



VIRGINIA COLLEGE OF EMERGENCY PHYSICIANS

Vision: A Community of Empowered Emergency Physicians

GUIDELINES FOR BOARD OF DIRECTORS

As a member of the VACEP Board of Directors, you have been chosen by your contemporaries as a leader in Emergency Medicine. Election as a Director is based on demonstrated qualifications, dedication to our specialty and willingness to serve. The Board of Directors serves as the basic policy making body of the College

Each and every Director is charged to serve in the best interests of the *entire* organization. A Director is not obliged to support a particular special interest nor a particular geographic area; in fact to do so might in some cases be a conflict of interest which would need to be disclosed immediately. The goal of the Board is to thoroughly analyze and discuss all aspects of a particular issue thereby arriving at the proper policy decision. Following a Board decision, each Director serves as a leader in motivating support for the established policy.

Your job will involve working cooperatively with your President, your fellow Board Members, the College staff and the membership to best meet the mission of the organization and the needs of our membership. The following information is designed to summarize the most important information to allow you to function effectively as a Board Member, and to make clear the expectations of Board Members.

REPRESENTING THE MEMBERSHIP

The success of VACEP depends upon your ability to represent our membership and our mission.

Members of the College look to you to represent their priorities, needs, and ideas but also for you to make your own contribution: Your promise to fulfill the fiduciary responsibility to the membership is vital to VACEP's future.

The Code of Virginia § 13.1-870. specifies general standards of conduct for directors. A director is not liable for any action taken as a director, or any failure to take any action, if he performed the duties of his office in compliance with this section.

- A director shall discharge his duties as a director, including his duties as a member of a committee, in accordance with his good faith judgment of the best interests of the corporation.
- Unless he has knowledge or information concerning the matter in question that makes reliance unwarranted, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - One or more officers or employees of the corporation whom the director believes, in good faith, to be reliable and competent in the matter presented;
 - Legal counsel, public accountants, or other persons as to matter the director believes, in good faith, are within the person's professional or expert competence;or

- A committee of the board of directors of which he is not a member if the director believes, in good faith, that the committee merits confidence.

Tools that will help you best understand the scope of your responsibilities and exercise them to the benefit of the organization include:

- The Board of Directors Reference Notebook available on the Board website. It contains the VACEP Constitution and Bylaws, Minutes of past Board meetings and other documents pertinent to the policies and procedures of the College. This “background” information will help you understand the rules our organization operates under, and what priority issues the Board has dealt with recently. Our Board meetings operate under Sturgis’ Standard Code of Parliamentary Procedure – if you are unfamiliar with these, please advise staff so we can ensure that you are able to contribute and participate fully in meetings.
- Listen to members, seek out their input, represent their needs! This item cannot be overemphasized. Our members are the lifeblood of our organization, not just through their financial support, but more importantly through their passion and their volunteer activities on issues that are important to them.
- Considering the best interests of the entire membership, develop College goals and direction, establish College policy and determine the priority of present and future programs.
- You may be asked to help disseminate information concerning VACEP activities, programs and policies to individual Emergency Physicians, the public, or other interested parties. Getting the message out that our Board is hearing and trying to best serve our members’ interests is an important part of your job as a Director. Particularly with regard to legislative priorities, you can play a crucial part in generating grass-roots support for emergency medicine-related issue.
- As a Board member, your colleagues will tend to look to you for the VACEP position on a variety of issues. On matters where the Board has taken a position, you are encouraged to share the Board’s position and rationale. If the Board has not taken up an issue, individual Board members cannot speak on behalf of the Board, but can only advise a member that the Board has not taken a position on that particular issue. Should a “hot button” issue be brought to you by a member, please pass it on to the President for consideration and appropriate action.

BOARD MEETINGS

You can help the President by offering authentic information and keeping him/her informed with respect to current membership needs. Your greatest contribution to both the President and the membership is your intelligent and active participation in Board meetings. Each Board member’s time is valuable, and the Board will strive to maximize the work done at each meeting, while assuring the business of the organization and the needs of the membership are met. To make every meeting productive, you must be prepared and contribute.

