



FMA

Florida Medical Association

Board of Governors Policies and Procedures

May 2017

By my signature, I acknowledge that I have read, understand, and agree to abide by the policies and procedures as outlined by the Florida Medical Association Board of Governors Policies and Procedures.

Signature

Date

**FLORIDA MEDICAL ASSOCIATION
BOARD OF GOVERNORS HANDBOOK**

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FLORIDA MEDICAL ASSOCIATION MISSION

The Florida Medical Association exists to help physicians practice medicine. (*Adopted May 2006*)

BOARD OF GOVERNORS - POLICY STATEMENTS

Board Policy Regarding Governing Style and Culture

(Adopted October 2008, Revised May 2017))

The Board will govern legally with an emphasis on external vision rather than internal preoccupation; diversity of thought; strategic leadership more than administrative detail; clear distinction in Board and chief executive roles; collective rather than individual decisions; future focus as opposed to past or present reactivity. The Board will adhere to the following principles:

1. The Board will develop a sense of group responsibility in which the Board is an initiator of policy and the Board as a whole is held accountable for its actions.
2. The Board will lead the organization through the creation of broad written policies that reflect the Board's values:
 - **ADVOCACY:** Speaking for physicians and their patients
 - **QUALITY:** Promoting the highest standards of medical care
 - **PROFESSIONALISM:** Delivering care with integrity and compassion
 - **FREEDOM:** Maintaining choice in a free-market system that respects the patient/physician relationship
 - **EDUCATION:** Promoting life-long learning and the education of future physicians
 - **HEALTHY FLORIDIANS:** Promoting comprehensive patient care and public health

(Adopted October 2008)
3. The Board will enforce upon itself whatever discipline is required to govern with excellence.
4. The Board is committed to monitoring and improving its performance.
5. The Board will instill a sense of commitment and responsibility to the work that must be associated with creating future policies.
6. The Board will operate in a transparent manner – all decisions should be clear and understandable and open to review and discussion by all board members.

Board Policy Regarding Code of Conduct

(Adopted October 2008, Revised May 2017)

The Board commits itself and its members to ethical, businesslike and lawful conduct, including the proper use of authority and appropriate decorum when acting as Board members. The Board will adhere to the following principles:

1. Board members will demonstrate loyalty to the association members, un-conflicted by loyalties to staff, other organizations or any personal self-interest.
2. Board members will avoid conflict of interest in fulfilling their fiduciary responsibility and declare any perceived conflict of interest and recuse themselves from a vote where appropriate.
3. Board members will strive to promote decisions that are in the best interest of the FMA and the majority of its members.
4. Board members will not exercise individual authority over the organization or any staff or employee of the organization.

5. Board members will respect the confidentiality of issues so identified.
6. Board members will be prepared for Board deliberation.
7. Board members will support the final determination of the Board on any matter.
8. Board members will refrain from personal, negative references during any official Board function.
9. Any concerns regarding the conduct of a Board member shall be brought to the attention of the FMA President who shall address this issue at the next advisory committee meeting.
10. Board members may be removed from the Board with or without cause by a vote of three-fourths of the Board members then in office.¹
11. All candidates for the Board and all appointed Board members shall acknowledge having received and read the BOG Policies and Procedures Handbook and agree to abide by the provisions therein.

Board Policy Regarding the Cost of Governance

(Adopted October 2008 – Policy G 28.007, Revised May 2017)

The Board will properly invest in its governance capacity. The Board will adhere to the following principles:

1. The Board will ensure that their skills, methodology and support infrastructure is sufficient to assure governing with excellence.
2. The Board will consider the costs of governance but not at the expense of affecting the development and maintenance of superior governance capability.
3. The Board will include adequate funding for the cost of governance in the FMA annual operating budget.
4. The Board of Governors shall conduct an annual retreat² within 8 weeks of the Post-Convention Board meeting. The purpose of this meeting will be as follows:
 - a. It will function as a board development retreat. This retreat would include speakers on various subjects relating to issues the FMA faces, board member education and development, facilities to help the board develop new ideas and move them forward among others.
 - b. The Board will refine the short and long term strategic plan of the FMA.

Board Policy Regarding the House of Delegates *(Adopted October 2008)*

The Board will work in a collaborative fashion with the House of Delegates on behalf the members of the association. The Board will adhere to the following principles:

1. The Board will work with the House of Delegates when developing policy for the association.
2. The Board will collaborate with the House of Delegates to ensure that future Board members are well prepared for their leadership roles.
 - a. The Board and House of Delegates will jointly define the competencies and experience that future Board members will possess.

¹ FMA Bylaws, Chapter VI, Section 7.

² FMA Bylaws, Chapter VI, Section 3.

- b. The association will conduct a board orientation process at the post Annual Meeting BOG meeting that will prepare members for their Board role within the association.
3. The Board will submit an annual report summarizing Board actions for that year to the FMA House of Delegates at the FMA Annual Meeting.

Board Policy Regarding the Executive Committee

(Adopted October 2008, Revised May 2017)

The Executive Committee will conduct business on behalf of the Board of Governors in emergency situations or carry out specific charges assigned by the Board while reporting to and remaining accountable to the Board.

