



ASN Foundation

Governance Overview

ASN and ASNF Leadership

The Foundation is a subordinate, subsidiary organization of ASN, with a separate yet complementary mission. The ASN Foundation (ASNF) will be led by its own Board in order to independently achieve its distinct priorities. This governing body will be specifically designed to provide the strategic guidance, financial oversight and legal compliance that is uniquely necessitated by the Foundation and its 501(c)3 tax-exempt status.

The Foundation will be governed by a *Board of Trustees* composed of ASN members, as well as several leaders from outside ASN. The term "Trustees" will distinguish Foundation leaders from the "Directors" who serve on the Society Board (scientists and clinicians elected by the ASN membership). "Trustees" is also a fitting label in the sense that the Foundation will function more as an institution for the benefit of the general public (whereas the Society operates as a professional association of nutrition researchers and practitioners).

Inside Trustees

The Foundation Board of Trustees is limited to 15 total individuals, who each serve three-year terms. Of these, the majority will be inside Trustees (ASN members and/or representatives of ASNF stakeholders), including the Chair and Vice-Chair. Trustees must include a minimum of five ASN members. Additional requirements are: at least one Past President of ASN (or a predecessor Society), at least one ASN Fellow, and at least one representative of the ASN Sustaining Partner Roundtable. Internal trustees should also include at least one individual who has engaged with the Foundation, such as a representative of an endowment established with ASNF or a former scholarship recipient.

Outside Trustees

No less than two and no more than five Foundation leaders will be outside Trustees (individuals who are not otherwise employed by or engaged with ASNF, and who do not necessarily represent any of its stakeholders). These Trustees will bring value in their outside perspectives, as well as the additional visibility they bring to Foundation affairs. External trustees should include at least one former elected official or public servant, and at least one businessperson from a corporation outside the nutrition, food science or related sectors.

Officers

The Officers of the Foundation are the Chair, Vice-Chair, and the Secretary/Treasurer, who each serve three-year terms (renewable once). The ASN Executive Officer also serves as a Foundation Officer. The Foundation Board Chair sits in an ex-officio capacity on the Society Board. The Foundation Executive Committee consists of the Foundation Officers plus the Past Chair (when this position is filled). In addition to normal duties, the Officers are authorized to appoint Special Advisors to collaborate with the Foundation Board on specific projects and for lengths of time as deemed appropriate by the Executive Committee.

Role of ASN Board of Directors

As the governing body of the parent organization, the Society Board will:

- Review and approve all appointments to the Foundation Board
- Receive reports from the Foundation Board
- Review and approve the annual Foundation budget.

The structure described in this overview is compliant with the ASNF Articles of Incorporation, the ASNF Bylaws and the ASN Bylaws (available on the [ASN website](#)). The ASNF plans to initiate a Foundation bylaws review by June 2015 in order to evaluate the existing bylaws' effectiveness and execute any necessary revisions.