FALL 2024; SUMMER 2007 POLICY

In order to ensure timely and accurate communication between the Board and its Committees, and to promote effective committee operation, each standing and ad hoc committee and other entity that should be represented at a Board Meeting shall have a liaison who is a Board member.

PROCEDURES

Most, if not all, major committees have a board liaison who is a sitting board member. For those committees that do not have a board liaison who is a sitting board member or specified in P&P, the President shall appoint board liaisons (typically in January). In general, all liaisons should introduce themselves and offer assistance to their committee chairs soon after election or appointment.

A committee's liaison has these responsibilities:

a. Ex officio member: The liaison will serve as an ex officio member of the committee. Normally this includes being copied on committee communications and being invited to all meetings.
b. Written reports: The liaison will ensure that the committee prepares a written report to the Board, as requested by the Board, and that it appears in the materials available to Board members for meetings.
c. Act as committee's spokesperson: The liaison, in the absence of the committee chair during Board meetings, can speak on behalf of the committee.
d. Relate Board's response to committee: The liaison will relate the Board's procedures, actions, requests, and intentions to the Committee as needed.
e. Monitor committee: The liaison will monitor the activities of the committee and take facilitating and remedial actions when appropriate to promote effective committee operation.
f. Advise the Executive Committee: The liaison will advise the Executive Committee if there are persistent problems.

NUMBER 4.8 INFORMS ROUNDTABLE

REVISION DATES: FALL 2024; WINTER 2015

The INFORMS Roundtable shall regularly share with INFORMS leadership its views, suggested initiatives and implementation plans on the important problems and opportunities facing operations research and the management sciences as a profession and on the ways in which INFORMS can deal proactively with those problems and opportunities. Each year, the Roundtable shall meet with the INFORMS Board to address matters of mutual concern or interest, using an agenda jointly developed by the Roundtable Board and the INFORMS Vice President of Practice Activities.

The Executive Director, or designee, shall serve as a staff liaison to the Roundtable Board. As stated in bylaw 2.1, the Vice President - Practice shall be the board liaison with the Roundtable.

RELATED DOCUMENTS:

INFORMS Constitution & Bylaws
INFORMS Policies and Procedures Manual