1. The President will decide when an emergency situation arises that requires consultation with the Executive Committee. Following consultation, the issue will be presented to an emergency Board of Governors meeting for action.
2. Only the President or a majority of the Executive Committee can call for a meeting of the Executive Committee.
3. The Executive Committee will not make policy. Its primary function is for consultation with the President and/or the full Board.
4. The Board retains authority for approving the CEO's contract, setting the CEO's compensation (including payment of bonuses), and evaluating the CEO's performance. It may, however, delegate to the executive committee the following:
 - a. Initial discussion and negotiation of the terms of the CEO's contract. Final approval of the contract remains with the Board.
 - b. Communication with the CEO regarding the Board's evaluation of the CEO's performance.
 - c. Implementation of a Board-approved procedure for evaluating the CEO's performance
5. Meetings of the Executive Committee, regardless of format (i.e., live, teleconference, etc.) will be announced to the Board and open to any Board member who wishes to participate.

Board Policy Regarding Councils & Committees *(Adopted October 2008)*

Standing Board Councils, task forces, and committees will be established to carry out specific charges from the Board. Councils and committees will not interfere with the delegation from the Board to the CEO. Councils and committees will adhere to the following principles:

1. Committees are to carry out the work of the Board. While councils and committees may recommend objectives, they may not carry out work on those objectives or any other activity without prior Board approval.
2. Councils/Committees will provide the Board with written reports regarding their progress on assigned objectives either annually or at each meeting of the Board when necessary.
3. Councils/Committees may not speak or act for the Board except when formally given such authority for specific, time-limited purposes.
4. Board Councils/Committees will not exercise authority over the staff. Because the CEO works for the full Board, the CEO will not be required to obtain approval of the Board Council/Committee for management decisions or actions.

5. Sub-Committees or task forces may be established to assist councils and committees in the fulfillment of their stated missions. Sub-committees and task forces must report to their parent council or committee and may not exceed the authority given them by the parent.

This policy applies to any group that is formed by Board action, whether it is called a committee and regardless of whether the group includes Board members. The policy also applies to task force groups appointed by councils/committee and committees formed under the authority of the Board.

Appointments Outside of the FMA Bylaws or Policies *(Adopted May 2017)*

FMA staff shall maintain a list that includes any seat, board, task force, commission, committee, council, etc., in which the FMA has appointment authority by virtue of legislation, judicial action, or other reason outside of the province of the FMA bylaws or policies, and shall notify the Board each time the FMA President appoints an individual to one of these positions.

Board Policy Regarding the Role of the Chair

(Adopted October 2008, Revised May 2017)

1. The President, as Chair, assures the integrity and fulfillment of the Board's process and assures that deliberations and motions/actions passed are consistent with the FMA's mission and strategic plan.
2. The President will set the agenda with input from members of the Board of Governors and the FMA CEO.
3. The President, as chair, will guide the discussion, but not monopolize the conversation on agenda items and ensure that all sides of the issue are expressed and heard. Additionally, the President will avoid repetition, maintain decorum in a fair and professional manner, act as mediator, and temporarily relinquish his/her position to the vice-president if he/she has issues for discussion.
4. The President's decisions and actions will be consistent with the FMA's mission, strategic plan, policy, procedures and bylaws. If no available policy is present, the President is encouraged to consult with Board members and FMA staff. Under rare and extreme circumstances, the President may be called upon to take a position on an issue where no existing policy exists. In extreme situations, the President has the authority to formulate a response as he/she believes appropriate, providing the following criteria are met:
 - a. The time-frame for making a decision is very short and consulting the entire Board, or the executive committee is not feasible;
 - b. The President's decision will be made after consultation with the CEO;
 - c. The President's decision will be consistent with existing FMA mission statement and existing Board policy; and
 - d. The President's decision is communicated immediately to the Board.
5. The President will be the chief spokesperson for the FMA and his/her comments and positions will be in keeping with the FMA's mission, strategic plan, policy, procedures and bylaws. The President will consult with the FMA CEO prior to making any public policy statement.

Policies Governing the Relationship Between the FMA Board of Governors and the FMA Chief Executive Officer (*Adopted February 2009, Revised May 2017*)

The FMA Board of Governors will work in a collaborative and collegial fashion with the Chief Executive Officer (CEO). It is understood that the Board has delegated all matters relating to the day-to-day management of the organization to the CEO. Accordingly, the Board and the CEO will adhere to the following principles:

1. The Board's official connection to the FMA's operational organization, its achievements and conduct will be through the CEO.
2. Officially passed motions of the Board are binding on the CEO.
 - a. Decisions or instructions of individual Board members, officers, or committees are to be considered advisory and only binding on the CEO when the Board has specifically authorized such exercise of authority.
 - b. Notwithstanding the preceding, the FMA President, President-Elect and Treasurer shall have unfettered access to all of the financial information of the Association and all responses to their inquiries shall be complete, accurate and communicated in a timely manner.
 - c. In cases of Board members, councils or committees requesting information or assistance without Board authorization, the CEO in collaboration with the President has discretion to determine how such requests may be implemented. The CEO, in consultation with the President, must determine if the amount of staff time or funds are consistent with staff achieving the Board approved plan of work.
3. The CEO is the Board's link to operational achievement and conduct so that all authority and accountability of staff is considered the authority and accountability of the CEO.
 - a. The Board will give instructions to the CEO who will determine the staff's implementation of such instructions.
 - b. The Board will evaluate the CEO, and the CEO will evaluate all other staff.
 - c. After an initial performance appraisal by the Executive Committee, the Board will review the CEO's performance so that organizational accomplishments of Board stated outcomes will be viewed as successful CEO performance.
4. The CEO's job performance evaluation will be conducted annually at the Winter Board of Governor's meeting by the physician members of the President's Advisory Committee.
5. The physician members of the President's Advisory Committee will meet in a closed session prior to the Board of Governors Meeting to discuss the CEO's job performance. The President, President-Elect, and the Immediate Past President will then meet with the CEO to discuss the CEO's job performance, and in turn, the CEO will discuss any concerns the CEO might have. This group will report back to the next advisory committee meeting.
6. The FMA shall implement a 360 degree evaluation process of the organization which will contain the following elements:
 - a. All FMA staff and BOG members will be given an internet based survey at least once every three years. The survey tool will be developed by the President's Advisory Committee in conjunction with the CEO. The survey will be anonymous and will consist of questions related to job satisfaction, FMA working culture and environment, and organizational effectiveness.

