

APMA Committee Reference Manual

This manual is intended to facilitate understanding of APMA's policies and procedures with respect to its committees. This manual does not represent the entirety of those policies. Members may request access to the APMA Board of Trustees Policies and Procedures Manual by contacting [Stephanie Simmons](#), Director of Governance.

Committees of the Board

The work of the APMA Board of Trustees is extensive and sufficiently complicated that efficiency is best served by committees of the board that have delegated specific assignments that enable accomplishment of the board's goals and priorities. Committee chairs are provided some degree of autonomy to lead committee activities in a way that they see fit, provided that the work of the committee is consistent with its charge and in keeping with the goals, priorities, and strategic and operational plans of the board.

Committee Authority

All committees of the board report to the board. While specific authority may be given to a committee to act on behalf of the board, committees are not empowered to make final decisions on any matter that involves a policy decision, requires the expenditure or reallocation of funds, or redirects planning priorities and staff resources. Decisions involving policy, expenditures or reallocation of funds, and planning priorities are within the imprimatur of the board. Decisions concerning redirection of staff resources are within the authority of the executive director/CEO.

Committee Review and Sunsetting

A committee may be sunset by the board when its charge or area of responsibility is no longer viewed to be necessary by the board. The board periodically may review any or all committees and their areas of responsibility for the purpose of redefining their charges or determining that they should be sunset.

Subcommittees

The board may approve the establishment of a subcommittee of a regular committee for the purpose of completing the same specified project on an annual basis.

Subcommittees established by the board are codified in the board's policies and procedures manual. Appointments of subcommittee members are made by the president and approved by the board. Membership should be limited to members of the committee but may include others from outside the committee and outside the board. The committee chair is an *ex officio* member of the subcommittee, or he or she may serve as its chair. A subcommittee must be identified as part of the annual operational plan with specific funding approved by the board.

A subcommittee reports to the committee with which it is aligned.

Working Groups

At the recommendation of a committee chair and with the approval of the board, a working group may be established for the purpose of completing a specific committee project. Working groups shall have assigned areas or projects that may be completed in a reasonable period of time not to extend beyond one year. Projects that extend beyond one year are subject to review and renewal by the board.

Membership in the working group may include members of the committee and others. The committee chair is an *ex officio* member of the working group. A working group must be identified as part of the annual operational plan and have specific funding approved by the board.

A working group reports to the committee with which it is aligned.

Task Forces

Under certain circumstances when the board identifies a need to devote special attention to an extraordinary issue that does not fall within the purview of an existing committee, subcommittee, or working group, a task force may be appointed by the president and approved by the board. A task force has a specific purpose and charge to be fulfilled.

The membership of a task force may include, but is not limited to, board members and other DPMs, key outside consultants, or non-DPMs who share an expertise that is vital to the charge given to the task force. Generally, the work of the task force should not extend beyond one year. A task force is automatically sunset when its assigned responsibilities are completed.

All task forces report directly to the board.

Prospective Committee Members

As soon as the president-elect takes office, he or she prepares a call for nominations to alert membership to the plans to appoint committees for the forthcoming year. The announcement appears in various APMA publications (online and in hard copy).

The president-elect determines new committee appointments (chairs and members) for his or her term as president. He or she should consult with the chair-designee of each committee and staff to discuss candidates for committee membership. The president-elect provides a list of his or her recommended appointments to the executive director/CEO for consideration by the board no later than its winter meeting. Every effort should be made to determine the interest and desire of committee member candidates to serve prior to seeking confirmation of the appointments by the board.

No call for nominations is required for subcommittees or task forces of the board or committees of the HOD.

Terms and Term Limits

Committees of the board are appointed for one-year terms, extending from the close of one annual meeting of the HOD to the close of the next annual meeting of the HOD with the exception of certain

positions identified within their respective committee's composition.

Young physician liaisons shall serve at least a two-year term on an individual committee to which he/she has been appointed. Should the young physician appointed to serve in this capacity be of an age that would transition him/her out of the officially recognized young physician membership category during his/her term, he/she would be eligible to complete his/her appointed term as the young physician liaison to the committee in question.

