



Medical Society of Delaware

LEADING THE WAY TO A HEALTHY DELAWARE

EXECUTIVE BOARD MANUAL

After reading this manual, please be sure to complete and return the Acknowledgement form, which is the last page of this document.

Additional documentation provided with this manual:

- **Most recent Strategic Plan document**
- **Annual Conflict of Interest Form**
- **Bylaws**

Legal documents (ex. Articles of Incorporation, licenses, tax exemption status, etc.) are on file at the MSD office and available for review upon request.

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INTRODUCTION

What is Expected as an Executive Board Member?

Welcome as a member of the Executive Board of the Medical Society of Delaware, and as such, as member of the MSD Council. By serving in this capacity you need to be a visionary and big-picture thinker, a leader who can step beyond the habits of your profession and inspire a constructive view of a positive future. You're not on the Board to micromanage. Your job is to help us achieve our vision for the future, which requires an open and expansive attitude.

Who is the Medical Society of Delaware?

The Medical Society of Delaware is the third oldest state medical society in the United States, founded in 1776 and incorporated on February 3, 1789. James Tilton, MD is the Society's first President and became a crusader for sanitation and established the first isolation wards for contagious diseases, observations learned while serving as Regimental surgeon during the Revolutionary War and afterwards in the War of 1812. In 1813 Dr. Tilton was appointed the first Surgeon General of the US. His home, the Tilton Mansion located on Broom Street in Wilmington, was considered when our country was looking for a location for the country's capital. Today, Dr. Tilton's home is better recognized as the University and Whist Club.

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.

Life members are those who have been a member for 30 continuous years or more and have reached the age of 70. Life members are not required to pay annual membership dues.

Supporting members can be organizations or individuals who embrace the ideals of the medical profession and the mission of MSD. Qualifications of applicants are reviewed by the Committee on Membership with recommendation to the Executive Board. The rights and privileges shall be limited to the purchase of products and services through the Society's Affinity Partner program as is offered to other members in good standing of MSD. Supporting membership is conferred upon qualified candidates and can be withdrawn by the Executive Board at its sole discretion.

Qualified 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:

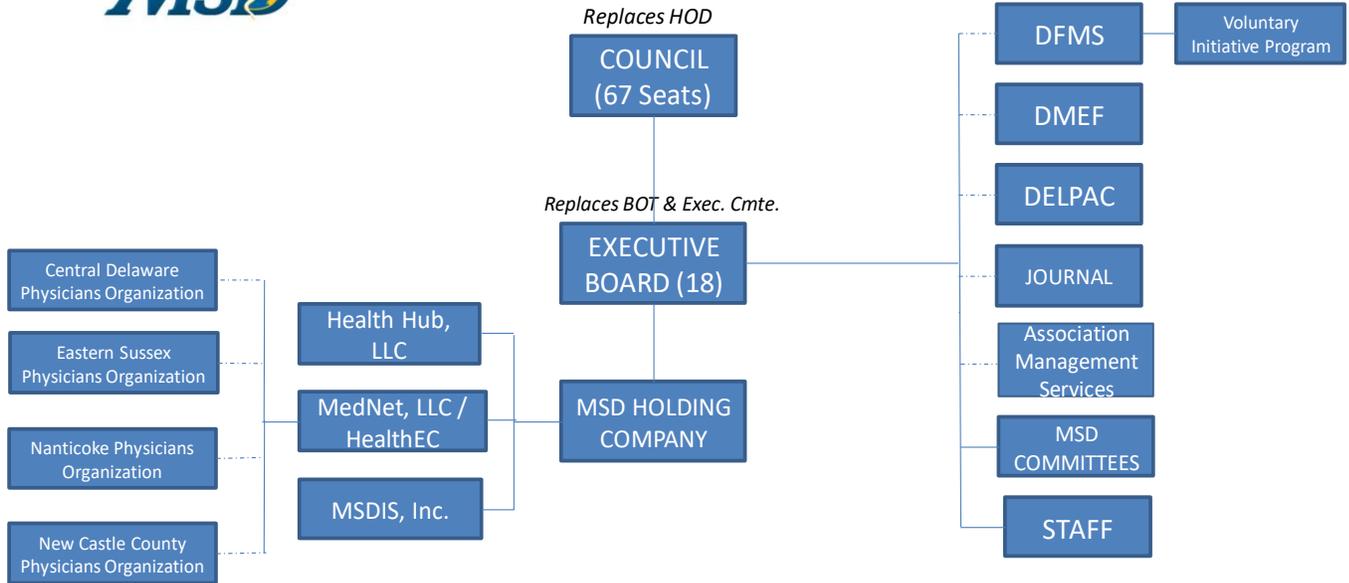
- Restore relevance of the governance process to the organization and the members
- Increase effectiveness and efficiency of the organization
- Increase member engagement
- Create a more nimble, timely, and inclusive culture