- b. Under extraordinary circumstances, such as a lawsuit or alleged misconduct by the CEO, the President may select three members of the Executive Committee to interview senior staff who then will report their findings to the Executive Committee.
 - c. The President's Advisory Committee will meet and collate the results of the above data, and the President, President-elect and the Immediate Past President will meet with the CEO to inform him of the evaluation results. (*BOG May 2014*)
7. The CEO will present to the President's Advisory Committee⁴ a continuously updated comprehensive continuation plan, reviewed annually at the FMA Winter BOG meeting, which will cover all aspects of what will be done upon the sudden loss of key individuals among the executive staff of the FMA. (*BOG May 2014*)
8. FMA requires the position of Chief Executive Officer (CEO) have the following agreements with the Board of Governors; (2) No member of the Board of Governors- and/or officers of the FMA could be considered for the CEO position unless three years had passed since the member served on the Board; and (3) the CEO position requires a minimum of five years experience in the administration of an organization qualifications: (1) the CEO shall not pursue any business interests outside the scope of the. (*Res. 07-33, HOD 2007*)

BOARD OF GOVERNORS – COMPOSITION, DUTIES, FUNCTIONS

FMA Bylaws, Chapter VI, Section 1 to Section 8

Section 1. COMPOSITION

The Board of Governors shall consist of the following members who shall have been elected by the House of Delegates:

- FMA President
- FMA President-Elect
- FMA Vice President
- FMA Secretary
- FMA Treasurer
- FMA Immediate Past President
- FMA Speaker
- FMA Vice Speaker
- One representative from each medical district
- A resident physician
- A young physician who is a member of the Young Physician's Section
- A representative of the Primary Care Specialty Societies
- A representative of the Medical Specialties and Subspecialties
- A representative of the Surgical Specialties and Subspecialties

The Board of Governors shall also consist of the following:

- The Chair of the Florida Medical Association Delegation to the AMA, unless such person is already occupying a position on the Board of Governors, in which case the Vice Chair of the Florida Medical Association Delegation to the AMA shall be a member of the Board
- The Chair of the FMA Specialty Society Section, unless such person is already occupying a position on the Board of Governors, in which case the Vice Chair of the FMA Specialty Society Section shall be a member of the Board.
- The President of the FMA PAC, unless such person is already occupying a position on the Board of Governors, in which case the President-Elect of the FMA PAC shall be a member of the Board.
- The Chair of the FMA Council on Legislation, unless such person is already occupying a position on the Board of Governors, in which case the Vice-Chair of the FMA Council on Legislation shall be a member of the Board.
- The President of the Florida Medical Association Alliance, unless such person is already occupying a position on the Board of Governors, in which case the President-Elect of the Florida Medical Association Alliance shall be a member of the Board.
- A medical student, elected by the FMA Medical Student Section Executive Committee, for a term of one year.

The Board of Governors shall also consist of the following members who shall be appointed by the FMA President, for a term of one year, and approved by the Board of Governors:

- An at-large member;
- One representative of the Council of Florida Medical School Deans, provided that the representative must be from an institution with full active membership in the FMA;
- A public member who shall be an individual who does not possess the degree of Doctor of Medicine or its equivalent, and who is not a medical student;
- A Parliamentarian, who must be an FMA member; and
- One representative of the Council of Florida Medical Society Executives.

The Board of Governors may also consist of the following non-voting members, for a term of one year, as appointed by the FMA President, and approved by the Board of Governors at its discretion:

- One representative from the Florida Medical Group Management Association
- A representative of the Florida Department of Health
- A representative of the Florida Board of Medicine

Section 2. DUTIES AND FUNCTIONS

1. In the interim between meetings of the House of Delegates, the Board of Governors shall exercise the power conferred upon the House of Delegates and be responsible for the exercise of all corporate powers of the Association (unless specifically reserved to the House of Delegates in these Bylaws) and for the management of the business and affairs of the Association. The Board of Governors shall at all times be guided in its actions by the policies of the Association as articulated from time to time by the House of Delegates. Between meetings of the House of Delegates, the Board of Governors shall determine and appropriately announce the policies of the Association in all matters and shall consider recommendations of all committees and councils, which include proposed policy expressions on behalf of the Association.

2. The Board of Governors shall maintain an Executive Office adequate to administer efficiently and effectively the activities of the Association. It shall employ an Executive Vice President and other personnel as required to direct and supervise the Executive Office. The Executive Vice President shall be responsible to the Board of Governors, which shall define his duties and fix his compensation.

3. The Board of Governors shall approve an annual operational budget prepared and submitted by the Executive Vice President in consultation with the Secretary and the Treasurer. In addition, a financial statement shall be presented at each meeting of the Board.

4. The Board of Governors shall require the Treasurer of the Association to submit for analysis and approval an annual financial report audited by a certified public accountant.

5. The Board of Governors shall be the body responsible for all councils and standing committees and shall receive reports from the Chair of each council for inclusion in its annual report to the House of Delegates.

6. The Board of Governors shall select a site and time for each Annual Meeting of the House of Delegates. The Board shall set the dates and approve the program and schedule for all meetings of the Association.

7. The Board of Governors shall divide the state into not less than four medical districts based insofar as feasible on physician population, and define their boundaries.

8. The Board shall maintain such committees and councils as it deems necessary. Each committee and council shall be composed of no more than seven members. The Board of Governors may by a two-thirds vote authorize that a committee or council be composed of more than seven members. Unless otherwise determined by the Board of Governors, all committee and council members shall be appointed by the President, subject to approval of the Board of Governors. The Board shall establish committees and councils to consider such issues as membership, finance, bylaws, ethical and judicial affairs, medical education, socioeconomic affairs, public health, public relations and legislation. Each committee and council, with the exception of the Council on Ethical and Judicial Affairs, shall meet in person a minimum of two times a year, unless otherwise approved by the Executive Committee.

9. The Board shall from time to time divide the Specialty Societies into the following three specialty categories: Primary Care Specialty Societies; Medical Specialties and Subspecialties; and Surgical Specialties and Subspecialties

Section 3. MEETINGS

The Board shall meet upon call by the President. There shall be a minimum of three meetings in each administrative year, in addition to a Board development retreat that shall take place between the Annual Meeting and the fall Board meeting. The President shall call a special meeting upon his determination that a special meeting is necessary or upon the written request of at least twenty-five percent of the voting members of the Board.

In addition to the Board meetings, the President shall hold a minimum of nine (9) advisory group meetings throughout the year. These meetings, when feasible, shall be conducted in conjunction with FMA Board of Governor meetings, AMA meetings, or other meetings or events in which the FMA Officers will be present. Advisory group meetings shall consist of FMA Officers, FMA CEO and key senior staff, and other individuals invited at the discretion of the President. Advisory group meetings are for the purpose of discussing operational and strategic issues, and no votes shall be taken.

Section 4. QUORUM

A majority of the Board shall constitute a quorum.

Section 5. CHAIR

The President of the Association shall be the Chair of the Board.

Section 6. EXECUTIVE COMMITTEE

1. COMPOSITION.-- The Executive Committee of the Board of Governors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, the Speaker, the Vice Speaker, the Chairman of the Council on Legislation, and a member-at-large who may be appointed by the President from the Board with the approval of the Board. The Executive Committee shall also consist of one member of the Young Physicians Section, Resident Physicians Section or Medical Student Section, who shall rotate annually on an alternating basis among the three sections.

2. DUTIES AND FUNCTIONS.--The Executive Committee shall provide oversight of all matters related to the Association's office and management, finances, and such other matters as are referred to it by the President or Board of Governors. The President, Secretary, Treasurer and Executive Vice President/Chief Executive Officer shall ensure that any issues which require review by the Executive Committee within its delegated areas of responsibility be submitted to the Executive Committee. All actions of the Executive Committee shall require the approval or ratification of the Board. This Committee shall be responsible for studying the needs and requirements of the Association.

The Executive Committee shall oversee the administration of the Association's offices and management, review and shall approve conditions of employment for association employees, provide timely reports to the Board on management and employment issues as well as on votes taken by the Executive Committee. The Executive Committee shall be responsible for reviewing the Association's finances and for approving and submitting to the Board, for its approval, the Association's annual operating budget. The Executive Committee shall also review and approve all financial requests that are not contained in the Association's approved budget.

3. MEETINGS.--The Executive Committee shall meet a minimum of three times in each administrative year upon call by the President, who shall serve as its Chair. The Executive Committee may meet on an emergency basis as needed to address urgent issues, upon call by the President, or upon the request of six members of the Executive Committee.

4. QUORUM.--A majority of the Executive Committee shall constitute a quorum.

Section 7. REMOVAL FROM THE BOARD AND APPOINTMENT TO FILL VACANCY

Any board member may be removed with or without cause by a vote of three-fourths of the board members then in office. Any member of the Board, who is also an officer as set forth in Chapter V, Section 1, who is removed from the Board as set forth above, shall also be removed from office.

In the event a vacancy occurs on the Board for any reason, such vacancy shall be filled by appointment by the FMA President and approved by the Board of Governors. If the Board vacancy is an elected position, such appointment shall be effective only until the next meeting of the House of Delegates at which time the office shall be filled by election.

Section 8. TELEPHONIC/ELECTRONIC MEETINGS AND VOTING

Board and committee meetings may be conducted through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. At the discretion of Board and committee chairs, single noncontroversial issues may be discussed and voted upon via electronic (email, list serve, etc.) communications. Action taken under this section is effective when the Board Secretary or committee chair receives an electronic response from two-thirds of the Board/committee unambiguously indicating their consent to the proposal. Minutes of all issues discussed and/or votes taken electronically must be kept as the matter was discussed and/or voted on during an in-person meeting. If there is a single dissenting vote, the issue shall be considered tabled and must be brought up during a conference call or in-person meeting in order to move forward.

BOARD OF GOVERNORS – FIDUCIARY OBLIGATIONS

Code of Ethics and Professional Conduct for Directors of the FMA – April 2007

A. Duties of Directors

1. In General

A basic rule applicable to all corporations is that the ultimate authority to manage the affairs of the corporation is vested in the Board of directors. Along with that authority also comes the obligation to act in the best interests of the corporation and to manage the corporation with the same level of care, diligence and prudence that they would manage their own affairs. These obligations are referred to as the fiduciary obligations of members of the board of directors. There are three major fiduciary duties of a board member of a not-for-profit corporation:

- The duty of care
- The duty of obedience
- The duty of loyalty

2. Duty of Care

Section 617.0830(1), Florida Statutes, sets forth a Board member's general duty of care and requires that a Board member perform his or her duties as a Board member, including any duties as a member of a committee:

- In good faith;
- In a manner he or she reasonably believes to be in the best interests of the corporation; and
- With the care an ordinarily prudent person in a like position would use under similar circumstances.

