



WISCONSIN ACADEMY of FAMILY PHYSICIANS

BOARD MEMBER
Handbook & Orientation Guide



Welcome to the WAFP Board of Directors

Serving on the WAFP board is a unique leadership opportunity and we want you to be as prepared and effective as you can be to fully contribute to WAFP board activities. We have developed this handbook to help explain your major roles and responsibilities as a WAFP board member and provide you with information about WAFP, our board, and board duties in general.

Even though you may have served as a board member in other organizations, WAFP board service does have some unique characteristics because of our size, our scope, and the many diverse perspectives represented around the WAFP table. This handbook is meant to familiarize you with those items and provide information on what it means to be a productive WAFP board member.

WAFP, a state chapter of the American Academy of Family Physicians, is dedicated to being a trusted resource, advocate and education source for our members; family physicians, family medicine residents and medical students. The competencies and leadership skills you have developed in your profession as family physicians are important to your board service, but you will also need different and specific competencies that you may not use in your “day job.” This handbook is intended to describe some of those differences and prepare you for the issues involved in WAFP board service. We want you to grow as a leader in your service to the WAFP board.

Most importantly, this handbook is a springboard to further conversations about how to continually improve the functioning of the WAFP board. The ideas and information described in this handbook are meant to be a starting point for board development. We will continue to plan governance development activities that build on the core concepts presented herein.

Thank you for your service to WAFP. If you have any questions about this material, or need assistance during your term of service, please contact the WAFP Executive Office using the contact information below. We are excited to work with you to lead WAFP forward!

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ACKNOWLEDGEMENTS: WAFP thanks the Medical Society of Virginia and the Pennsylvania Medical Society for sharing their board handbooks as guides for developing this document. The WAFP Board Handbook was written by WAFP Executive Director Larry Pheifer, with contributions from the Pennsylvania Medical Society executive team, and is based on the work of the Pennsylvania Medical Society and the Medical Society of Virginia.

DISCLAIMER: This document is intended to be used as a guide and orientation tool for further research and study. It is not intended to be a substitute for legal advice, nor is it intended to be a comprehensive review of all of the roles and responsibilities of an WAFP board member.

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An Effective WAFP Board Looks Forward

Effective boards are forward-looking groups charged with setting the direction of an organization and providing management with the resources needed to advance the organization's goals. Forward-looking means focusing on WAFP's future outcomes, results, and accomplishments. The WAFP board's purpose is to work with members and WAFP management to advance WAFP's vision, provide collective wisdom and direction to WAFP, and oversee the ways that WAFP creates member value. The board holds management accountable for obtaining stated results, but the board does not "do" the work. Instead, WAFP's day-to-day management is tasked to staff through the executive director and executive leadership team. Committees, task forces, and other groups may advise staff and provide input on specific work products, member programs and services, and other initiatives.

Forward-looking means asking questions that help direct WAFP's work and clarifying the organization's purpose or mission. Key questions that the board must address include¹:

- Why does WAFP exist?
- What are we here to do?
- What is our mission?
- What is our purpose?
- What does WAFP want to accomplish?
- What are our goals?
- What do we want to see or make happen for our members?
- Which objectives and activities will have the most value for WAFP members?

These questions should be discussed continuously during your board service, not just once when you first start. As the environment in which WAFP operates changes, so too should WAFP's objectives and tactics. Although WAFP's mission and vision need to remain consistent over time, its goals, objective, strategies, and metrics will vary.



WAFP's Vision

Promote Healthy Physician - Healthy Practice - Healthy Patients.

WAFP's Mission

The mission of the Wisconsin Academy of Family Physicians is to promote excellence in health care and to improve the health of the people of Wisconsin through the advancement of the art and science of Family Medicine and the professional growth of Family Physicians.

An Effective Board Leads to Good Governance

Good governance is straightforward but often difficult to maintain over time as board members rotate on and off a board and board leadership changes. All boards of directors are required to commit to advancing overall organizational interests over personal interests or those of a specific constituency, and to do the following three things:

1. Set the direction of the organization, usually through a strategic planning process.
2. Oversee progress toward meeting organizational goals, usually through management reports and information updates, including financial oversight and compliance activities.
3. Hire and evaluate the management company's performance.

Successful boards focus on the future. Indeed, some association professionals have identified a fourth area for board performance: “strategic foresight.”² That is, in addition to its strategic planning function, it is imperative for a board to help identify environmental trends, practice changes, and political challenges that may impact the organization's success. The duty of foresight is a key part of good governance by providing a forward-looking and proactive perspective to help position WAFP effectively for the future.

An effective board of directors³:



LOOKS AT
THE BIG
PICTURE



HAS A KEEN
SENSE OF
PRIORITIES



THINKS
BEFORE IT
ACTS



MAKES GOOD
DECISIONS



CONSTANTLY
EVALUATES
ITSELF
AND KEEPS
IMPROVING



VALUES
CONSTRUCTIVE
CONFLICT

Questions to ask yourself as a board member:

- Why does WAFP exist? Can you succinctly explain WAFP's vision and mission? What is WAFP's member value?
- What are WAFP's organizational capabilities?
- How is WAFP funded, and what drives its economic engine?
- How familiar are you with the environment in which WAFP operates?
- Can you describe WAFP's legislative priorities?
- Can you describe WAFP's programmatic work?
- What are WAFP's operational capabilities? What is its core business?
- What is WAFP's current financial picture, including major revenue and expense items?
- What information do you need to know to “get up to speed” on WAFP as an organization, including current strategic goals, finances, partnerships, and strategic initiatives?

Strategic Thinking and Planning Strategically



Effective Board Members Think Strategically, Not Operationally

An effective board is future-focused, holds staff accountable for achieving results, and uses clearly-set goals, objectives, and metrics to determine success. A board must set clear strategic goals that are “SMART,” i.e., specific, measurable, achievable, realistic, and timely. Through an annual planning process, the board should define these SMART goals and discuss measures that indicate their success. Without effective goal-setting there is no way for the board and staff to report on outcomes, monitor progress, and celebrate achievement. We know that we are busy, but we must ask: what are we busy doing, and why?