Individual service time on one committee of the board shall be limited to a maximum of five to ten years (see NOTE). All individuals (including chairs) appointed to a committee(s) of the board shall be subject to this term limit effective with the 2018-2019 cycle serving as the individual's first year of service toward the five to ten-year maximum. (Service provided prior to 2018-2019 shall not be included in determining the five to ten-year requirement.)

NOTE: Only exceptional/unique expertise, experience, and/or contributions should enable individuals to remain on the same committee beyond five years of service.

The board will ensure that no more than one-third of the membership of a particular committee turn over or be replaced at the same time.

President as *Ex Officio*

The president is considered an *ex officio* member **with a vote** on all committees, subcommittees, and task forces for which he or she has full appointment authority. Except for the Executive Committee, he or she shall not serve as chair of any committee.

Committee Member Roles and Responsibilities

To be effective, committee members must attend meetings regularly and respond to mail ballots and participate in conference calls as necessary. They should seek to understand the committee's charge and be prepared to fulfill the charge. Members should participate in the deliberations and discussions and should share the responsibility of maintaining the proper focus and trying to understand and use the ideas of other members. Committee members may submit, with the approval of the committee chair, specific agenda items for discussion at any scheduled meeting of the committee. They should help in reaching committee decisions, in facilitating committee action, and in following the final disposition of its work. Committee members also should evaluate their own contributions to the committee and share the responsibility for evaluating the work of the committee as a whole.

Board Member Roles [Serving as Liaison]

A board member [serving as a liaison] is expected to help guide the committee to which he or she has been appointed in such a way that the activities of the committee are directed by the established goals, program priorities, and operational plan established by the board. Board members should accept the responsibility to reach out to non-board members serving on the committee to help them understand and appreciate the broader work of the organization and develop a sense of shared mission and pride.

Chairs

A good chair is one who can work with people, who can stimulate them rather than browbeat them, and who can help the group use all of the abilities and experiences its members possess to work together in pursuit of committee and board goals.

An effective chair exhibits the following characteristics: He or she has a personal record of being a consistent worker who completes an assignment, is enthusiastic, has a good understanding of the goals and priorities of the board and their relationship to the committee's functions, is persuasive, shows confidence in other members, and is more concerned about the results of the committee rather than his or her own feeling of personal importance.

Chairs may vote.

Ex-officio Members

Ex-officio members are included in the committee composition by virtue of their specific office. As such, they are treated as full working committee members.

Ex-officio members have the right to vote unless specified otherwise.

Liaisons

A liaison is a non-voting member of a committee who may or may not be a doctor of podiatric medicine. Liaisons are recommended for appointment by the incoming president and approved by the board. Individuals who serve as liaisons have expertise or special background or experience that may be of assistance to the general work of the committee. Although liaisons may not vote, they are expected to attend meetings, participate in conference calls, and be fully integrated into the activities of the committee when invited to do so by the chair. Because of their significant contributions to the pursuit of the goals of the committee, the liaison's expenses related to attendance at meetings will be reimbursed by APMA. Liaisons to committees are generally codified within the committee structure.

Liaisons are nonvoting positions.

Special Expert

On occasion, an individual who has expertise in an area specific to a particular task assigned to a committee may be appointed to that committee as a special expert. Special experts are recommended for appointment by the incoming president and approved by the board. The individual's responsibilities are restricted to the specific task to which he or she has been assigned. The duration of his or her appointment would be exclusive to the time required to complete the assigned task. As the nature of this position is task-specific, such appointments would be limited to an as-needed basis. Because of the expert's significant contributions to the pursuit of the goals of the committee, his or her expenses related to attendance at meetings will be reimbursed by APMA.

Special Experts have the right to vote.

Advisor

While not codified within the board's policy manual, an individual who has general expertise related to the charge of a specific committee may be appointed as an advisor. Advisors contribute to the discussions of the committee.

