



WISCONSIN ACADEMY  
OF FAMILY PHYSICIANS

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## **Wisconsin Academy of Family Physicians Board of Directors Operating Policies**

### **Purpose**

The role of the Board of Directors of the Wisconsin Academy of Family Physicians is to ensure that the organization is accomplishing its mission by developing policies that guide the operation of the organization and by monitoring the finances of the organization. Board members also contribute to the organization accomplishing its purpose by being advocates for the organization, including soliciting financial support. A board member may also serve as a volunteer on a committee, task force or workgroup.

### **Membership of the Board**

The purpose of a board member is to serve the Board as a voting member. The Board is composed of members who bring diversity of skills and background to the organization, including but not limited to, ability to raise funds, contacts in the community, expertise, and demonstrated leadership in the skills needed to assist the Board in meeting its goals.

### **Role and Authority of Board Member and/or Board Officer**

The Board focus is on governance of the organization, and it is accomplished through policies. Individual board members are not authorized to make a commitment on behalf of the Board or the organization.

The role of the Board is to:

- PLAN STRATEGICALLY toward the future
- ESTABLISH POLICY that guides WAFP and articulates the values that frame future strategies
- EMPLOY AND SUPPORT a first rate executive
- ADVOCATE for and champion WAFP's cause
- FUNDRAISE AND GENERATE REVENUE to ensure that WAFP and the Foundation are financed properly, now and in the future.

### **Responsibilities of a Board Member**

- Determine WAFP's Mission and Vision
- Select the Executive Director
- Support the Executive and review his or her performance
- Ensure effective organizational planning
- Track progress toward meeting the results defined by the strategic plan
- Provide for the availability of adequate resources
- Oversee the effective management of resources
- Approve and monitor WAFP's programs and services
- Enhance WAFP's public image
- Assess its own performance

### **Board Member Expectations**

- Fulfill the roles and responsibilities of board members described above.
- Attend meetings. Attend at least 75% of all Board meetings (in person or by phone.)
- Attend standing committee meeting if a member. Attend Board retreats and other Board development activities as appropriate.
- Review the agenda and supporting materials prior to Board and committee meetings.
- Serve on committees and take on special assignments, as needed.
- Personally contribute to or raise funds, as agreed upon annually by the Board.
- Remain informed about WAFP's mission, services, and policies.
- Promote WAFP within the community.
- Keep up-to-date on issues pertaining to WAFP.
- Provide support and advice to the Executive Director.
- Suggest nominees for Board membership

### **Board Member Code of Conduct**

By accepting Board membership a board member is committing to honor the following code of conduct:

- As a board member, I shall do my utmost to ensure that the WAFP performs its mission and achieves its goals. As a board member I agree to:
  - Act with honesty and integrity
  - Support in a positive manner all actions taken by the board of directors even when I am in a minority position on such actions. I recognize that decisions of the Board can be made only by a majority vote at a board meeting and respect the majority decisions of the board, while retaining the right to seek changes through ethical and constructive channels;

- Participate in (1) the annual strategic planning retreat, (2) board self-evaluation programs, and (3) board development workshops, seminars, and other educational events that enhance my skills as a board member.
- Keep confidential information confidential.
- Exercise my authority as a board member only when acting in a meeting with the full board or as I am delegated by the Board.
- Work with and respect the opinions of my peers who serve this board, and leave my personal prejudices out of all board discussions.
- Always act for the good of the organization and represent the interests of all people served by the organization.
- Represent this organization in a positive and supportive manner at all times.
- Observe the parliamentary procedures and display courteous conduct in all board and committee meetings.
- Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results of the organization.
- Accept my responsibility for providing oversight of the financial condition of the organization.
- Avoid acting in a way that represents a conflict of interest between my position as a board member and my personal or professional life, even if those actions appear to provide a benefit for the organization. This includes using my position for the advantage of my friends and business associates. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on matters in which I have conflict.
- Abide by these board operating procedures.

### **Process for Seating New Board Members**

The Executive Director and one or two board members will meet with potential candidates for board membership. If the candidate is interested, they will be asked to fill out the application form and attend the next board meeting as an observer. A vote on membership may be brought up at that meeting, after the candidate has been asked to step out of the room, or may occur at the next board meeting.