At WAFP, the board and staff work together to develop a strategic plan that sets priority goals and measures that can be monitored and assessed at the end of each performance year. A strategic plan is not a wish list: it is a carefully-crafted way to move the organization forward that incorporates external and internal factors, including strengths, weakness, opportunities, and threats. Goals, objectives, and the tactics to accomplish them have to be rooted in WAFP’s resources for strategically executing the plan. Thus, board members must know WAFP’s economic drivers and available resources, and link strategy to resources during the planning process.

Strategic planning is one of the board’s crucial functions. It requires thoughtful deliberation and consideration of diverse perspectives, as board members are literally entrusted with WAFP’s future. Just adding the word “strategic” to the front of an operational plan or wish list is not strategic planning.⁴ According to association governance expert Glenn Tecker, strategic thinking, and subsequent organizational planning and goal-setting based on that thinking, involves the following activities⁵:

- Considering the current and future conditions relevant to WAFP’s resources and the related choices that the board has to make.
- Realistically assessing WAFP’s capacity and position.
- Clearly defining desired outcomes and what will constitute success for WAFP.
- Discussing alternative paths to reaching WAFP’s desired outcomes, if needed.
- Selecting those paths with the highest probability of success, based on what WAFP knows about its environment and capabilities.

Strategic Thinking

The WAFP board plays a critical role in setting WAFP’s direction. One way to start thinking about strategy is to consider some of the following questions:

- Where does WAFP offer the most value to members?
- What “plays” should WAFP be making to advance its goals?
- Which of WAFP’s unique capabilities can create member value different from other groups?
- How can WAFP leverage past success to address future challenges?
- What are WAFP’s internal strengths and weaknesses?
- What are WAFP’s external opportunities and threats?

Your Roles and Duties as a Board Member



You Are a Leader, Not a Manager

Being a WAFP board member means that you are a leader not a manager. Your three primary responsibilities are: Set organizational **direction**; Ensure necessary **resources**; and, Provide **oversight**. In setting organizational **direction**, you must engage in strategic thinking and planning. You must set the WAFP's mission and vision for the future. You need to establish and oversee organizational values and approve annual plans. In ensuring necessary **resources**, you need to make sure that WAFP has hired capable executive leadership, has adequate financial resources and promotes and maintains a positive public image along with a capable and responsible board. In order to provide **oversight**, you as a board member need to oversee financial management, minimize the exposure to risk, and measure progress being made on the strategic plan. You also need to monitor (not manage) programs and services, provide legal and moral oversight and evaluate the management company and the board itself.

Your First Duty

As a WAFP board member, it is very important that you understand that your primary duty is to make decisions that are best for WAFP as a nonprofit organization. You are not a representative of a geographic district, member section, or an affiliated organization on the WAFP board: you are a WAFP board member who is required by your fiduciary duty to act in WAFP's best interests. Your perspective as a geographic board member, affiliate, or participant in a member peer group is vital, and should be considered as the board deliberates. However, ultimately, you—and the entire board—are responsible for making the best decisions for WAFP given the diverse perspectives that members bring to board deliberations.

You Represent a Perspective, Not a Constituency

Nonprofit board governance is not representative-based. Instead, board members bring diverse perspectives to the WAFP board. Those perspectives are informed by your experiences and those of your colleagues, and all perspectives need to be considered along with those of other board members as the board deliberates and decides what is best for WAFP as the voice of our state's members. A board is not a legislative body; it is a governance body with fiduciary duties to the corporation, not a constituency.

Acting as a Representative “of” versus a Representative “for”

(Adapted from Tecker⁶)

If you see yourself as a representative for a particular constituency, you may implicitly voice interests and opinions for that constituency and vote only on behalf of their/your interests.

If you see yourself as a representative of a particular constituency, you are more apt to present opinions and perspectives that are important to your constituency, but to voice those interests and opinions to get to the best possible outcome for WAFP overall. Your board service should include taking a “representative of” stance in board deliberations and discussions.

Your Fiduciary Duties as a Board Member



Although you are a volunteer, you have several duties and obligations as a result of your position as a board member. Board members are expected to act in good faith, always putting the interests of WAFP first in their decision-making. They are also expected to act with the care that any ordinary person in the same position or circumstance would exercise.

More formally, board members are legal directors of the organization, and are required to perform certain fiduciary duties by virtue of their position. You should consider these duties before you agree to serve on the board. Board members who violate these duties are potentially personally liable to WAFP for any damage resulting from the violation, even though WAFP carries officers and director's liability coverage for decisions made by the whole.

Your three major fiduciary duties are as follows:

	DUTY OF LOYALTY	DUTY OF CARE	DUTY OF OBEDIENCE
WHAT IT MEANS	Commit allegiance to the organization and acknowledge that WAFP's best interests must prevail over any individual or personal interest.	Perform your role with appropriate due diligence and handle your responsibilities with such care as any ordinary, prudent person would use under similar circumstances, in good faith, and in WAFP's best interest.	Follow WAFP's governing documents, carry out WAFP's mission, and ensure that WAFP's funds and staff resources are used for lawful purposes
WHAT IT LOOKS LIKE	<ul style="list-style-type: none"> • Commit to a position once it is decided. • Use your position to advance WAFP, not yourself or related organizations. • Disclose any conflicts of interest. 	<ul style="list-style-type: none"> • Be informed of WAFP's activities. • Prepare for board meetings. • Actively participate in discussions and deliberations. • Engage in direction, setting, and oversee WAFP management. • Know the difference between staff roles and member roles. 	<ul style="list-style-type: none"> • Know the WAFP bylaws. • Follow procedures and rules. • Comply with state and federal laws related to board service. • Avoid antitrust issues. • Inform leadership of issues and concerns.
POTENTIAL CONCERNS	<ul style="list-style-type: none"> • Conflicts of interest. • Involvement in leadership of other organizations that conflict with WAFP. • Not staying current with WAFP positions. • Speaking publicly against an WAFP board decision. 	<ul style="list-style-type: none"> • Being unprepared for meetings. • Not knowing specifics of issues that WAFP is considering. • Missing meetings. • Micromanaging staff activity or focusing on operations versus strategy. • Directing staff other than the executive director. 	<ul style="list-style-type: none"> • Not following WAFP bylaws and policies. • Engaging in anti-competitive or illegal behavior. • Failing to stay current on WAFP's bylaws.
BEST PRACTICES	<ul style="list-style-type: none"> • Disclose any conflicts, even if you are unsure one may exist. • Voice dissent before a decision is made. 	<ul style="list-style-type: none"> • Attend meetings. • Avoid making rush decisions. • Be prepared. • Engage experts when needed (legal, subject matter, etc.). 	<ul style="list-style-type: none"> • Ask questions. • Protect confidential information.