Advisors have the right to vote.

Official Observer

Official observer status may be granted by the Board of Trustees to representatives of APMA affiliated organizations. These individuals are invited (at their own expense) to attend meetings of the committee (exclusive of any executive or confidential session) to observe the work of the committee. Official observers are generally not asked to contribute to or participate in the deliberations of the committee; however, they would receive committee minutes and regular committee correspondence.

Observers are nonvoting positions.

Staff Liaisons

Members of APMA staff will be assigned as liaisons to each committee by the executive director/CEO. The staff member is responsible for coordinating the logistics for meetings and conference calls of the committee, preparing reports and correspondence, and assisting the committee in completing assigned work. Except for a few instances when the executive director/CEO serves as a voting member of certain committees, staff members do not serve as voting members of committees, nor are they empowered to make decisions on behalf of the committee.

Representatives from Other Organizations

Organizations that are asked to recommend representatives for appointment as members or advisors to committees of the board are expected to provide a list of names from which the president shall select an appointee for the committee. No fewer than two candidates should be listed for each available position.

If an individual appointed to a committee as a representative of another organization loses his or her affiliation with that organization during the period of appointment, the individual shall no longer be eligible to serve on the committee as a representative of the organization. The individual's appointment to the committee shall be viewed to terminate immediately when his or her affiliation ends. The organization shall be requested to provide a slate of potential candidates for the president to consider in selecting, with approval of the board, a replacement member of the committee. The president may elect not to appoint a replacement member to a committee.

(If an organization's representative cannot attend a meeting, the organization cannot unilaterally replace that member with another representative.)

Individual Committee Orientation

The initial meeting of a newly appointed committee shall begin with an overview of the charge of the

committee and a brief review of the goals, priorities, and planning objectives of the board that relate specifically to the committee. Although the chair of the committee should lead this discussion, the staff liaison and other continuing members of the committee should be allowed to have a significant role in this orientation process.

Scheduling In Person Committee Meetings

Food, beverages, and other catering costs related to all APMA committee meetings shall be kept to a minimum.

Meetings of committees will be scheduled to occur at times that facilitate reporting to the board and that ensure cost-effectiveness. In-person committee meetings will be scheduled around the time of the meetings of the board and/or the HOD in order to minimize and/or eliminate expenses to APMA.

The staff liaisons for each committee will notify the members of their respective committees directly of any meeting scheduled.

Scheduling Virtual Committee Meetings

Staff liaisons for each committee will facilitate scheduling virtual committee meetings with consideration given to ensuring that meetings are not scheduled concurrently with any other scheduled meetings that would impact the availability of the respective committee members.

Conducting Meetings (In Person and Virtual)

Roll Call and Quorum

A roll call shall be conducted at the time the meeting is scheduled to begin and the appropriate quorum attained. Participants may agree to postpone the start of the meeting for up to 15 minutes to enable attainment of a quorum. A quorum is defined as a majority of the voting members of a committee.

Approval of Agenda

Once roll has been called and a quorum attained, the chair entertains a motion to adopt the agenda. A member of the committee will move to adopt the agenda and another member will second the motion which opens the agenda for any changes. The committee does not need to vote on each proposed change, just the motion to adopt the agenda. Once all changes have been introduced without objection, the chair reiterates that the motion before the committee is to adopt the agenda as amended.

Conflict of Interest Disclosure

As soon as the agenda has been adopted, the chair will ask the committee if they have any conflicts they wish to disclose. While staff retain a copy of each member's signed conflict of interest disclosure form, it is in the best interest of the group for any new conflicts and/or those that are specifically germane to the committee's agenda to be disclosed prior to discussion. Staff should record any newly disclosed conflicts and follow up with the respective committee member(s) after the meeting to ensure those are included on their form.

Seeking Recognition

Participants in the meeting shall be provided full opportunity to be recognized to speak on any issue under deliberation as long as their role allows for such participation. In both an in person and virtual setting, hand-raising may be used to determine the order and individuals who wish to speak. In keeping with The Standard Code of Parliamentary Procedure, participants are welcome to raise points of order and propose motions in either meeting setting.