Corporate directors and Board members sometimes make decisions that prove eventually to be wrong. Under the so-called "business judgment rule," a Board member is given wide discretion to make business decisions and a court generally will not substitute its judgment for that of the Board members.

The business judgment rule generally protects certain decisions of the Board from scrutiny by the courts if the Board makes a good faith informed decision. Courts have developed a presumption that directors acted properly in making their business decisions. In order for the presumption to apply, the Board member must have acted in conformity with the Board member's fiduciary obligations. In other words, the Board member must have acted in good faith and made an informed decision and with a reasonable basis for believing that the action was in the legitimate furtherance of the corporation's business. The business judgment rule, however, will not protect a Board member if the Board member closes his eyes to what is going on in the conduct of the corporation.

In discharging his or her duty of care as a Board member, Section 617.0830(2), Florida Statutes, states that a Board member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one of the following:

- One or more officers or employees of the corporation whom the Board member reasonably believes to be reliable and competent in the matters presented;
- Legal counsel, public accountants, or other persons as to matters the Board member reasonably believes are within that person's professional or expert competence;

- A committee of the Board of Board members of which the relying Board member is not a member, if the Board member reasonably believes the committee merits confidence.

A Board member is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance unwarranted. Section 617.0830(3), Florida Statutes.

3. Duty of Obedience

The second major duty of a Board member is the duty of obedience. The duty of obedience requires Board members to obey:

- Laws applicable to the corporation;
- Requirements contained in the corporation's articles of incorporation and bylaws; and
- Policies set for the corporation by the members, i.e., the House of Delegates, acting within their scope of authority.

4. Duty of Loyalty

The third major duty of a Board member is the duty of loyalty. Under the duty of loyalty, a director of a corporation owes the corporation complete loyalty, honesty, and good faith. That duty is owed the corporation whenever the actions of the director concern matters affecting the general well-being of the corporation. Thus, as a fiduciary in this sense, a director's duty is to act in all things of trust wholly for the benefit of the corporation.

The duty of loyalty requires Board members to put the best interests of the corporation and its members first in carrying out the Board member's duties as a director. This duty requires that directors put the interests of the corporation above any private interests that they or their family members may have. Two situations arise when dealing with the duty of loyalty:

- Conflict between the director's personal interests and those of the corporation.
- Conflict of interest arising out of an affiliation the Board member has with another organization.

These potential conflicts have been addressed in the Conflict of Interest Policy that has been adopted by the FMA. A Board member, therefore, has the duty to comply with that conflict of interest policy. The FMA's Conflict of Interest Policy is set forth in this booklet.

B. Personal Liability of Board Members

As discussed above, a Board member is generally not liable for any action taken as a Board member, or any failure to take any action, if he or she performs his or her duties in compliance with the duty of care described in Section 617.0830, Florida Statutes.

Even if a court were to find that a Board member of a nonprofit corporation breached his or her fiduciary duties, Board members are provided additional protections from liability. Section 617.0834, Florida Statutes, protects officers and Board members of section 501(c)(3) and (6) corporations and associations from personal liability for money damages for actions or omissions taken in their fiduciary capacity, unless they breached or failed to perform his or her duties as an officer or Board member, and:

- Their conduct constitutes a violation of the criminal law, unless the officer or Board member had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

- They derived, either directly or indirectly, an improper personal benefit from a transaction as a result of their action or omission; or
- Their action was reckless or their omission was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

BOARD OF GOVERNORS CONFLICT OF INTEREST POLICY

Code of Ethics and Professional Conduct for Directors of the FMA – April 2007

A. Definitions

As used in this Conflict of Interest Policy, each of the following terms has the meaning set forth below, whether the term is used in the singular or in the plural form:

1. “Confidential Information” means financial information and legal advice and opinions from the Office of General Counsel, and other information marked or identified as confidential.
2. “Conflict of Interest” means any circumstance described in Section B of this Policy.
3. “Immediate Family Member” shall mean spouse, domestic partner, parent or child.
4. “Extended family member” shall mean spouse, domestic partner, parent, mother-in-law, father-in-law, child, spouse of child, grandchild, brother, sister, or spouse or child of a brother or sister. Guidelines relating to interests held by an immediate family member or extended family member shall apply to the extent such interests are known to the Responsible Person, Member or Senior Manager.
5. "Member" shall mean a member of a FMA council, committee, task force or other decision-making group.
6. “Ownership of a Material Financial Interest” means holding a financial ownership interest of 5% or more, or a financial ownership interest which contributes materially to your income, or a position of proprietor, director, officer, managing partner or key employee.
7. “Responsible Person” means a candidate for any FMA office, a candidate for election as a delegate to the American Medical Association House of Delegates, and a member of the FMA Board of Governors.