Adapted from Pennsylvania Medical Society Policy Statements,⁷ Hanscom and Mulgrew,⁸ and Jacobs.⁹

Five Key Expectations of WAFP Board Members



ENGAGE
as a WAFP board
ambassador in your
respective
communities.



SUPPORT
WAFP's positions and
policies once they are
finalized by the board.



ATTEND
board meetings
prepared to engage
in discussion.



PARTICIPATE
in discussions through
both speaking and
listening.

VOICE
diverse
perspectives,
including
dissenting
opinions,
during
deliberation.



Conversation That Counts

One of the board's key roles is to discuss, deliberate, and decide on matters before it. This means asking good questions through active listening and open dialogue. Asking "powerful" questions is a great way to lead and participate in board work.¹⁰ "A culture of inquiry within a board can and should create healthy debate."¹¹

Powerful questions:

- Provoke thought.
- Generate energy.
- Focus inquiry.
- Surface unconscious assumptions and biases.
- Open new possibilities and move the discussion forward.

Examples:

- "How does this align with our mission?"
- "What would our members think of this?"
- "I heard you state, 'people are saying...' Who are these people? How do you know?"
- "I am hearing opposition to this. Is that really about the issue we are discussing, or is it coming from someplace else? What is the core concern here?"
- "Many have been quiet about this. Does that mean everyone agrees?"

Apparent Authority, Speaking with One Voice, and WAFP's Antitrust Policy

In addition to your fiduciary duties, there are legal issues related to your board service that you should consider.

Apparent Authority

The U.S. Supreme Court has ruled that an association (i.e., WAFP) may be held responsible for the illegal or improper activities of association volunteers, even in cases when the volunteers only “appeared” to be acting with the authority of the organization.¹² In other words, because you are on the board, your actions and activities are perceived as being authorized by the board by nature of you being a board member, even if they are not. Therefore, it is extremely important that WAFP officers, usually only the president and the executive director, are authorized to act and speak for WAFP. If you are in doubt of a particular WAFP position, ask for clarification. Providing an incorrect response, or acting as if the board approved an action that it did not approve, is a significant concern.

Speaking with One Voice

Related to the duty of loyalty and apparent authority is the issue of “speaking with one voice.”¹³ The WAFP board speaks with one voice once it has reached a decision or approved a policy. It is your responsibility to make sure that you present your perspective, opinion, thoughts, or advice on a matter before the board during the deliberation period, and that you ask clarifying questions to understand WAFP's position and specific reasons for acting in a certain way on specific matters at board meetings. Constructive disagreement is vital to active dialogue and careful consideration of an issue.

The WAFP Board of Directors will attempt to reach consensus whenever possible, but, given the size of the board and the diverse perspectives represented therein, it would hardly be reasonable to expect everyone to agree on every issue all the time. However, once debate and discussion are concluded and the board reaches a decision, it is your duty to support that decision as a member of the WAFP Board of Directors. Ultimately, you may not philosophically agree with the position taken, but you do have to support the action. This does not mean that you have to yield your right to your personal opinion and, if asked, you may share that. But, you must also describe the board process used to get to the decision, the various perspectives represented in the discussion, and provide a fair description of why the board took the position it did, even if you disagree with it.

It is a violation of your fiduciary duty of loyalty to publicly speak against a WAFP position or voice opposition to a stated position after the board has deliberated and decided on the issue. It is critically important that you voice dissent before a decision is made and assure a board discussion process that brings up all issues and fairly considers them before positions are taken.

Speaking for WAFP as a Board Member

Guidelines for Talking to Media

Generally, WAFP's president and executive director serve as the public voice for WAFP in the media. If you are contacted by the media about an issue, policy, or position, please do not comment immediately. Please contact WAFP's executive office to receive guidance regarding how to respond. It is critically important that media responses are coordinated and consistent with current WAFP policy and messaging.

Over the course of your board service, you may be asked to provide comment to the media on a variety of issues relevant to your WAFP board service and how WAFP policies might impact your state or region. WAFP staff can help prepare you for these opportunities and work with your organization's staff to give you what you need to make the experience positive.

Anti-Competitive Practices and Antitrust Issues

WAFP is not organized for and does not play any role in its members' competitive decisions. WAFP does not in any way restrict competition among members or potential members, since to do so is a violation of antitrust law. It is WAFP policy to comply strictly in all respects with antitrust laws. WAFP errs on the side of caution in light of the severe penalties for violating antitrust laws and the substantial costs of defending antitrust investigations and claims, even those in which the inquiry or charge is without merit.

Rules and Guidelines for Board Members

In order to ensure that WAFP complies with the antitrust laws, the WAFP Board of Directors has adopted the following preventive rules and guidelines.

Encouraged conduct:

1. **Anticipate and avoid risk.** Undertake WAFP decision-making and activities with extreme care and avoid anti-competitive intent or purpose.
2. **Consult legal counsel.** If in doubt, it is always better to ask. WAFP's legal counsel may respond to inquiries relating to appropriate measures to protect WAFP. However, individuals seeking legal advice regarding their personal exposure should consult their own legal counsel.

Antitrust Concerns and Sensitive Areas

The board may not engage in any of the following:

- Agreements to fix prices or set floors or ceilings on prices.
- Agreements to boycott competitors, suppliers, third-party payers, customers, patients, or clients.
- Agreements among competitors to divide or allocate markets.

