

# **The Pennsylvania Medical Society Board of Trustees**

## **and**

### **Individual Board Member**

#### **Duties and Responsibilities**

#### **Mission**

The Pennsylvania Medical Society (the Society) is the voice of Pennsylvania's physicians, advancing quality patient care, the ethical practice of medicine, and advocating for the patients they serve. We promote physician leadership, education, professional satisfaction, practice sustainability, and the public's health.

#### **Overview of the Board of Trustees Responsibilities**

- The Board will support the work of the Society and provide mission-based leadership and strategic governance.
- While day-to-day operations are led by PAMED's executive vice president (EVP), the Board-EVP relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.
- The Board of Trustees implements policy of the House of Delegates, establishes interim policies, and discharges its fiduciary responsibilities. It develops plans and evaluates and approves programs designed to advance the Society's purposes.

#### **Duties of the Board of Trustees**

The duties as defined by the Bylaws state that the Board shall:

- a. have charge of the property and financial affairs of this Society including the authority to purchase, mortgage, lease, sell, or otherwise dispose of any real estate;
- b. perform such other duties as are prescribed by law governing directors of corporations and in these bylaws;
- c. borrow money on behalf of this Society;
- d. invest funds on behalf of this Society;
- e. require the treasurer, assistant treasurers, secretary, assistant secretaries, the executive vice president, and all employees handling funds of this Society to furnish, at the cost to this Society, corporate surety bonds in such amounts determined by the Board of Trustees for the faithful discharge of their respective duties and for the return of all books, papers, and documents belonging to this Society;
- f. appoint the executive vice president and fix the salary or other compensation and terms of employment;

- g. fix the salaries or other compensation and terms of employment of the secretary and the treasurer;
- h. authorize the expenditure of Society funds to defray legal expenses associated with the defense of individual members, groups of members, or county societies in any case where it believes the best interests of a substantial number of members are so served;
- i. exercise general supervision over the conduct of all administrative councils and committees between annual meetings of the House of Delegates;
- j. fill any vacancies as prescribed by these bylaws;
- k. report to the House of Delegates at the annual meeting;
- l. review all resolutions and recommendations from the House of Delegates pertaining to the expenditure of funds. The Board of Trustees must approve of such expenditures before the same shall become effective;
- m. review annually a budget for the expenditure of funds of this Society other than the disbursement of special funds then existing and may from time to time alter such budget as the needs of the Society shall require; such budget shall contain reasonable detail as to the allotment of funds in the various categories;
- n. provide specific or general resolutions in order to authorize the treasurer to disburse monies in special funds if the disbursement is not provided for in these bylaws;
- o. cause an audit of all accounts of this Society annually and report such audits to the annual meeting of the House of Delegates;
- p. have the authority to approve affiliate membership applications;
- q. appropriate a percent of the annual dues of active members for the Educational Fund in accordance with these bylaws;
- r. have the authority to approve the appointments of the president elect to the various administrative councils;
- s. have final determination in the number of commissions of administrative councils and size of each;
- t. fix the full annual dues and dues categories;
- u. set the delinquent and termination dates for non-payment of dues; and
- v. recommend, as necessary and appropriate, special assessments for adoption by the House of Delegates.

#### **Responsibilities of the Board of Trustees**

- Fiduciary responsibility as required by law.

- Policy development, including reports to the House of Delegates presenting issues and recommending courses of action; follow-up on House actions to assure implementation by staff; and policy decisions to enable staff to proceed.
- Planning and evaluation: receive or develop reports on external conditions; review issues and develop plans to deal with them; monitor and evaluate results.
- Staffing: employ an executive vice president and keep informed on the general organization and responsibilities of senior management.
- Provide leadership to the Society by setting the direction of the organization through the development of a strategic plan.

**Specific Responsibilities of Individual Board Members:**

- Know and understand the organization, its policies, procedures, programs, and to be familiar with the general responsibilities of the key staff.
- Strive to attend all meetings and to read the materials in advance of the meetings.
- Be prepared to spend considerable time in study and in consultation with other members of the Board.
- Inform constituents (i.e., districts, special sections, or specialties) about the Society's policies, programs, and other initiatives.
- Report to the Board and the House of Delegates issues and concerns, as well as the general condition of the profession within my constituency.