B. Conflicts Of Interest

For purposes of this Conflict of Interest Policy, the following circumstances shall be considered to create a Conflict of Interest:

1. Ownership Of A Material Financial Interest In Any Company That Furnishes Goods Or Services, Or Seeks To Furnish Goods Or Services, To The FMA.
 - a. A Responsible Person and Member shall disclose his or her ownership of a material financial interest in any company that furnishes goods or services, or seeks to furnish goods or services, to the FMA. A Responsible Person and Member shall also disclose material financial interests owned by any extended family member in any company that furnishes goods or services, or seeks to furnish goods or services, to the FMA. Such disclosure shall be reflected in the minutes of the meeting.
 - b. A Responsible Person or Member shall excuse himself or herself from voting on any issues relating to the provision of the goods and services by any company in which the

Responsible Person, Member, or any extended family member owns a material financial interest. A Responsible Person or Member shall also excuse himself or herself from participation in the discussions on such issues, except as requested to participate by the Board.

2. Participation On Boards, Councils Or Committees Of Other Organizations.

a. A Responsible Person and Member shall disclose his or her participation as a member of a Board of directors, council or committee of another organization.

b. If the overall goals and objectives of the FMA and the other organization do not conflict, participation is permitted. If a conflict exists, the Responsible Person or Member shall choose between the conflicting organizations, and shall resign from one of the positions.

c. Participation by a family member of a Responsible Person or Member on a Board, council or committee generally will not raise conflict of interest concerns. There may be circumstances, however, in which a family member becomes involved in an activity that conflicts with FMA's policies and activities. Accordingly, Responsible Persons and Members shall disclose any affiliations of an immediate family member with any health care organization or health-related professional society. Potential biases of the Responsible Person or Member will be evaluated and, if necessary, appropriate limits will be placed on the Responsible Person's or Member's participation in FMA actions related to any conflicting activity.

3. Claims Against the FMA.

A conflict of interest arises if a Responsible Person or Member has a personal interest in a legal claim against the FMA.

a. A Responsible Person or Member shall disclose any lawsuit, legal complaint, personal claim for damages or formal grievance which the Responsible Person, Member, or any family member, has asserted or filed, or intends to assert or file, against the FMA

b. A Responsible Person or Member shall not be involved in any decisions relating to FMA's resolution of such claims.

C. Implementation

Each Responsible Person and Member shall execute annually a Compliance Statement, confirming that, to his or her knowledge, the Responsible Person or Member has complied with the Conflict of Interest Policy, and disclosing any matters required to be disclosed under the Policy. The Secretary of each council, committee and task force shall be responsible for obtaining executed Compliance Statements. If no Secretary has been appointed, the council, committee or task force shall designate one of its Members to assume such responsibility. The General Counsel shall review all disclosures made by the Responsible Person and Members. Each Responsible Person and Member shall have a continuing responsibility to comply with this Conflict of Interest Policy. The General Counsel shall advise the President of any unreported conflicts of interest of which the General Counsel becomes aware. The President shall discuss such instances with the President's Advisory Committee.

The General Counsel shall provide an annual report to the Board stating that the conflict of interest compliance forms of the staff members have been reviewed, and reporting how such conflicts have been resolved. The General Counsel's report shall also inform the Board of any relationship, activity or affiliation disclosed by any employee which may raise a conflict of interest and which would have a material impact on the operation of the FMA.

D. Disclosure of Confidential Information

Each Responsible Person shall maintain the confidentiality of all Confidential Information acquired in connection with the Responsible Person's status with the FMA. A Responsible Person shall not disclose Confidential Information.

BOARD OF GOVERNORS – OFFICERS

FMA Bylaws, Chapter V, Section 1 to Section 8

DEFINED

The officers of the Association are President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Speaker of the House of Delegates, and Vice Speaker of the House of Delegates.

PRESIDENT

The President is the official head of organized medicine in the state. He shall preside at General Sessions of the Association, appoint all committees not otherwise provided for subject to approval of the Board of Governors, deliver an address at the Annual Meeting of the House of Delegates and perform such other duties as are normally required of his office except on the Board of Governors and the Executive Committee where he shall be a member with full rights and privileges. He shall serve as Chair of the Board of Governors and of the Executive Committee.

PRESIDENT-ELECT

The President-Elect shall succeed to the Presidency for the unexpired term in the event the President is unable to complete his term, including in the event of the death or disability of the President, or his resignation or removal from office. The President-Elect shall act for the President in the case of his temporary absence. The President-Elect shall be, ex-officio, a member of all Standing Committees without the power to vote, except that he shall be a full member of the Board of Governors and the Executive Committee with all rights and privileges. He shall keep himself advised of all programs and activities of the Association and shall familiarize himself with its general policies and procedures. Upon termination of the term of the President's office, the President-Elect automatically shall succeed to such office.

VICE PRESIDENT

The Vice President shall act for the President-Elect in case of his temporary absence. He shall be a full member of the Board of Governors and Executive Committee with the right to vote. The Vice President shall succeed to the office of President-Elect for the unexpired term in the event that both the President and President-Elect are unable to complete their term. In that event, a new President shall be elected at the next regularly scheduled meeting of the House of Delegates.

SECRETARY

The Secretary shall attend all sessions of the Association and House of Delegates unless prevented, in which event he shall be represented by the Executive Vice President. He shall keep the minutes of their respective proceedings. He shall be a full member of the Board of Governors and the Executive Committee with the right to vote.

He shall be custodian of all records and papers of the Association, except such as properly belong to the Treasurer. He shall keep account and promptly turn over to the Treasurer all funds received by the Association.

He shall maintain a roster of all members of the Florida Medical Association, noting their status with respect to the relevant component society and the Association. He shall submit to the American Medical Association such reports as may be required regarding members of the Association. His office and services shall be available to the officers of the Association, the

members of the Board of Governors, committee and council Chairs, and county society officials.

He shall direct official correspondence, notify members of meetings, and disseminate other notices and announcements as required. All the facilities and personnel of the Executive Office shall be at his disposal.