Sensitive areas that deserve close legal scrutiny prior to decision-making include:

- Membership restrictions.
- Standard setting, certification, and self-regulation.
- Information exchange (statistical surveys and benchmarking).

(Adapted from Tenenbaum¹⁴)



The Top Ten Legal Mistakes that Board Members Make

Legal Mistakes to Avoid

Board members should avoid making the following legal mistakes¹⁵:

1. Failure to understand how nonprofit organizations differ from for-profit corporations.
2. Failure to understand IRS rules for tax-exempt status.
3. Failure to understand the differences between a 501(c)(3) organization (public charity), a 501(c)(6) organization (professional society/trade association), not-for-profit corporations, for-profit corporations, and government organizations or departments.
4. Failure to understand antitrust rules and regulations.
5. Failure to understand what non-members can do and what access they have without membership status.
6. Not enforcing or not maintaining adequate bylaws.
7. Failure to understand board members' fiduciary duties.
8. Failure to execute executive management agreement.
9. Failure to execute legal review of significant obligations or contracts.
10. Failure to keep legal documents up to date.

Board Member Liability

WAFP carries directors and officer's insurance that may cover legal defense costs for employment, copyright, and antitrust claims. WAFP also carries general liability insurance that covers damages and injuries relating to the organization.¹⁶ Despite these coverages, you may be personally liable for other items, such as not exercising your duties of care, loyalty, and obedience. To avoid personal liability, consider the following¹⁷:



1. Thoroughly prepare before making decisions.
2. Seek information and get clarity on issues.
3. Do not rush to make decisions. Ask for more time when needed to fully consider an issue unless it is extremely urgent or time-sensitive.
4. Be sure that meeting records and summaries reflect information including actions taken at meetings, as required by law.
5. Request legal counsel on anything that is unclear and may have legal consequences.
6. Insist on full disclosure and transparency on all financial matters before the board.
7. Carefully review all financial reviews and letters from accountant reviewers.
8. Stay informed on matters before the board.
9. Practice full disclosure.
10. Be familiar with the bylaws and other legal or governing documents.

Conflict of Interest and Disclosure Statement

CONFLICT OF INTEREST

WAFP's Board of Directors, officers and staff as well as members of various organizational entities such as committees, workgroups and task forces deal with a variety of issues which may have far-reaching implications. WAFP is well served by the fact that many of those involved in policy development and implementation have diverse interests and are involved in a number of activities outside this organization. This interest and involvement enhance the expertise which these individuals bring to the various roles which they fill in representing WAFP.

On occasion, situations may exist in which an individual serving WAFP in an elected or appointed position or as an employee has some outside interest which would constitute a conflict of interest or which could be perceived as constituting a conflict of interest. Generally, a conflict of interest could be said to exist when individuals have material interests outside WAFP which could influence them or could be perceived as influencing them to act contrary to the interests of the Academy and for their own personal benefit or the benefit of a family member or business associate.

Most often, the type of interest resulting in a conflict would be financial such as, for example, when an individual has an association with a third party through receipt of a research or other type grant or stipend, an ownership interest, an employment relationship, or a consultative or advisory arrangement. However, in some situations a conflict of interest may exist even though the conflict does not arise out of financial considerations. For example, a member of the WAFP's Board of Directors may have a fiduciary responsibility as a member of the Board of Directors of some other organization. If the interests of that organization were contrary to the interests of WAFP, a situation could exist in which the individual could not fulfill his or her fiduciary responsibilities to both organizations. A conflict of interest would exist, even though it might not be related to personal financial gain.

DISCLOSURE STATEMENT

A key element in avoiding an actual or a perceived conflict of interest is to ensure that a system is in place under which those serving WAFP provide full disclosure of any potential conflicts. Accordingly, WAFP has developed a disclosure form which is to be completed by officers, Board members, those appointed to serve on committees, workgroups, task forces and other similar entities and senior members of the staff. Other staff members, vendors or contractors may be required to complete the form upon the request of the executive director.

Academy members elected or appointed to serve the organization will be requested to complete this disclosure form each time they are appointed or elected to a new term. Those members of the staff required to complete the form will be asked to do so annually. Additionally, all of those completing the form are expected to notify the Academy's executive director in writing if a potential conflict of interest arises which has not previously been noted on the current disclosure form.



Quick Tests for Ethical Congruence¹⁸

Are you behaving ethically as a WAFP board member? Here are three quick tests to determine your degree of ethical congruence:

The Self-Test: Are you bothered or upset by a decision the board is about to make? Have you expressed these concerns openly and in the spirit of constructive disagreement?

The Authority Test: How would you advise your child or partner to act in the given situation? Are you acting in the same way?

The Public Scrutiny or "Headline" Test: Can you accept a public review of the tradeoffs and compromises leading to the board's decision? Can you live with the decision being headlined in the local news with your name on it?

WAFP's Whistleblower Policy



The Wisconsin Academy of Family Physicians (the “Academy”) is fully committed to providing a workplace that is open to and fosters communication concerning all aspects of its organization and operations, including compliance with all applicable federal, state and local laws, regulations, rules and ordinances relating to corporate or financial misconduct and fraud (collectively, “Laws”). Toward that end, the Academy has adopted this Policy to protect its employees from unlawful threats, discrimination, retaliation or discharge as a result of their lawful (i) reporting of, or providing or causing to be provided, information about what they reasonably believe to be corporate fraud or other violations, or possible violations, by the Academy or its agents of any applicable Laws, or (ii) objecting to or refusing to participate in any such activity or practice, not only to accommodate, but to encourage, responsible whistleblowing. This Policy is not intended to address claims or allegations of harassment, sexual or otherwise, or discrimination in the workplace; those issues are covered in separate policies adopted by the Academy.

Code of Conduct

WAFP Board of Directors members, officers, management, and employees are expected to adhere to high standards of ethical conduct. Although it is impossible to describe all such conduct, WAFP requires adherence to the following code of conduct for both staff and volunteer leaders:

1. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
2. Full, fair, accurate, and timely disclosure of relevant facts in all reports and documents dealing with matters of program services, governance, and business administration.
3. Compliance with all applicable governmental laws, rules, and regulations.
4. Prompt internal reporting of suspected violations to an appropriate person or persons within the organization, as described below or as stated in other WAFP policies.
5. Personal accountability for adherence to the WAFP policies.

Reporting Violations

Employees who suspect that WAFP policies have been violated should report their concerns to the staff member who can best address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. When the reporter is not comfortable speaking with a supervisor or is not satisfied with a supervisor’s response, he or she should speak with the team’s chief. If a reporter is not comfortable speaking with the chief, he or she may contact the executive director. In cases where the report may include the executive director, the reporter should contact WAFP’s president and WAFP’s legal counsel. Contact information for the relevant WAFP legal counsel will be posted conspicuously in WAFP’s offices where other required information is posted.

Any board member with concerns should contact the WAFP president. In cases where the report may include the president, the reporter should contact the immediate past president. In cases where the immediate past president may be involved in the concern, the board member should contact WAFP’s legal counsel. Board members will be provided with WAFP’s legal counsel contact information at the start of their board service and whenever counsel changes.



Acting in Good Faith

Anyone who files a complaint concerning a suspected violation must have reasonable grounds for believing that the information disclosed is true and correct. Unsubstantiated allegations that prove to have been made maliciously or without factual basis will be viewed as a serious matter and dealt with appropriately by management and leadership.



No Retaliation

No director, officer, or employee who in good faith reports a violation of policy shall suffer harassment, retaliation, or adverse employment consequences.



Confidentiality

Reports may be submitted confidentially or anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.



Handling Reported Violations

All reports will be promptly investigated (within ten business days or sooner) and appropriate corrective action will be taken if warranted by the investigation.

Your Board Leadership and Relationship with WAFP's Management

You are a WAFP Leader

Leadership involves direction setting, is vision-focused, inspires action, and motivates people around certain actions and beliefs. Leadership is a key competency for board members, and it is important that you understand your role as a leader within the organization. Organizations with professional staff delegate the organization's management to those staff. As a result, the board's management role primarily involves oversight of management versus hands-on management of the organization. This does not mean that staff are not leaders or that board members are not managers. However, board members should focus on the organization's overall direction and how to best provide management with the resources and clarity needed to measure success, rather than getting involved in how the work is accomplished.

Committee work is often an area where there is an intersection of management and leadership. For example, the Finance Committee may develop a budget in collaboration with staff, and the Governmental Advocacy Committee may draft legislative priorities. By and large, however, board members should be involved in leading, not managing. When board members are engaged in the operational details of the organization and its business processes, there is often role conflict between members and staff, and this causes confusion and inefficiencies.

As a general rule, the board should discuss and decide what WAFP **should do** (including strategy, direction setting, monitoring, and oversight) and staff should work on **how** WAFP will do it (execution, implementing, reporting, and managing).

The Board-Staff Partnership

Important boundaries between WAFP's board/member roles and staff roles allow for a healthy, productive, and functional organization. WAFP board members and staff enjoy close working relationships, and some have worked together for many years and shared significant life events and experiences while working at WAFP. It is important for staff and board members to have constructive working relationships to accomplish shared goals and for staff to receive appropriate positive and negative feedback on their performance.

However, board members do not oversee any staff other than the executive director, and should not task or delegate work to any staff member without working through the appropriate management structure or reporting channels. It is important that board members do not create work for staff that is not part of work they already perform. Not only would this lead to role confusion for staff, it may also make it more difficult for staff to complete their already-established workplans, for which they will be held accountable.

It is also not appropriate for board members to ask about staff or management performance unless those discussions are being held in an executive session and are part of a planned and mindful board conversation about staff performance. As a general rule, board member to staff conversations about performance should be channeled through the executive director's office. Board members should also not seek insider or internal knowledge about WAFP without going through appropriate channels or funneling those requests through the executive director or the WAFP president. **WAFP's executive director is the only staff person who works for the board.** WAFP's professional staff work for the executive director, who is responsible and accountable for all staff activity and performance. When these lines are blurred, there is tremendous risk of misunderstanding, misdirection, and miscommunication that may make it more difficult to accomplish WAFP's goals and objectives.



Here are some best practices for board members that clarify staff and board member roles¹⁹:



Do ask the executive director about how work is to be accomplished and by which staff member, if you have any questions. When you need to work directly with staff, for example, to plan a meeting or develop a training program, ask the executive director about the appropriate ways to communicate with staff and how to share your feedback on staff performance and work product.



Do not give staff specific assignments unless you are explicitly designated to do so by virtue of a volunteer leadership position on a committee or in your capacity as a chairperson or liaison to a workgroup, task force, or other group. If you ask a staff person to do something that is not part of their existing workplan, you may undermine that staff member's performance evaluation and subvert resources from other activities. If you have a need that staff can help with, request help through the executive director, who can triage the work appropriately within the organization.



Do resist the urge to either criticize or compliment staff directly. If staff performance concerns you, contact the executive director for action. When a compliment or kudos are due, ask the executive director to convey or deliver it on your behalf. Although everyone appreciates compliments, when you as a board member directly compliment a staff member, you may unintentionally undermine a team's morale or subvert WAFP staff's process for recognizing excellence. When you share concerns or criticisms with staff, you are subverting management's channels for dealing with these situations, you are undermining the executive director's role and authority, and you may be creating legal risks for the organization.



Do not intervene if staff members approach you about problems with the executive director or the internal staff affairs or environment at WAFP, and do not solicit such information from staff. In most cases, staff who reach out in this way are doing "end-runs" around their bosses, subverting the chain of command, and if you engage, you are undermining the employer-employee relationship. Instead, tell staff that you do not discuss personnel or staffing matters with individual staff, and redirect them to their supervisors. The only exception to this situation is when a staff member is whistleblowing or is reporting harassment. In these cases, redirect staff to WAFP's legal counsel as described on page 16.