### **Process for Selecting Board Officers**

The membership shall elect board officers each year at the annual meeting. Candidates for board office shall be proposed at a meeting of the board development committee. The candidates will be asked if they are willing to serve. The proposed slate of officers will be reviewed with members prior to the meeting in order to identify any objections to the slate of officers and give a member not nominated the opportunity to put their name forward.

## **Board Meeting Agenda**

The regular meeting agenda is formatted to include a consent agenda, discussion items, action items and information items.

A request for information or questions about any agenda item should be made, if possible, at least one business day prior to the scheduled meeting to the Executive Director.

## **Development of the Agenda**

The executive director shall develop the board agenda. The board president or the vice president, in the president's absence, will review and approve the agenda.

## **Use of Consent Agenda**

Routine items that require no discussion will be placed on the consent agenda. Examples of the items that may be placed on the consent agenda are:

- Routine financial information or updates
- Minutes of regular and special Board meetings

Any member wishing to discuss an item on the consent agenda may ask that that item be pulled from the consent agenda and placed on the regular agenda so that there can be a full discussion of the item.

## **Conduct during Board Meetings**

While the Board will operate informally; formal action will be taken in accordance with the procedures in the Modern Rules of Order.

A board member may submit a request to the executive director or board president that he/she wishes to have an item considered for placement on the agenda. Any such request shall be submitted in writing at least 15 days prior to the board meeting. The President shall ensure that all items requested by board members will be placed on an agenda at the next board meeting or, if this is not possible, within two regular meetings.

## **Discussion of motions**

- All discussion shall follow the Modern Rules of Order.
- The board president has the responsibility for following and enforcing the Modern Rules of Order.

## **Voting Practices**

The voting process will follow the Modern Rules of Order.

- A formal vote will be taken on any items identified by the president or a board member.
- The board president shall have the right to discuss agenda items, to motions and resolutions, and vote on all matters coming before the Board.

- No member should vote on a motion in which he or she has a direct personal or pecuniary interest.
- Dissenting and abstaining votes shall be recorded in the meeting record of the board meeting.

### **Closed Session**

The board will act in closed session whenever the subject of the discussion is highly confidential or sensitive. The board shall have the option of asking staff as well as any observers to leave the meeting area during a closed session.

- Discussion will be only regarding the items on the closed session agenda
- Information discussed in closed session must remain confidential.

### **Request or Complaint by an Employee, Volunteer or Client**

- All concerns or complaints made to an individual board member shall be referred to the executive director for action. A board member or officer who receives a request or complaint from an employee other than the executive director, a volunteer or a client shall follow the following process.
- The board member should hear the request/complaint for general understanding of persons involved, date and place.
- If necessary, repeat problem back to confirm understanding.
- As appropriate, suggest that the information be communicated directly to the executive director.
- The board members should refrain from providing or expressing his/her opinion.
- In addition to informing the executive director, a board member may inform the board president of the complaint.

### **Communications/ Media Inquires**

- The executive director will be the official spokesperson for WAFP with the media, except that the board may designate or the executive director may request that the board president or another board member may be the spokesperson, when appropriate.
- All board members who receive calls from the media should direct them to the executive director or the designated spokesperson and should notify the executive director and the designated spokesperson of the contact immediately.

### **Legal issues**

- All communications with legal counsel shall be through the executive director and/or the board president.
- The board shall have a conflict of interest policy and process for disclosure of conflict of interest. The board should monitor its adherence to the conflict of interest policy annually.

**Evaluation of Executive Director**

- The executive director shall annually be evaluated by a minimum of two board members.
- The evaluation should be based on a performance agreement or board policies with measurable outcomes clearly established in advance of the evaluation period. The board president obtains input from all other members on board approved performance measures. The written evaluation report shall be reviewed with the executive director prior to the report to the board. The executive director shall have the right to submit a response or self-evaluation report to the board.

**Board Self-Evaluation**

- The board shall conduct a board self-evaluation annually using a survey, interviews, or other tools. The results of the self-evaluation should be prepared in written form and discussed with the board. The board's responses and or decisions based on the self-evaluation will be summarized in the minutes.
- Reviewing Board Operating Procedures
- The board shall annually review and revise the board operating procedures, as needed.

Date policy approved by WAFP Board: 8/27/16

Board Policy Last Revised: