



Medical Society of Delaware

LEADING THE WAY TO A HEALTHY DELAWARE

EXECUTIVE BOARD MANUAL

Medical Society of Delaware
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Updated 1/6/2017

INTRODUCTION

Welcome as a member of the Executive Board of the Medical Society of Delaware, and as such, as member of the MSD Council. The Society represents physicians in private practice; those employed by hospitals, health systems, managed care organizations, pharmaceutical companies; and physicians involved in academic, corporate, or government based medicine.

Our Society membership includes residents, fellows, those in active practice, retired, and life members. MSD also has affiliate and associate members. At the November 19, 2016 Annual Meeting of the Council, the Council adopted a recommendation from the Bylaws Committee that added the supporting membership category.

Associate members may be a physician under the age of 65 who is not retired and not engaged in the active practice of medicine and who has voluntarily discontinued licensure to practice medicine and surgery in Delaware, or a physician employed full time in the research field not engaged patient care, or members of the medical profession serving with the Armed Forces, or employed on a full-time basis by a governmental agency (ex. Veterans Administration, US Public Health Service to include the State of Delaware).

Those who are medical students, interns, residents or fellows serving in an accredited, recognized educational program are considered affiliate members of MSD. Affiliate members may also include former members of MSD who no longer practice and reside in Delaware, physicians who reside but are licensed in another state other than Delaware, and physician assistants who are licensed in Delaware having good standing as a member of the Delaware Academy of Physician Assistants and who are supervised by an MSD member physician.

Members of the Society are strongly encouraged to join as a member of the American Medical Association.

MSD MISSION

An organization's core purpose statement articulates its reason for being, why it exists, and serves as a perpetual guiding star on the horizon. It is consistent through time and does not change; is unaffected by changing circumstances, changes in leadership, management trends, or fads and technological breakthroughs. For volunteer organizations, a clear core purpose statement is especially important as there is constant change in the volunteer leadership, and the core purpose will help to keep the organization grounded and focused.

The core purpose of the Medical Society of Delaware is:

To guide, serve, and support Delaware physicians, promoting the practice and profession of medicine to enhance the health of our communities.

MSD GOVERNANCE STRUCTURE – ADOPTED OCTOBER 2011

History

MSD realized a trend of disengagement and lack of involvement in the county medical societies. After initial discussions, it was decided in 2004 to change the county bylaws (New Castle, Kent, and Sussex counties) to reflect a requirement of only one meeting annually (rather than either monthly or quarterly meetings).

In 2006, the MSD House of Delegates adopted Resolution 06-1 creating the “Task Force to Study Governance and Activities of the County Medical Societies” to better evaluate the governance and activities of the county medical societies.

The 2007 House of Delegates adopted Resolution 07-2, “Governance and Activities of the County Medical Societies,” which was a report of the Task Force’s findings and having the intent of reconvening the Task Force after a period of time to assess whether the changes adopted had been successful and if further recommendations were needed. From this Resolution, county medical society dues were standardized for all three county medical societies and it would be determined if county medical society business meetings could be held electronically or in conjunction with MSD meetings.

The Task Force was reconvened in 2011 and, based on the information gathered since the adoption of Resolution 07-2, dissolution of the county medical societies appeared to remain viable. Resolution 11-1, “Proposal for Reorganizing the County Medical Societies and MSD Governance Structures” was then submitted to the House of Delegates for consideration at the 2011 meeting. The proposal resolved to eliminate the county medical societies and put in place a different MSD governance structure and member alignment to enhance physician engagement. The county medical societies provided another layer of redundancy that, through this review process that took place over several years, proved to be ineffective in engaging members.

In October 2011, the MSD House of Delegates adopted this proposal to restructure MSD and county governance organizations.

Core reasons for the proposed changes were to:

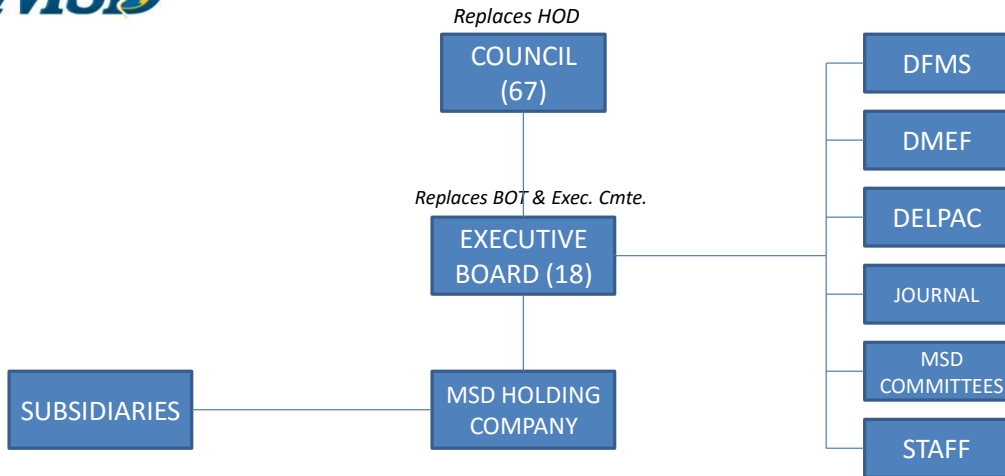
- Restore relevance of the governance process to the organization and the members
- Increase effectiveness and efficiency of the organization
- Increase member engagement
- Create a more nimble, timely, and inclusive culture

The three county medical societies (New Castle County, Kent, and Sussex) were dissolved as part of the reorganization in 2012. MSD also began its transition to the new governance structure in the fourth quarter of 2011, immediately following the House adoption of the new structure.

The following is an illustration of the current organizational structure of MSD governance.



GOVERNANCE STRUCTURE



The composition of the Executive Board and Council are defined in the following schematic. In 2012, after much discussion, one practice type was identified as an area that potentially was not represented within the other seats on the Council (i.e., Corporate/Government Employed physicians, non-hospital). The Executive Board indicated that practice type representation may change over time as the health care industry and its needs change. Our structure will remain flexible to accommodate representation from the various sectors of health care as is suitable.

COUNCIL = EXECUTIVE BOARD + OTHER REPRESENTATION

COUNCIL (67)
Composition

Executive Board

- Officers
- AMA Delegate
- One Representative from each MSD Section
- Four At-Large Representatives
- Legislative Cmte Representative
- MSD Holding Co. Representative

Others

- One rep from each ABMS-recognized, Delaware organized specialty and Osteopathic Soc.
- One rep from each established geographic affinity group (8).
- Two reps from each Hospital Medical Staff (1 from VA)
- One rep from practice type: Corp/Gov't employed.

EXECUTIVE BOARD

- OFFICERS (7)
- AMA DELEGATE (1)
- MSD SECTIONS (3)**
Resident & Fellow
Young Physicians
Physicians Emeritus
- AT-LARGE REPS (4)
- GOVERNMENT AFFAIRS CMTE REP (1)
- THIRD PARTY PAYER CMTE REP (1)
- MSD HOLDING CO. REP (1)

OTHER REPRESENTATION

- SPECIALTY SOCIETY/ OSTEOPATHIC SOCIETY REPS (25)**
- GEOGRAPHIC (8)**
Wilmington
Hockessin/Pike Creek
Christiana
Middletown
Dover
Milford
W. Sussex
E. Sussex
- HOSPITAL MEDICAL STAFF (15)**
AI duPont (2)
CCHS (2)
St. Francis (2)
Kent General (2)
Beebe (2)
Nanticoke (2)
VA (1)
Milford (2)
- PRACTICE TYPE (1)**
Corp/Gov't Empl (non hospital)

As indicated on the above schematic, members of the Executive Board are also members of the Society's Council.

BYLAWS

The Bylaws of MSD constitute the underlying regulatory structure of the Society. The Articles below taken from most current version of the Bylaws adopted in 2013, contain the provisions relating to the Executive Board and Council authority, composition, and scope of activity:

Officers

ARTICLE IV – Officers

Section 1 - Named

The officers of this Society are the President, President-Elect, Vice President, Secretary, Treasurer, Speaker of the Council, Immediate Past President, and Executive Director. The Executive Director shall be a member ex-officio without vote of all elected, standing, and special committees, and shall not be subject to the rules of qualification, election, and tenure that apply to other officers within these Bylaws.

Section 2 - Qualifications

Only persons who have been a member in good standing of this Society for at least five years immediately preceding their election are eligible for election as an officer of this Society.

Section 3 - Election and Terms

At the annual session, the Council shall elect for the ensuing year all the officers except for the Immediate Past President and Executive Director. The President, President-Elect, and Vice President may be permitted to serve two successive annual terms in office and the Nominating Committee so advised. The Speaker of the Council shall serve at the pleasure of the Council for unlimited consecutive annual terms.

Section 4 - Assumption of Office

Officers shall assume office on January 1 following election at the Annual Meeting and shall serve until December 31 of the year corresponding to the term expiration.

Section 12 - Speaker of the Council

The following rights and duties devolve on the Speaker of the Council:

- (a) to preside at all sessions of the Council and Executive Board, and perform such duties as custom and parliamentary usage require;
- (b) between meetings of the Council, to advise the Executive Board on which matters are routine or require the deliberations of the Council;
- (c) The Speaker of the Council is entitled to vote only when the vote is by ballot and in case of a tie in an open vote.

Executive Board

ARTICLE V – Executive Board

Section 1 - General Powers

The Executive Board shall carry out the mandates and policies of this Society as determined by the Council or by referendum or initiative measures. Subject only to the provisions of:

- (a) these Bylaws,
- (b) resolutions or enactments of the Council;
- (c) measures adopted by initiative or referendum among the voting members of the Society, the Executive Board has full and complete power and authority to perform all acts and to transact all business for the Society and to manage and conduct all of the property, affairs, work, and activities of the Society, except that the Council shall have sole authority to exercise the voting rights of the shares of stock of the MSD Holding Company, Inc. and the MSD Holding Company, Inc. shall have sole authority to exercise the voting rights of the shares of stock of the subsidiary corporations; and

(d) responsibilities of the Council as outlined in Article VI.

The Executive Board shall have the authority to review and make recommendations on Society business and to act on routine matters. This Executive Board may set policy and act upon fiscal matters (except as outlined elsewhere in these bylaws)

Section 2 - Composition

The Executive Board shall consist of:

- (a) the officers (the President, President-Elect, Vice President, Secretary, Treasurer, Speaker of the Council, and Immediate Past President);
- (b) one AMA Delegation representative;
- (c) one representative from each of the MSD Sections (e.g., Resident and Fellow Section, the Young Physician Section, Physicians Emeritus);
- (d) four at-large representatives (two from New Castle County, one from Kent County, and one from Sussex County);
- (d) a Government Affairs Committee representative;
- (e) a representative from the Third Party Payer Committee; and
- (f) a representative of the MSD Holding Company Board of Directors.

Section 3 - Meetings

The Executive Board shall meet no less frequently than quarterly, and at such other times as necessity may require. The Speaker of the Council or President may call a meeting of the Executive Board on the written request of three members or more of the Executive Board. The Speaker of the Council shall preside at the meetings of the Executive Board. In the absence of the Speaker, the President shall preside. If both are absent, the President-Elect shall preside.

Section 4 - Election and Terms

Officers will be elected on an annual basis by the Council. At-large members shall be elected by the Council at its Annual Meeting and shall be limited to three consecutive two-year terms. Such members having served maximum terms shall be eligible for re-election after a period of two years from the expiration of their last election.

Section representatives shall be appointed by the respective section and shall be limited to three consecutive two-year terms. Members having served maximum terms shall be eligible for re-appointment after a period of two years from the expiration of their last appointment.

The AMA Delegation representative shall be the AMA Senior Delegate, unless otherwise ratified by the Council to be another member from the AMA Delegation. The Government Affairs Committee and Third Party Payer Committee representatives are determined by the respective committees. The MSD Holding Company Board representative is determined by the MSD Holding Company Board of Directors. The AMA Delegation representative, the Government Affairs Committee and Third Party Payer Committee representatives, and the MSD Holding Company Board representative shall serve two-year terms with no term limit.

If an At-large or AMA Delegation representative dies, resigns, or is otherwise unable to fulfill the duties, the Executive Board is empowered to appoint members to fulfill the unexpired term. Should a Section, Government Affairs Committee, Third Party Payer Committee or MSD Holding Company Board representative die, resign, or is otherwise unable to fulfill the duties, the respective Section, committee, or MSD Holding Company Board shall appoint a member to fulfill the unexpired term. A member appointed to serve an unexpired term shall not be regarded as having served a term.

Section 5 - Assumption of Position

Members of the Executive Board shall begin serving as of January 1 following the Annual Meeting and shall serve through December 31 of the year corresponding to the term expiration.

ARTICLE XI – Committees of the Society

Section 6 - Quorum

Unless otherwise specified in these Bylaws, a quorum for any Named, Elected, Standing, Special, Subcommittee, and Ad Hoc Committee, as well as the Executive Board, shall be no less than 1/3 of the total number of members of that

board or committee. Unless otherwise specified in these Bylaws, the vote of the majority of those members present at a meeting at which a quorum is present shall be the act of the board or committee.

Council

ARTICLE VI - Council

ARTICLE VI

Council

Section 1 - General Powers

All legislative powers of the Society, including the power to alter, amend or repeal these Bylaws, are vested in and reside in the Council, which alone shall have authority to determine the policies of the Society, except as action may be taken by virtue of a referendum of the members of this Society as provided in Article IX, Section 2. It shall elect (1) all the officers, (2) such delegates to the American Medical Association as the Society may be entitled to, and (3) the elected committees. The Council also has the responsibility for adopting the budget for the ensuing year. The Council shall have sole authority to exercise the voting rights of the shares of stock of the MSD Holding Company, Inc. The MSD Holding Company, Inc. shall have the exclusive authority to hold and to vote all corporate shares of stock of any of the Society's subsidiary corporations.

Section 2 - Composition

The Council shall be composed of: 1) Members of the Executive Board (the President, President-Elect, Vice President, Secretary, Treasurer, Speaker of the Council, Immediate Past President, one representative from each MSD Section [e.g., Resident and Fellow Section, Young Physicians Section, Physicians Emeritus], four at-large representatives, AMA Delegation representative, a representative from the Government Affairs Committee, a representative from the Third Party Payer Committee, and MSD Holding Company Board representative); 2) One representative from each ABMS-identified specialty organization recognized in Delaware; 3) one representative from the Delaware State Osteopathic Medical Society; 4) One representative from each established geographic affinity group; 5) Two representatives from each hospital medical staff, one to represent employed physicians and one to represent private practice physicians (recognizing some hospitals may only have employed physicians in which one representative would be appointed); and 6) one representative from each of the identified practice types (practice types may change over time due to changes in the health care environment).

Section 3 - Qualifications

To be seated in the Council, a member must be in good standing in this Society.

Section 4 - Election and Terms

Specialty Society, Delaware State Osteopathic Medical Society, Geographic, Hospital Medical Staff, and Practice Type representatives on the Council shall all be appointed by the respective representative group and shall be limited to three consecutive two-year terms. Members having served maximum terms shall be eligible for reappointment after a period of two years from the expiration of their last appointment.

Should a Specialty Society, Delaware State Osteopathic Medical Society, Geographic, Hospital Medical Staff, or Practice Type representative die, resign or be otherwise unable to fulfill the duties, the respective representative group shall appoint a member to fulfill the unexpired term. A member appointed to serve an unexpired term shall not be regarded as having served a term.

Section 5 - Assumption of Position

Members of the Council shall begin serving as of January 1 following the Annual Meeting and shall serve through December 31 of the year corresponding to the term expiration.

Section 6 - Conduct of Business

The Council in its deliberations shall be presided over by the Speaker of the Council. In the Speaker's absence, the President may serve. One third of the Council members constitute a quorum for the transaction of business. The Secretary shall record the proceedings.

The Council in its meetings, whether in regular or special session, shall proceed with the order of business set by the Secretary. At any meeting, however, the Council by specific motion may change the order of business previously set by the Secretary and proceed thereunder in accordance with the terms of the motion.

Section 7 - Time of Meeting

The Council shall meet in regular session no less than one time annually. It shall meet during special sessions in accordance with the terms of the call. A special meeting of the Council may be called at the Speaker of the Council's or President's discretion and must be called by the Speaker of the Council or President on the written petition of the Executive Board, or of ten members of the Council, or of 25 members of the Society.

Section 10 - Funds, Annual Dues and Special Assessments

The Council shall have final control of all funds and investments of this Society except as a specific deed of trust or bequest may provide otherwise. The Council shall determine annually the dues to be paid to the Society. If it deems the course expedient, it may designate an annual per capita assessment for the ensuing year different in sum from that provided by Article III, Section 8 of these Bylaws, and it may, if it deems the action necessary or advisable, levy in addition a special per capita assessment.

ARTICLE IX - Sessions and Meetings

Section 1 - Annual Meeting of the Society

The Society shall hold an Annual Meeting at a place and time fixed by the Council or Executive Board. The Secretary shall give to each member at least 30 days' notice of the place and time of the Annual Meeting.

Section 2 - General Meetings of the Membership

A general meeting, by a two-thirds vote of the active members present and voting, provided that at least 50 active members vote, may order a general referendum on any question pending before the Council or on any action taken by the Council, and when so ordered the Council shall submit such question to the active members of the Society who may vote by mail, in person, or electronically within 15 days. If the members voting comprise a majority of all the active members of the Society, a majority of such vote shall determine the question and be binding on the Council. The Council may, by a two-thirds vote of its own members, submit any question before it to general referendum in the above-specified manner and it shall be bound by the results.

Section 3 - Special Sessions

A special session of the Society may be called at the President's discretion and must be called by the President on the written petition of the Executive Board, or of 10 members of the Council, or of 25 members of the Society.

Section 4 - Right of Members to Participate In

All members of the Society may attend and, except as otherwise limited, may participate in the Annual Meeting held by the Society, subject only to such reasonable parliamentary rules as may be adopted. Members may also attend meetings of the Council, except when the Council is in executive session. **Non-Council members may have the privilege of the floor with the consent of the Council.**

Section 5 - Registration Required

A member may not attend or participate in proceedings or activities of the Annual Meeting without registering under such procedure as the Secretary may prescribe.

Section 6 - Guests

The privilege of attending the Annual Meeting may be extended to guests under such conditions as the Secretary may determine.

Section 7 - Voting

Unless otherwise determined, all members who are entitled to vote may cast their votes by any electronic means, including but not limited to telephone, fax, e-mail and any other electronic device. When votes are received, the Society staff shall use every reasonable effort when it is necessary to ascertain each voter's identity.

Section 8 - Papers and Addresses

Speakers who present papers at the Annual Meeting or special session of the Society shall be encouraged to submit copies to the Secretary for consideration for publication in the *Delaware Medical Journal*.

Section 9 - Meeting of the Council

During the Annual Meeting, the Council shall meet at such time as these Bylaws provide or as the Council determines.

Section 10 - Rules of Order

In the absence of any provisions in these Bylaws to the contrary, all general meetings of the Society, of the Council, of the Executive Board, and of the committees shall be governed by the parliamentary rules and usage contained in the current edition of *Sturgis Standard Code of Parliamentary Procedure*.

ATTENDANCE AT EXECUTIVE BOARD MEETINGS

Regular meetings of the Executive Board are normally held monthly on the second Thursday of the month. Meetings are held in at the MSD Offices in Newark (and currently two are scheduled to be held in Dover). Participation through video conferencing is also available for downstate Board members, pending remote location availability. It is crucial that Executive Board members attend meetings regularly, even if not specifically reporting at that particular meeting. The expertise and participation of Executive Board members is essential to the quality of deliberations and effective communication, which calls for regular attendance.

Approximately three weeks prior to meetings of the Executive Board, a meeting notice will be sent to you via email asking for an RSVP of your attendance at the meeting. Please respond indicating your attendance for that particular meeting, prior to the deadline, so that we may properly plan the meeting, as dinner is also provided at each meeting.

An agenda and meeting materials packet is provided to all Executive Board members approximately one week prior to each meeting. The meeting materials provided at this juncture will be what is available to date (note that confidential information is not provided ahead of time and is distributed at the meeting). This process allows for you to take time to thoroughly read documents in order to have an understanding in preparation for discussion at the meeting. For the most part, members view the documents online rather than having the packet mailed. A printed copy of the meeting materials will be made available to you at the meeting.

As mentioned, included in the Executive Board pre-meeting agenda packet is the agenda and minutes of the previous Board meeting along with other material to review prior to the meeting that is slated for discussion on the meeting agenda. Confidential material is usually not provided prior to the meeting and is identified by being copied on yellow paper, inserted into a yellow folder, and distributed at the meeting. Any confidential items must be returned at the end of the meeting. Any agenda items obtained after the distribution of pre-meeting materials online will be distributed in hard copy at the meeting.

PARLIAMENTARY PROCEDURE

Parliamentary procedures concerning the Executive Board's or Council's deliberation and conduct are governed by the most recent edition of Sturgis' "The Standard Code of Parliamentary Procedure." Recommendations for action are presented in the form of motions. The governing body then takes action on the item by passing it (carried) or not, or in some instances, amending or tabling it. When a motion is made it should be seconded, followed by time allowed for discussion before the vote. The Speaker of the Council serves to ensure correct parliamentary procedure is followed.

Should the Executive Board go into executive session, only voting members and those specifically asked may remain in the meeting room.

OTHER OBLIGATIONS OF EXECUTIVE BOARD MEMBERS

Along with attendance at the monthly Executive Board meetings, it is very important that the Executive Board members attend the Interim and Annual Council Meetings of the Society, as the Council is comprised of the Executive Board members and others (refer to the schematic at the beginning of this

manual). Although only certain Society officers usually have formal duties at these meetings, it is important that all Council members attend and participate in the deliberations of the Council.

Occasionally, Executive Board and Council members will be invited to functions sponsored by other organizations. MSD leadership is encouraged to set an example and support the Society by attending such functions whenever they can.

It is also important to remember that the reason for the restructuring of the Governance was to engage members and to do so, those representatives serving on the Executive Board and Council must communicate with those they represent, as well share information with the leadership and their constituents. It is a two-way street and Executive Board and Council members serve as the liaison between those they represent and MSD.

Some members, by virtue of their position, will also be members of the MSD Holding Company Board of Directors. Those members are:

- MSD President
- MSD President-Elect (serves as MSD Holding Company Board Chair)
- MSD Vice President (serves as MSD Holding Company Board Secretary)
- MSD Secretary
- MSD Treasurer (serves as MSD Holding Company Board Treasurer)
- MSD Speaker of the Council (presides over joint meetings of the Exec Bd and Holding Co Board)
- MSD Immediate Past President
- MSD Prior Past President (per usual protocol, can be appointed to serve as Holding Co Vice Chair)

Please note that the Society does have established policies on testimony to the General Assembly and providing interviews to the media when representing the Society. Other MSD policies can be obtained on the MSD website at <http://www.medsocdel.org/AboutMSD.aspx> (found under the “About MSD” tab, “MSD Policies” pull down option)

MSD has an established Conflict of Interest Policy, which Executive Board and Council members are requested to review and sign on an annual basis. The policy outlines the process when a conflict of interest arises.

Your work as an Executive Board and Council member makes it possible for the Society to fulfill its objectives and purposes. It is your responsibility while serving in your leadership role to make the best of this time and make positive strides for the Society. We ask that you be engaged and contribute and not idly sit by. The information in this manual is designed to assist you in your role as a Board member and leader.

*“We temporarily rent our seat at the leadership table,
But we must act like an owner while we are privileged enough to occupy it.”*

Jeffrey Cufaude
Writer, speaker, facilitator, strategist.

GENERAL INFORMATION

For general information about the Executive Board and Council, please refer to the MSD Website for more information and details about MSD governance, leadership, and Executive Board and Council meeting dates and meeting materials.

Welcome to the Medical Society of Delaware's Executive Board!

Further questions regarding the Executive Board and Council may be addressed to:

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Other staff contact information and directions to the MSD Building and Conference Center in Newark may be found on the MSD Website.