Do keep your relationships with staff professional, not personal. Crossing boundaries from professional to personal may seem natural after working with staff for many years, but this may cause staff to think that they have special privileges or otherwise undermine the employee-employer relationship.



Do route requests for staff assistance and feedback on staff performance through WAFP's Executive Office. Board members need to recognize that by virtue of their position, they have titular and positional authority that may intimidate staff, make it difficult for a staff person to deny a request, or make it difficult for a staff person to share concerns openly. It is in your best interest and part of your fiduciary duty to respect the organization's chain of command and route requests, feedback, and other items to staff through WAFP's Executive Office.

Areas of Leadership Focus Across WAFP²⁰

WAFP's president, board of directors, executive director, and staff are jointly responsible for leading WAFP's strategic direction-setting, overseeing governance effectiveness, and executing WAFP's strategic plan.

WAFP's president is the external spokesperson for the organization on most issues, and is responsible for leading the organization forward. The president is responsible for assuring that WAFP management implements the strategic plan. All leaders work as partners and colleagues in forwarding WAFP's vision, mission, and values.

WAFP PRESIDENT	WAFP BOARD OF DIRECTORS	WAFP EXECUTIVE DIRECTOR	WAFP STAFF
<ul style="list-style-type: none"> • Partners with the executive director to communicate organizational goals and represents WAFP externally. • Serves as a voting member on committees. • Serves as lead partner to implement WAFP priorities with members, staff, and stakeholders. • Appoints leaders to committees, task forces, and workgroups, and helps identify members to serve. • Is elected by members, and is accountable to the board and members. 	<ul style="list-style-type: none"> • Sets the organization's strategic direction. • Develops a multi-year strategic plan, including goals, objectives, and metrics. • Partners with the president and executive director to establish policies that meet organizational goals. • Ensures that financial controls are in place. • Collaborates with the executive director to assess overall performance. • Strives for consensus decision-making. • Board members bring diverse perspectives to the board. • Members serve at the pleasure of the board at large, and accountable to members. 	<ul style="list-style-type: none"> • Develops the annual operational plan. • Implements the board's strategic plan. • Develops and oversees internal WAFP policies, procedures, and controls. • Collaborates with the president and board to assess overall WAFP performance. • Hires and terminates staff. • Executes contracts. • Serves as an ex-officio member of the board and committees. • Reports to the president and is accountable to the board. 	<ul style="list-style-type: none"> • Implement WAFP's strategic plan. • Create member value through programs and services. • Support, serve, and collaborate to advance WAFP's work through day-to-day operations and program implementation. • Assess membership needs. • Report to the executive director and WAFP management.

The Executive Committee

The WAFP Executive Committee is composed of the president, president-elect, vice president(s), board chair (immediate past president), and treasurer, who are elected from the WAFP Board of Directors. Traditionally, the executive committee acts for the board when the board is not in session. The committee meets routinely to review management performance and provide staff with preliminary feedback on strategic and operational decisions that will be brought to the board for full discussion.

When urgent issues arise and it is not possible to convene the board, the Executive Committee will meet to address the issue and provide guidance as necessary. The committee also conducts the executive director's performance review, using feedback from the entire board and staff. The committee meets more frequently than the full board, and serves in an advisory capacity to management and the full board, as needed.

Because Executive Committee members are in more frequent contact with WAFP staff on both strategic and operational issues, there is often a perception that the Executive Committee represents the “insiders” of the organization, and that the full board is on the “outside.” Executive Committee leadership addresses this concern by providing frequent, transparent reports on Executive Committee activity that all board members should routinely review. Executive Committee agenda items are shared in the Executive Committee meeting records are included in the Board of Directors Board Packet for review. Board members should be knowledgeable about the Executive Committee's activities, ask for clarifications when necessary, and realize that the Executive Committee members' roles often require them to be more involved and directly engaged in WAFP's operational work.

Board members may want to ask the following questions, which can frame helpful conversations about roles²¹:

- When should the Executive Committee approve something versus the entire board? What criteria can we use to make this clear?
- How do board members want to be updated on the work of the Executive Committee?
- What do Executive Committee members need from the full board to be effective in their leadership roles?
- How can the Executive Committee and the full board assure that everyone is on the same page in moving WAFP forward, given the fact that the Executive Committee is often privy to more frequent “insider” information?

The WAFP Assembly of Members

The WAFP assembly of members is the policymaking body of the organization from which board leadership is elected. It is the custom of the assembly of members to meet yearly at the WAFP Annual Meeting to elect officers, review and approve dues changes, and conduct other WAFP business. Special meetings may be called as described in WAFP's bylaws.

WAFP's Internal Committees

Several committees are integral to WAFP's organizational performance and governance. WAFP's bylaws allow the WAFP Board of Directors to create committees as it sees fit to conduct the organization's work. In practice, committees fall into two groups: standing and policy committees.



Standing Committees

Standing committees are committees specifically referred to in WAFP's bylaws as groups that advise the board on WAFP's operational, business, and governance aspects. They include:

- Executive Committee
- Finance Committee
- Legislative & Advocacy Committee
- Student & Resident Committee
- Value-Based Medical Home Committee



Finance Committee

Determines the financial needs of the WAFP, reviews and prepares budgets, makes recommendations to the Board of Directors regarding budget, and works, where necessary, with committees to develop fiscal notes for committee projects. The committee may suggest changes in the dues schedule. Meets yearly to determine new budget.



Legislative & Advocacy Committee

Reviews and recommends policy on all national, state and local legislation affecting the practice of medicine, scope of practice, access and medical liability. Coordinates effort of contract lobbyist and oversees the legislative involvement fund. Meets the third Tuesday of every month.



Student & Resident Committee

Develops support for residency programs and the family medicine residents in Wisconsin, works with medical students across the country to assist in recruitment to Wisconsin, and works with residency programs with curriculum to provide resources to help in their negotiations with hospitals and academic medical centers. Organizes and plans attendance at the National Conference of Family Medicine Residents & Medical Students, and all Family Medicine Interest Group activities. Meets the first Monday of even numbered months.



Value-Based Medical Home Committee

Responsible for helping members learn about and implement the components of a PCMH and ACO. Activities will include identifying and providing best practices, resources, mentors and educational programming. The committee will work closely with the Legislative Committee on PCMH public policy issues. Meets the first Friday of even numbered months.



WAFP Workgroups

The WAFP Board of Directors has also created workgroups to advise on specific areas. These workgroups are composed of WAFP members, and non-members are permitted to participate if appointed by the WAFP president. In practice, these workgroups develop guiding principles and position statements for the board's review and approval.

WAFP's External Committees

In addition to our internal committees, WAFP also has official representatives on external committees, including partner task forces, advisory committees, and coalitions. WAFP's president appoints members to these groups after formal requests are submitted by external stakeholders to the WAFP Executive Office. WAFP staff prepare and brief external committee representatives on related WAFP policies, as needed, prior to external committee meetings.



The WAFP Foundation

The Wisconsin Academy of Family Physicians Foundation was established in 1982 with the purpose of fostering the specialty of Family Medicine among medical students in order to grow the specialty by insuring an adequate supply of future family physicians. The WAFP Foundation is funded by tax-deductible individual and corporate contributions. It is classified by the US Internal Revenue Service as a non-profit, tax-exempt philanthropic arm of the Wisconsin Academy of Family Physicians. The WAFP Foundation is a network chapter of the American Academy of Family Physicians Foundation Family Medicine Education Consortium.

The mission of the Wisconsin Academy of Family Physicians Foundation is to enhance the quality of family health care in Wisconsin through funding of appropriate education, research and philanthropic projects of the Wisconsin Academy of Family Physicians by providing significant support and stewardship of funds.

Committee Versus Board Work

A common challenge in governance is making sure that when committee recommendations come to the board for review and approval, the board accepts or rejects those recommendations, rather than redoing or questioning the work of the committee to which it initially sent the request. When it starts to feel like the board is doing the work of its standing or policy committees versus delegating that work to the appropriate group to advise the board, board members should feel comfortable asking if the board is acting as a "committee of the whole." It may be that no one thought to ask, or it may be appropriate for the board to deliberate the issue again in detail. However, if the board does this too often, it may be performing committee work. Instead, the issue should be referred to the committee and brought back to the board for action whenever possible.

Productive and Counterproductive Board Behavior²²

Strong boards spur forward movement by developing and cultivating a strategic, mission-driven, and results-oriented focus. How board members behave at meetings is very important to setting the tone of the meeting and making the progress needed to move WAFP forward.

To fulfill their fiduciary duties and serve WAFP effectively, all board members are asked to be aware of the way that they approach board deliberation and debate, make decisions and participate in meetings, and work with WAFP staff. Board members should avoid dominating debate, failing to offer solutions to problems after identifying them, and undermining the positive functioning of the board. WAFP asks its board members to take a productive approach to their board participation, as detailed below:

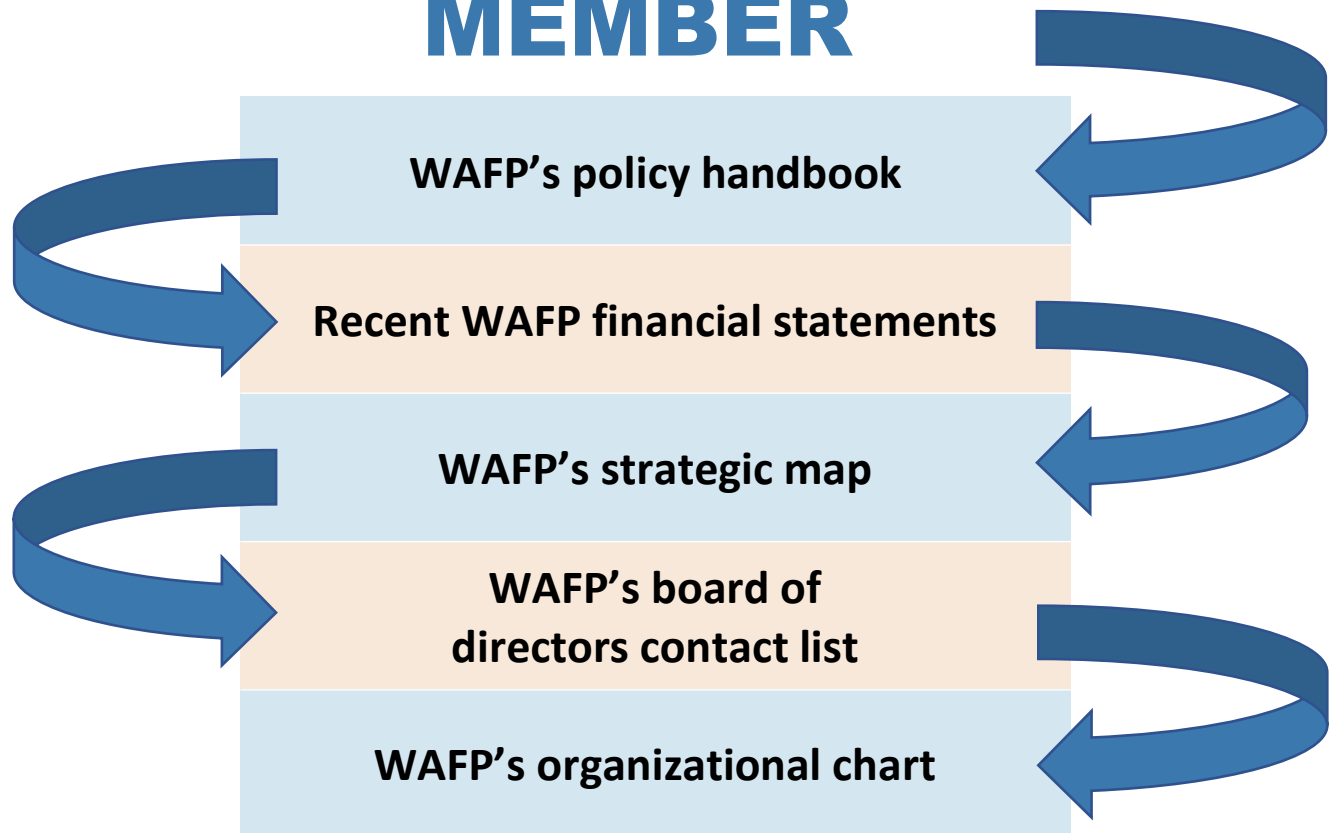
PRODUCTIVE APPROACH	COUNTERPRODUCTIVE APPROACH
<p>Decision-making...</p> <ul style="list-style-type: none"> • Focuses on the long-term view, taking into account the past, present, and future. • Uses appreciative inquiry to understand perspectives, deliberate effectively, and then create solutions for all members. • Prioritizes outcomes, defines results, and incorporates evaluation. • Asks what is best for WAFP. 	<p>Decision-making...</p> <ul style="list-style-type: none"> • Focuses on operations, tactics, and a short-term view. • Uses bias and judgements to criticize different perspectives and steer decision-making to serve specific personal or constituent problems. • Prioritizes processes and rules. • Asks what is best for “me” or “my organization.”
<p>Board development is...</p> <ul style="list-style-type: none"> • Continuous and monitored through an annual assessment process. • Seen as essential to board functioning. • Seen as a priority to assure WAFP’s effective governance. 	<p>Board development is...</p> <ul style="list-style-type: none"> • Irregular, limited, and seen as an “extra.” • Overly adherent to past procedures: change is viewed as unnecessary.
<p>Board members participate in deliberation by...</p> <ul style="list-style-type: none"> • Asking questions and seeking to understand. • Adding a perspective that is yet unstated. • Building on the comments of others. • Constructively criticizing ideas to fully develop them before a decision is made. 	<p>Board members participate in deliberation by...</p> <ul style="list-style-type: none"> • Grandstanding and dominating discussions. • Repeating the statements already made. • Seeking to minimize others. • Failing to account for other, valid perspectives. • Undermining decisions after they are made.
<p>When working with staff, board members...</p> <ul style="list-style-type: none"> • Consult with WAFP management as ideas arise and assess feasibility before seeking action, viewing staff as important partners. • Partner with staff to accomplish goals and objectives. • Work with management when staff support is needed. 	<p>When working with staff, board members...</p> <ul style="list-style-type: none"> • Minimize staff roles and view staff as servants versus partners in accomplishing results. • Seek out front line staff or long-time staff “friends” to execute unapproved or unplanned tasks. • Ask for insider information and go outside the chain of command to find out “what is going on.”