TREASURER

The Association shall provide bond for the Treasurer in an amount determined by the Board of Governors. He shall receive all funds due the Association, and shall have the supervision of and responsibility for the fiscal affairs of the Association. He shall submit his accounts to an annual audit by a certified public accountant. He shall submit an audited report annually to the Board of Governors, which shall publish an annual financial summary. The Treasurer shall be a member of the Board of Governors and Executive Committee with the right to vote.

The Treasurer shall maintain a record of all Association entrance fees, dues and assessments paid by members, and likewise shall receive, record and transmit dues and assessments due the American Medical Association. All funds belonging to the Association shall be deposited in a bank or banks approved by the Board of Governors. Investments of reserve funds shall be as directed by the Board of Governors.

SPEAKER OF THE HOUSE OF DELEGATES

The Speaker of the House of Delegates shall be elected by the House of Delegates from its membership and shall preside over all meetings of the House and shall determine the number and times it shall convene during any one meeting. In consultation with the President, the Speaker shall appoint a credentials committee and all reference committees and shall designate the Chair of each. It is the responsibility of the President to provide a presiding officer for the House of Delegates in the event the Speaker is unable to serve and a Vice Speaker is unavailable. The Speaker shall be a member of the Board of Governors and Executive Committee with the right to vote.

VICE SPEAKER OF THE HOUSE OF DELEGATES

When deemed advisable, a Vice Speaker may be elected by the House of Delegates from its membership. He shall assist the Speaker and serve in the event of his absence or disability. He shall be an ex-officio member of the House of Delegates. The Vice Speaker shall be a member of the Board of Governors and the Executive Committee with the right to vote.

BOARD OF GOVERNORS –MEDICAL DISTRICT REPRESENTATIVES

The Board of Governors shall consist of one representative from each Medical District.
(FMA Bylaws, Chapter VI, Section 1, October 2009)

Duties and responsibilities of Medical District Representatives on the Board of Governors are defined as follows:

1. The district representative is the liaison between the district county medical societies and the FMA, promoting and informing the district county medical societies of the FMA's activities and priorities;
2. The district representative should maintain communication with the county presidents and/or executives on a regular and ongoing basis working closely with the county leadership;
3. The district representative shall visit the district county medical societies, hospital staffs, and other medical groups;

(Adopted BOG July 2004)

Medical District representatives on the Board of Governors will act as liaisons to the county medical societies, hospital staffs, large medical groups and other organizations within their district by seeking out and consulting with the officers and executives of these entities, attending meetings and encouraging local physician participation in FMA activities.

(Adopted June 1992; Reaffirmed 2002)

MISCELLANEOUS POLICIES GOVERNING THE BOARD OF GOVERNORS

G 28.001

BOARD MEMBERS TO TALLAHASSEE

Members of the FMA Board of Governors and FMA Council on Legislation are encouraged to travel to Tallahassee at their own expense at least one day during the legislative session, exclusive of Days at the Capitol. *(BOG April 2005) (BOG October 2006)*

G 28.002

MINUTES OF EXECUTIVE COMMITTEE MEETINGS

The Board of Governors approved that minutes of Executive Committee meetings be distributed to members of the Board of Governors within two weeks of the meeting, and that all materials distributed to the Executive Committee for those meetings be distributed to all members of the Board of Governors.
(BOG October 2007)

G 28.003

STAFF AT MEETINGS OF THE BOARD

The Board of Governors approved that key staff members be seated at the table with the Board of Governors and leave up to staff's discretion the decision of whether to include any other staff members.
(BOG October 2007)

G 28.004

FMA EXECUTIVE COMMITTEE

The Board of Governors approved that during regularly scheduled meetings of the Board of Governors that meetings of the Executive Committee be eliminated. *(BOG October 2007)*

G 28.005

BOARD OF GOVERNORS MEETING AGENDA

A Consent Calendar was approved for conducting meetings of the Board of Governors to include reports of an informational nature, policies due for sunset review and other routine matters with the opportunity given for extractions; and further agenda items should be prioritized on the Board agenda with important issues considered first. *(BOG October 2007)*

G 28.006

DISTRIBUTION OF MEETING MATERIAL

Meeting materials for Board meetings shall be distributed at least seven days prior to the meeting. *(BOG October 2007)*

G 28.012

OFFICER ORIENTATION

Officers of the FMA will be provided a current budget for officer expenses, as well as a job description, at the Board of Governors meeting held immediately following the FMA Annual Meeting. *(BOG October 2011)*

G 28.013

BOARD ANNUAL RETREAT

The Board of Governors shall conduct an annual retreat within 8 weeks of the Post-Convention Board meeting. The purpose of this meeting will be as follows:

- a. It will function as a board development retreat. This retreat would include speakers on various subjects relating to issues the FMA faces, board member education and development, facilitators to help the board develop new ideas and move them forward among others.
- b. The Board will refine the short and long term strategic plan of the FMA.
- c. During this meeting, the Board will, in conjunction with the CEO, set forth the benchmarks that the CEO will be asked to achieve during the ensuing year. These benchmarks will be used for the evaluation of the CEO at the spring Board meeting. *(BOG May 2014)*

G 31.001

REQUIREMENTS FOR CHIEF EXECUTIVE OFFICER

The FMA requires that the position of Chief Executive Officer (CEO) have the following qualifications:

(1) the CEO shall not pursue any business interests outside the scope of the agreements with the Board of Governors unless approved by the Board of Governors; (2) No member of the Board of Governors and/or officers of the FMA could be considered for the CEO position unless three years had passed since the member served on the Board; and (3) the CEO position requires a minimum of five years experience in the administration of an organization. *(Res. 07-33, HOD 2007)*

G 31.003

FMA BOARD OF GOVERNORS AND CEO RELATIONSHIP POLICIES

The physician members of the President's Advisory Committee will meet in a closed session prior to the Board of Governors Meeting to discuss the CEO's job performance. The President, President-Elect, and the Immediate Past President will then meet with the CEO to discuss the CEO's job performance, and in turn, the CEO will discuss any concerns the CEO might have. This group will report back at the next advisory committee meeting.

