

Responsibilities and Goals of the Board of Directors

The PSW Board of Directors is the governing body responsible for advancing the goals and objectives of the Society. The Board is responsible for establishing and maintaining an organizational environment that optimizes performance of the entire staff and membership. Each board member shares this responsibility. The Board shapes the personality, defines the goals and charts the future of the Society. Members of the Board can accomplish this through a commitment to achieve a thorough understanding of the needs, desires and attitudes of its members. The Board has the responsibility to do as much as possible to insure that information flows in both directions between the Board, staff and members.

A member of the Board is an individual functioning as part of a unit. The Board must remember that they represent and speak for not merely their own personal interest, but for all the Society's members. A balanced viewpoint is essential to make the Society useful to members with differing expectations and interests. In order to serve the Society effectively, the Board must have members who, as leaders of the profession, realize the importance of a good working relationship between the Society's staff and members. The Board must be aware of the importance of the public's attitude toward the pharmacy profession and see the need for the Society to promote the value of pharmacy services.

In a constructive manner, the Board should be critical of the organization itself and seek to make the Society more meaningful and responsive to members. This will improve the service the Society and profession can provide to the public. The Board must be open to explore new ideas and continually expand the Society's vision of pharmacy practice and the role of the profession. The Board must continue to have high aspirations for pharmacy.

The success of the Society depends in great part upon a working partnership between its members and the trained Society staff. Board members must commit to achieve consensus and offer the direction needed to help the Society meet the obligations to the pharmacy profession. The most important function of the Board is to be ultimately responsible for the plans and operations of PSW. Members of the Board must understand its role in managing activities of the Society. The full relationship among the Board, the members and the Executive Vice President must be clearly understood. The ability of the Board Member to delegate authority while retaining responsibility is an essential characteristic of a successful and effective board member.

In deciding a course of action, the Board should look to the Executive Vice President for advice and information regarding available resources and services of the Society.

The Board plays a major role in shaping the attitude of pharmacy in Wisconsin. Success and effectiveness depends upon a commitment by the Board to provide innovative, ethical, and conscientious service to the Society, the membership and the public.

The authority and specific responsibility of the PSW Board of Directors is derived from the Society's Bylaws.

THE BOARD SHALL:

- *Be vested with the authority and responsibility of conducting business and administrating the finances of the Society*
- *Adopt an annual budget for the Society*
- *Appoint the Executive Vice President*
- *Approve the time and place of an Annual Meeting and other business meetings of the Society*
- *Determine the fiscal year and operational year for the financial activities of the Society*
- *Approve the committees and commissions of the Society, such other organizational units deemed necessary for the conduct of the Society affairs and the committees and task forces of the Board*
- *Serve as an important link in communications among members, the Board and staff*
- *Fill vacancies which may occur on the Board*
- *Conduct strategic planning activities to ensure appropriate allocation of resources*
- *Establish organizational policy to ensure strategies are effectively implemented*
- *Act on recommendations of the membership during business meetings*
- *Establish and maintain an organizational relationship with national pharmacy organizations affiliated with PSW; and*
- *Oversee delegate selection to represent PSW at national meetings.*

In order to accomplish these responsibilities, the Board must work cooperatively with a common mission. The Board must keep in view its responsibilities to the membership and to the profession. The mission of the Board is to:

1. *Develop policy*
2. *Establish goals and objectives; both long and short range*
3. *Establish and assist in fund raising activities*
4. *Monitor Society programs and priorities*
5. *Advise and provide consent regarding PSW activities*
6. *Provide feedback*
7. *Select, support and assess the performance of the Executive Vice President*
8. *Furnish expertise regarding issues affecting the Society*

Duties of Board Members

1. Attend and participate in Board meetings
2. Be objective and willing to listen
3. Respect all viewpoints
4. Help the Board come to a consensus
5. Be aware of changing needs of the profession
6. Perform own job effectively by continuing to evaluate own role and contribution to the Board
7. Set priorities based on effective use of Society's resources
8. Be willing to support and participate in Society and local association/group activities

Standards of Conduct

Board Meetings

Meeting Frequency

The Board meets four to six times during the course of the year for the purpose of conducting the official business of the Society. The meetings usually occur in Madison at the PSW office beginning at 10:00 a.m. and adjourning at 4:00 p.m. On occasion, the Board may convene the evening prior to the meeting for an informal discussion of issues of interest to PSW. The Board meetings held in conjunction with the Annual Meeting are held at the site of the convention.

Meeting Duration

Meetings will last a maximum of 8 hours for regular business. The Chair will adjourn the meeting at the prescribed time (within 5 minutes). The meeting will only be extended if 2/3 of the Board in attendance agree that an agenda item that has not been completed is required to be discussed.

Meeting Attendance

Required of all Board members. As outlined in the Bylaws "Failure of a Director to attend 2 consecutive meetings without an excused absence, granted in advance, by the Chair or Executive VP shall be deemed a resignation". Excuses for absences will be monitored by the Chair and discussed with the Executive VP and President if the "excuses" are questioned. The Chair will follow up with the specific Board member. "In advance" is defined as a minimum of 48 hours prior to the Board meeting excluding emergency or illness.

Substitutes

Section Chairman serving as a member of the Board may have another officer of the Section as a substitute if necessary. No other substitutes will be allowed for Board members.

Punctuality

All Board members must arrive on time so a quorum is present to start the meeting on time. The Chair will begin the meeting promptly (within 5 minutes of designated time).

Leaving Early

It is expected that all Board members will remain for the entire meeting. If leaving early is emergent and beyond the Board member's control, the Chair should be notified in advance of the meeting and the emergent need noted and recorded by the Chair.

Being Called Out

Board members should be refrained from being called out of meetings unless the situation is an emergency. Call back times should be accomplished during breaks or lunches. PSW office staff should be instructed of this rule and notify caller of when the phone call will be returned.

Meeting Agenda

Approximately 7-10 days prior to each Board Meeting, Board members will receive an Agenda of the items and subjects scheduled for Board consideration. The key to a successful Board meeting depends on the adequate preparation of each Board member. Board members must review all mailings pertaining to the Agenda and should contact the Chairman of the Board or Executive Vice President if any agenda item needs further explanation. Each Agenda always provides for an opportunity for "New Business".

Prior Preparation

All Board members are responsible for thoroughly reviewing all material sent out prior to the Board meeting. Questions regarding content should be clarified by consulting with the Chair or the Executive VP.

Meeting Discussion

Discussions and statements made during Board Meetings should be considered confidential and viewed as property of the entire Board instead of representing any individual point of view. All statements and discussions should stay in the meeting room and not be discussed with friends or colleagues.

Periodically, materials received by the Board may be marked "Confidential". These materials should be treated appropriately. The procedure is utilized infrequently, however, when conditions warrant it, strict observance of this criterion is essential.

Non-Agenda Items

Items should not be added to the agenda at a later date unless deemed emergent by the Chair or Executive VP prior to the meeting and receiving a 2/3 vote of Board members. A 2/3 vote of the Board is also required to change the order of the agenda items at the meeting. Board members should notify the Chair or Executive VP at least 2 weeks prior to the meeting of agenda items that they would like discussed.

Participation

All Board members are expected to routinely participate in meeting discussion. To be recognized by the Chair, they must raise their hand. The Chair will allow discussion by as many different members before allowing members to speak a second time on an issue. Members are expected to be concise on their responses and not duplicate discussion already presented by another Board member.

Process

Board members should be cognizant of their own actions while conducting Board business. Keep in mind methods and tact in offering disagreement, personal criticism, anger, differences and interruptions of other speakers. The Chair will be responsible for recording observations of inappropriate action by a Board member and providing follow up after the meeting.

Side Conversations

These are not acceptable and should be reserved for breaks or lunch.

Uncooperative Member

If a member feels that a fellow Board member is uncooperative in responding to process mentorship by the Chair, the member should register a "complaint" with the Executive VP, Chair or President.

Ineffective Leader

If a Board member believes that the Chair is being ineffective in following these standards or in chairing the Board in an orderly way, a complaint should be registered with the Executive VP or President.

Open Meetings

All PSW Board meetings shall be open to all members of the Society except when called into Executive Session. Board members may also bring guests or students to observe a meeting, if the Executive VP is notified in advance.

Other Board Member Expectations

Board Members should participate in a variety of PSW projects and activities. This will reinforce the Board member's ability to approach problems objectively and allow for a constructive assessment of the activity's impact. Activities should include (but not limited to):

1. ***Fund raising activities for the Society*** - No specific financial goal for each member is identified. Each Board member, however, must actively assist in identifying and securing financial support for the activities of the Society. Suggestions for Board activity include solicitation of: member conduit contributions, member foundation funding, academic

research and educational grant identification, industry/ vendor support, identification of strategic partnerships with other organizations, advertisement and exhibition funds, and gifts in kind.

2. **Committee, Section and Taskforce participation** - No specific volunteer responsibilities are mandated. Support and participation in other aspects of the work of the Society is encouraged and expected.
3. **Attendance at State and National Meetings** - Participation and representation at the State Midyear and Annual meeting is mandated in order to conduct the business of the Society. Representation of PSW at National Meetings by Board Members is also mandated (specifically affiliated organizations such as ASHP and APhA). Determinations of which elected members will represent the Society at these meetings will be established at a previously scheduled Board Meeting. It is expected that the President Elect attend National Meetings.
4. **Reports, essays and contributions to Journal, Programming and Web Site** - Executive Committee Members are expected to contribute to the JPSW Editorial Page during their term of office. Additional requests for submission, program support and Web Site postings will be made by PSW Staff for Board Member participation.

Suggestions for Board Meetings

The role the Board member plays is extremely important. The success of the Board depends upon the contributions made by each member. Consider the following list of suggestions for effective Board participation:

1. Study the agenda carefully before attending a Board meeting. Ask staff for clarification if any item is unclear.
2. Stick to the agenda during the meeting. Bring up new business only at the appropriate time
3. Determine what the purpose of the meeting is and decide in advance how and what you will contribute to it.
4. Keep your replies short and to the point.
5. Speak in a voice everyone can hear. Wait until you have the attention of all board members before you begin your remarks. The chairman should ensure that a desirable atmosphere exists for discussion.
6. Speak to the entire group.
7. Repeat remarks if you think they were not heard.
8. If your remarks are lengthy or involved, sum them up at the end of the discussion.
9. Do not hesitate to comment, criticize constructively or disagree with issues. Know your subject and ask for support from other members who believe as you do.
10. If you disagree with a speaker, make your comments at the proper time and disagree with the issue as presented by the speaker, not the speaker.
11. If you have a comment, ask for the floor rather than joining in aimless group discussion. If what you have to say is a genuine contribution and really does make a difference, do not get lost in confused conversation.
12. There may be dissenters on some subjects. Ask them to summarize their convictions in a direct statement. This permits a more thorough examination of an idea that could be highly constructive when completely understood.
13. Hurriedly passed motions usually do not receive the consideration they deserve. Better to table them until the next meeting when they can be discussed in detail, than to pass a motion that is regretted later.

Policy Development

In order to achieve the goals of PSW, the Board of Directors has the responsibility of establishing organizational policies and strategies as well as allocating resources to accomplish the work of PSW. This must all be accomplished within the framework of the established Bylaws and in collaboration with the PSW Staff. The Board is the primary member work group for PSW and thus has the responsibility for the outcomes of the PSW's work.

The primary areas of policy development by the Board includes (but is not limited to):

1. Create the policy framework that supports the mission and vision of PSW.
2. Establish the policies that affect the control, management, investment and disbursement of PSW funds.
3. Create and approve, through the work of the Executive Committee, an annual budget.
4. Establish financial goals and policies that oversee all financial operations of the Society.
5. Establish and review long term objectives for the Society.
6. Establish the priority of all programs and societal activity.
7. Create rules and regulations for conducting societal business the Board deems advisable.
8. Establish agents necessary to carry out powers of the Board (such as appointing committees and taskforces).

9. Approve contributions of PSW's assets to other organizations for research and educational activities, that meet the needs of PSW members in providing high quality pharmaceutical care services to the public or advances the interests of the pharmacy profession. The Board may also accept gifts, grants, bequests, devices or other contributions that further the goals of PSW.
10. Establish, review or modify the professional policies of PSW and submit them for review of the membership.
11. Establish, review and approve all nominations to committees, councils and commissions except where outlined specifically in PSW Bylaws.

Use of Parliamentary Procedure

Meetings of the PSW Membership shall be conducted according to the parliamentary procedure outlined in Roberts Rules of Order, newly revised. This basic handbook of operation establishes a basic set of rules for conduct of meetings.

What is Parliamentary Procedure?

Parliamentary procedure is set of rules that allows for organized conduct at meetings. The primary goal of using parliamentary procedure is that it allows for all meeting participants to be heard and to allow for the decision making process to run smoothly. The Basic rules include:

1. Democratic Rule
2. Flexibility
3. Protection of Rights
4. Fair Hearing for All Participants

Additionally, organizations follow a fixed strategy for meeting agendas. The following components are typically included:

1. Call to order
2. Roll Call
3. Minutes
4. Officers Reports
5. Committee Reports
6. Special Orders of Business
7. Unfinished Business Issues
8. New Business
9. Announcements
10. Adjournment

To conduct business legally at general membership meetings, a quorum (specific number of members) must be present. The PSW Bylaws state that fifty (50) voting members of the corporation, present in person or represented by proxy, constitutes a quorum for business at any meeting of members. The vote of a majority of the members entitled to vote represented at the meeting at which a quorum is present in person or by proxy shall be the act of the members, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, Articles of Incorporation or Bylaws of PSW.

To conduct business legally at a Board of Directors meeting, a majority of the number of directors then in office shall constitute a quorum for the transaction of business. The act of two-thirds of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, Articles of Incorporation or Bylaws of PSW.

How do members contribute to discussions using Parliamentary Procedure?

Motions, or proposals to take a stand or action on an issue, are made to conduct a discussion. Members can:

1. Present a motion (make a proposal)
2. Second a motion (support another member's proposal)
3. Debate a motion (give opinion and generate discussion)
4. Vote on a motion (contribute to decision)

Motions fall into four general categories

1. Main motions which introduce ideas to the members
2. Subsidiary motions which change or affect how a main motion is handled (amendments)
3. Privileged motions which are urgent and often do not relate to pending business (such as motions to adjourn)
4. Incidental motions which are questions of procedure that arise out of other motions but must be considered before additional action or discussion of main motion occurs (typically clarification, rules suspension for discussion)