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	Dover
Hockessin/Pike Creek	Milford
Christiana	W. Sussex
Middletown	E. Sussex

HOSPITAL MEDICAL STAFF (15)

AI duPont (2)	Beebe (2)
CCHS (2)	Nanticoke (2)
St. Francis (2)	VA (1)
Kent General (2)	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.

ATTENDANCE AT EXECUTIVE BOARD MEETINGS

Regular meetings of the Executive Board are normally held monthly on the second Thursday of the month. (The annual meeting schedule for the Executive Board and the Interim and Annual Council meetings is approved in advance.) 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. It is important to also determine if a quorum will be reached to be able transact business at the 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 inserted into a yellow folder that is distributed at the meeting. **Any confidential items within the yellow folder 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

Council Meetings

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.

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.

Other Meetings/Functions

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.

MSD Holding Company Board of Directors

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 (Prior Past President serves as Holding Co Vice Chair and also serves as the Holding Company Board representative on the MSD Executive Board)

Annual Conflict of Interest Form

The Medical Society of Delaware 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. Even though you may sit on several Boards or Committees of MSD that require a signed Conflict of Interest form, you only need to complete one form annually and indicate all the Boards and Committees of which you are a member. The Conflict of Interest form is normally provided at the beginning of the year for completion.

Testimony/Interviews

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.

Learning/Engagement/Leadership

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.

BYLAWS

The Bylaws of MSD constitute the underlying regulatory structure of the Society.

In the absence of any provision in the Bylaws, all meetings of MSD shall be governed by the parliamentary rules and usage contained in the current edition of *Sturgis Standard Code of Parliamentary Procedure*.

Officers

As per Article IV of the MSD Bylaws, the officers are the President, 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.

Only those who have been a member in good standing of MSD for at least five years immediately preceding election are eligible to be an officer.

The Council at the Annual Meeting shall elect the officers for the ensuing year (except for the seat of Immediate Past President and Executive Director). The President, President-Elect, and Vice President may be permitted to serve two successive annual terms in office. The Speaker can serve for an unlimited number of consecutive terms.

The Speaker of the Council is to preside at all meetings of the Executive Board and Council and perform such duties as custom and parliamentary usage requires. The Speaker shall determine which matters are routine or require deliberations of the Council. The Speaker votes only when the vote is by ballot and in case of a tie in an open vote.

Executive Board

Duties

As per Article V of the MSD Bylaws, the Executive Board shall carry out the mandates and policies of MSD as determined by the Council or by referendum or initiative measures. The Executive Board shall have the authority to review and make recommendations on MSD business and to act on routine matters. The Executive Board may set policy and act upon fiscal matters (except where noted in the Bylaws). The Executive Board has full and complete power and authority to perform all acts and to transact all business for MSD and to manage and conduct all property, affairs, work, and activities of MSD.

The Council shall have sole authority to exercise the voting rights of the shares of stock of the MSD Holding Company.

The MSD Holding Company shall have sole authority to exercise the voting rights and shares of stock of the subsidiary corporations.

Composition

The Executive Board shall be comprised of the officers, one AMA Delegation representative, one representative from each of the MSD Sections (Resident/Fellow, Young Physician, and Physician Emeritus), four at-large representatives (two from New Castle County, one from Kent County, and one from Sussex County), Government Affairs Committee representative, Third Party Payer Committee representative, and the MSD Holding Company Board Vice Chair who is dedicated as the representative of the MSD Holding Company Board of Directors.