G 31.004

360 DEGREE EVALUATION PROCESS

The FMA shall implement a 360 degree evaluation process of the organization which will contain the following elements:

- a. All FMA and BOG members will be given an internet based survey at least once every three years. The survey tool will be developed by the CEO Evaluation Committee in conjunction with the CEO. The survey will be anonymous and will consist of questions related to job satisfaction, FMA working culture and environment, and organizational effectiveness.
- b. Under extraordinary circumstances, such as a lawsuit or alleged misconduct by the CEO, the President may select three members of the Executive Committee to interview senior staff who then will report their findings to the Executive Committee.
- c. The President's Advisory Committee will meet and collate the results of the above data and the President, President-elect, and the Immediate Past President will meet with the CEO to inform him of the evaluation results. (*BOG May 2014*)

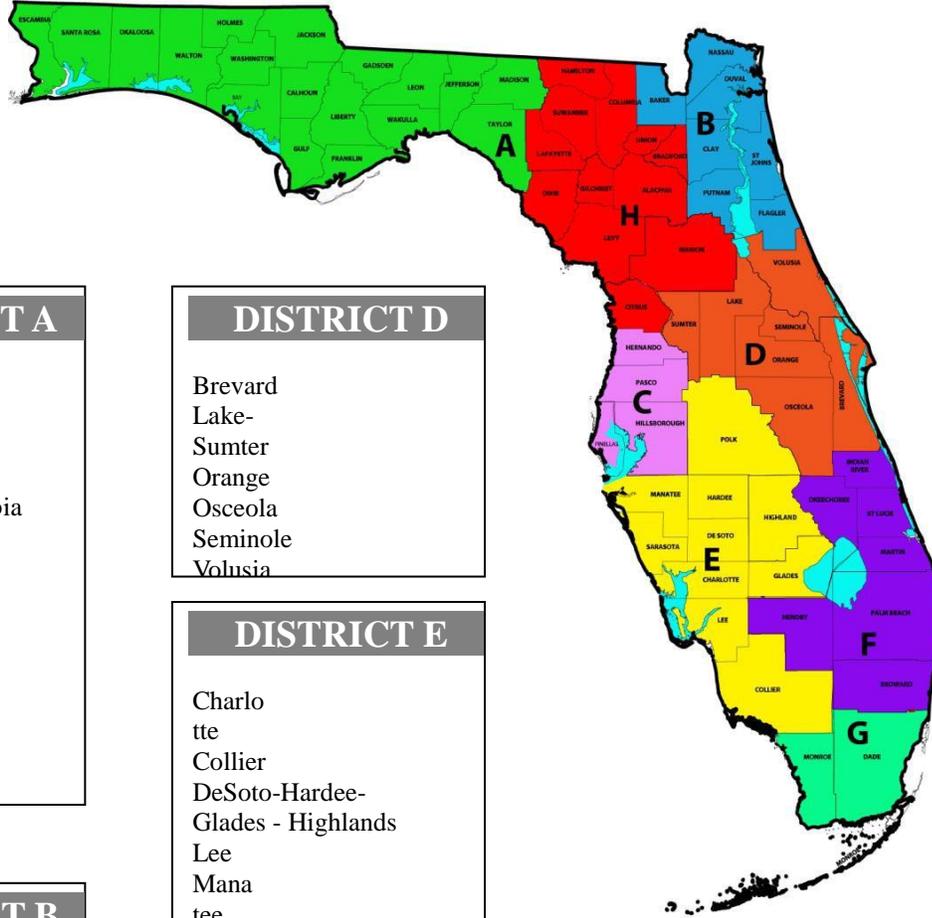
G 31.006

COMPREHENSIVE CONTINUATION PLANS

The CEO will present to the President's Advisory Committee a continuously updated comprehensive continuation plan, reviewed annually at the FMA Winter BOG meeting, which will cover all aspects of what will be done upon the sudden loss of key individuals among the executive staff of the FMA. (*BOG May 2014*)

Florida Medical Association Counties by Medical District 2011

(effective July 31, 2011 as approved by the FMA)



DISTRICT A

Bays (*Gulf*)
Capital
(*Gadsden, Jefferson, Leon, Wakulla*) Escambia
Franklin
Madison
Okaloosa
Panhandle
(*Calhoun,*

DISTRICT D

Brevard
Lake-Sumter
Orange
Osceola
Seminole
Volusia

DISTRICT E

Charlotte
Collier
DeSoto-Hardee-Glades - Highlands
Lee
Manatee

DISTRICT B

Clay
Duval
Flagler
Nassau

DISTRICT F

Broward
Indian River
Martin
Palm Beach (Hendry)

DISTRICT H

Alachua
Bradford
(INDEP) Citrus
Columbia
Dixie
Gilchrist
(INDEP) Levy
(INDEP)

DISTRICT C

Hernando
Hillsborough
Pasco
Pinellas

DISTRICT G

Dade
Monroe