Optimizing Good Governance Behaviors

As the board continues to develop and change over time, we seek the following six optimal board behaviors.²³

OPTIMAL BEHAVIOR	WHAT IT LOOKS LIKE
Board members are proactive and look at the big picture.	Board members ask, “How are we doing?” and “What should we be doing?” versus “How have we always done it?”
Board members have a keen sense of priorities.	Board members ask, “How does this fit with existing work?” and make appropriate tradeoffs, saying “no” when necessary.
Board members care about other board members and staff, enable leadership, and respect boundaries.	Board members ask, “How can I help?” and provide staff and board with development opportunities to grow; board members respect appropriate staff-board relations.
Board members think before they act.	Board members ask about all sides of a decision, deliberating appropriately on an issue, and cultivating a “fear-free” debate where all ideas are respected.
Board members value teamwork.	Board members seek the “win-win” situation, asking about all perspectives, and preferring to reach consensus whenever possible.
Board members evaluate their service and seek opportunities for feedback and improvement.	Board members ask, “What more do we need to do to be even better?” and “How can we learn more about being effective leaders?”

THINGS TO ASK FOR AS A **NEW BOARD MEMBER**



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- ³ Fritz, Joanne. "Is Your Nonprofit Board Helping You or Hurting You? Dream Board or Scary Board? Which is Yours?" Available at: <https://creativestrategies.me/2010/08/27/is-your-nonprofit-board-helping-you-or-hurting-you/>. Accessed 2-22-2017.
- ⁴ Tecker, Glenn. 2011. "Sustaining Success That Matters." *Associations Now: The Volunteer Leadership Issue* (January), p. 35.
- ⁵ Ibid.
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- ⁸ Hanscom and Mulgrew. 2013. "COI, Duty of Loyalty, Fiduciary Responsibilities." American Association of Medical Society Executives CEO Meeting, October 7-9, Charleston, SC.
- ⁹ Jacobs, Jerald. 2012. "Board Member Legal Responsibilities." *Associations Now: The Volunteer Issue* (January), p. 53.
- ¹⁰ Hollan, op. cit.
- ¹¹ Axelrod, Nancy. 2007. "Culture of Inquiry: Healthy Debate in the Boardroom." Washington, D.C. BoardSource.
- ¹² Jacobs, op. cit.
- ¹³ This section is based on material developed by the American Industrial Hygiene Association.
- ¹⁴ Tenenbaum, Jeffrey. 2015. "Legal Duties of Association Board Members." Available at: https://www.asaecenter.org/resources/articles/an_plus/2015/december/legal-duties-of-association-board-members. Accessed 2-22-2017.
- ¹⁵ BoardSource, The. N.d. "Top Ten Legal Mistakes." Presentation to the AMCHP Board of Directors (June 2009), Washington, D.C.
- ¹⁶ Adapted from Harris, Robert. 2013. "Board Responsibilities." Harris Management Group. Tallahassee, FL.
- ¹⁷ Adapted from Tenenbaum, op. cit.
- ¹⁸ Adapted from Harris, op. cit.
- ¹⁹ Adapted from Stratton, Susan. 2009. "Do's and Don'ts of Board-Staff Relations." *Associations Now: The Volunteer Leadership Issue* (January), p. 61.
- ²⁰ Adapted from the Medical Society of Virginia Board Handbook. Richmond, VA.
- ²¹ Adapted from Gottlieb, Hildy. 2008. "Role of the Executive Committee."
- ²² Adapted from the Medical Society of Virginia, op. cit.
- ²³ Adapted from Fritz, op. cit.



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