Meetings

The Executive Board meets monthly (except August and the months that the Council meets) and at such other times as necessary. The Bylaws require that the Executive Board meet at least quarterly. The Speaker or President may call a meeting of the Executive Board on the written request of three members or more of the Executive Board.

Parliamentarian at Meetings

The Speaker shall preside at the meetings of the Executive Board and Council. In the Speaker's absence the President shall preside. If both are absent, the President-Elect shall preside.

Election and Terms of Officers

Officers are elected on an annual basis by the Council at the Annual Meeting.

At-Large members are also elected by the Council at the Annual Meeting and are limited to serving three consecutive two-year terms. Those At-Large members who served maximum terms shall be eligible for re-election to the same seat after a period of two years from the expiration of their last election.

Section representatives shall be appointed by their respective section and shall be limited to three consecutive two-year terms. Those serving maximum terms are eligible for re-appointment to the same seat 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 their respective committees. These representatives serve two year terms with no term limit.

The MSD Holding Company Board representative (i.e., the MSD Holding Company Board Vice Chair) shall serve a one-year term coinciding with the annual officers' term cycle.

Vacancy

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 would be otherwise unable to fulfill the duties, the respective Section, committee, or 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.

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 their term expiration.

Quorum

Unless otherwise noted, 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 noted, 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

Duties

The Council is the highest governing body of the Society. All legislative powers, including the amending or repealing Bylaws, reside in the Council. The Council has the authority to determine the policies of MSD, except as action that may be taken by virtue of referendum of the members.

The Council shall elect all officers, Delegates to the AMA, and members of elected committees. It also has the responsibility to adopt the budget for the ensuing year, which includes determining the annual dues. It may designate assessments for the ensuing year and levy in addition a special per capita assessment. It shall have sole authority to exercise voting rights of the shares of stock of the MSD Holding Company.

Composition

Please refer to the schematic at the beginning of the document for an outline of who comprises the Council.

Qualifications

A member must be in good standing in MSD to be seated as a Council member. If they represent a section or organization, they must be members in good standing of their section or organization.

Election and Terms

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

Vacancies

Should an appointed representative die, resign, or be otherwise unable to fulfill their duties, the respective representative group shall appoint a qualified representative to fulfill the unexpired term. A member appointed to serve an unexpired term shall not be regarded as having served a term.

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.

Parliamentarian/Procedures

The Council is presided over by the Speaker of the Council. In the Speaker's absence, the President may serve. The Secretary is responsible for recording the proceedings.

The Secretary sets the order of business. However, at any meeting the Council, by specific motion, may change the order of business previously set.

Meetings

The Council is required to meet no less than one time annually. However, the Council is currently to meet at least two times a year: in April for the Interim Council Meeting and in November for the Annual Council Meeting.

The Bylaws require at least a 30 day notice of Council meetings; however, MSD provides the two Council meeting dates well in advance of the meetings.

The Council can meet during special sessions as called by the Speaker or at the President's discretion. A special meeting must be called on the written petition of the Executive Board, of ten members of the Council, or 25 members of the Society.

Quorum

One-third of the Council members constitute a quorum for the transaction of business.

Voting

All members of the Council entitled to vote can vote by electronic means, including but not limited to telephone, fax, email, and any other electronic device. The MSD staff shall use every reasonable effort when necessary to ascertain each voter's identity.

Non-Council Member Participation

All members of MSD may attend the Council meetings, except when in executive session, and subject to reasonable parliamentary rules. Non Council members may have the privilege of the floor with the consent of the Council.

The privilege of attending Council meetings as a guest may be extended under such conditions as the Secretary may determine.

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.

ACKNOWLEDGEMENT OF RECEIPT

**MEDICAL SOCIETY OF DELAWARE
EXECUTIVE BOARD MANUAL**

By signing below I acknowledge that I have received the MSD Executive Board Manual and have read and understood the content.

Name (printed)

Position on Executive Board

Date

December 4, 2018