- Review Board preparatory materials carefully and fully. If there is any item on it you do not completely understand, contact the member responsible for the item or the College staff and ask for additional information, preferably before the meeting so that full answers to your questions can be brought before the Board for clarification.
- Understand the exact purpose of the meeting and determine in advance how you are going to contribute. Offer subjects for discussion not already appearing on the agenda when the President asks for additions to it, or during the “new business” portion of the agenda.
- Attend the meeting. It is expected that Board members will attend all meetings in full. Given that quarterly meetings are scheduled at least 6 months in advance, only extenuating circumstances should prevent your attendance at regularly scheduled meetings. Meetings are generally scheduled for approximately 6 hours each. If you are unable to attend a meeting, you should notify the President and Executive Director with reason why you are unable to attend. If you are unable to attend two consecutive meetings, the President will discuss with you whether you are able to meet the requirements of your Director position, or if it would be in the best interest of the organization for you to resign your position until you are able to meet the needs of the position.
- Participate in the meeting. Each Director’s perspective and input, and the member input they bring are vital to bringing the full Board to the best decision for our organization on any given issue. The Chair will facilitate discussion to assure that all angles have been heard and considered without being repetitive. Preparation is vital to meaningful participation. Debate is a very productive way of bringing out the issues in a professional setting.
- Support and defend all policies and programs adopted by the Board of Directors. After full discussion of an issue at a Board meeting, the decision of the Board must be uniformly supported by each Board member. While you may not have agreed with the outcome, you had the opportunity to vigorously represent your perspective during the meeting. The majority of the Board vote is the decision of the Board.
- Specific meeting activities may include:
 - Election of College officers.
 - Approval of the College budget and financial plan.
 - Ratification or amendment of decisions of the Executive Committee of the Board.

BOARD COMMUNICATIONS

Board communication between meetings largely takes place electronically – mostly via email, but partly by phone. Committee meetings may take place in person or by phone at the discretion of the committee chair (and budget).

Specific items to note:

- When a response is requested, a deadline will be provided. It is expected that you will, at a minimum, acknowledge receipt of the communication (with “reply to all” or

via the private Board discussion area on the website) and your agreement or disagreement with the proposal at hand by that deadline. This mechanism allows the full Board to participate in discussions and move forward on certain initiatives between meetings. It is not expected that committee work be done in this fashion, but rather that the full Board remain involved and abreast of the development of vital issue between regularly scheduled meetings. This allows various aspects of the issues to be raised and addressed in a collegial, productive manner with maximal input from all Directors.

- When communicating with outside individuals/organizations as you work on behalf of the Board, assure that appropriate individuals remain aware of the communication thread. This is most easily accomplished by copying the Executive Director and/or the committee Chair or President on your emails as appropriate.

At times you may suggest new activities or a change of present activities in which the College is involved. These suggestions are appropriate within the framework of a Board meeting or perhaps in a preliminary or private discussion with the President to determine how best to bring your issue before the Board for discussion, adoption and/or implementation.

RELATIONSHIP OF BOARD MEMBERS TO COLLEGE STAFF

Organization and management of VACEP activities is the responsibility of the Executive Director. The Executive Director is responsible to the President and Board of Directors for the activities of staff. However, it is the responsibility of the President and Board of Directors to determine what these activities will be. While the Board provides policy, direction and guidance, it is staff and potentially committees, who are responsible for implementing Board directives..

If you are tasked with accomplishing a particular objective, you are encouraged to consult the Executive Director for recommendations regarding persons interested in the subject or resource/research material that may be available. Staff might also be able to offer suggestions as to how you can accomplish your objectives.

The Executive Director is the administrative leader of the College, and is responsible for all subordinate staff members. If you believe you need staff support for a particular activity to comply with a Board motion or meet committee objectives, you must coordinate with the Executive Director who is responsible for providing appropriate staff support for Board approved and budgeted activities. Clear, bidirectional communication between Board and staff is essential for smooth and effective operations. Any concerns in this area should be directed to the President and/or Executive Committee.

RELATIONSHIP OF BOARD MEMBERS TO COMMITTEES

Once a Committee has adopted a particular recommendation, the Board of Directors must approve it before it becomes official VACEP policy and/or before any further action can be taken by the committee or staff to implement. All Committee meeting reports are included on the agenda of the subsequent meeting of the Board, at which time the Board then acts upon specific recommendations. If no specific action is required, the report is presented for informational purposes.

It is not effective for the Board to act as a committee or task force. If a subject requires further study or research, move to assign it to a committee or task force after the salient issues have been brought before the Board.

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