Voting

When a vote is undertaken, the chair will call for all those in favor to say “aye” and those opposed to say “no”. If the result is unclear, a roll call vote shall be taken.

Decorum

The chair functions as the presiding officer during meetings. While time limits for individual speakers typically are not established, it is the role of the chair to ensure that meetings are not dominated by an individual or small group of committee members. Collective participation by all committee members should be facilitated. The chair is empowered to redirect discussion as needed to achieve this goal.

Minutes

Staff shall prepare minutes of all deliberations for which actions have been taken during a meeting with all members of the deliberative body having an opportunity to review and comment before said actions are implemented or further transmitted.

Reporting and Communication Protocol

Committees shall report in writing to the board on a quarterly basis during the business year at meetings of the board. Subcommittees shall report to the committee with which they are aligned at times designated by the committee chair.

Committee chairs shall be responsible for presenting reports (orally or in writing) to the board and representing the committee’s issues and concerns. In the case of a chair being unable to attend a meeting of the board, the report may be presented by another member of the committee who has been so designated by the committee chair.

A committee member may prepare a report of the minority opinion for the board provided that such report is submitted to the committee chair prior to board deliberations.

Board Approval of Committee Actions

The board defines “approving” or “accepting” as an action to authorize or put into effect a decision, policy, or procedure.

All committee actions/recommendations require approval by the board except for actions that are pursuant to or enable an action or policy previously approved or authorized by the board. As a general

rule, any action that represents a new issue, has policy ramifications, has significant budgetary impact, or redirects staff priorities must be approved by the board. Action items that have a budgetary impact must include a cost projection for the proposed project or program.

All items on the agenda (in reports or otherwise) that are presented for consideration of approval by the board should be submitted with an official "Action Item Form." This form outlines pertinent background information, budgetary impact (and/or confirmation of approval by the Budget Committee) and identifies the action to be taken. Alternatively, a recommendation that appears in a committee report may be appropriately highlighted to be recognized by the board as an action item. As noted previously, the board may approve recommendations embedded within reports.

Reimbursement of Meeting Expenses

Detailed information about reimbursement of specific types of expenses associated with meeting attendance is included in the board's policies and procedures manual. Of note with respect to committee meeting attendance is the board's policy related to per diems.

Per Diems

A \$225 a day per diem allowance is authorized for board members, officers, committee members, past APMA presidents, and others assigned to provide specific volunteer service to APMA for any portion of a day in which travel or business is conducted. No per diem will be provided for activities that constitute less than three hours in duration. This per diem allowance is expected to cover all incidentals, including, but not limited to, meals, tips, and ground transportation to and from social activities. A \$75 a day per diem allowance is authorized for the APMSA liaison to the board in accordance with the policies specified herein.

The total amount of per diem paid to APMA travelers for the calendar year will be reported as income on a 1099 tax form.

Other Honoraria (Conference Calls and Online Meeting Applications)

An honorarium equal to one day of per diem also may be authorized for individuals engaged in the conduct of APMA business via telephone conferencing and on-line meeting applications when such business extends for more than three hours on the same workday. (This may include the aggregate of time encompassing more than one meeting occurring on the same day.)

Receipts

Original receipts are required for all reimbursement expenses in excess of \$15.00. Original receipts may be attached to the reimbursement form and mailed directly to APMA or be electronically scanned and sent via e-mail.

Limitations on Request for Reimbursement

All requests for reimbursement must be submitted using an official APMA reimbursement form and received by APMA staff (90) days from the last date of travel. Requests for reimbursement received after that time shall not be reimbursed.

Conflicts of Interest

The Board of Trustees strives to avoid conflict of interest or the appearance of conflict of interest in all aspects of its activities. All individuals involved in any aspect of board activities are expected to recognize and publicly acknowledge relationships in which they may have a potential conflict of interest and remove themselves from deliberations when such conflicts exist.

The best way to handle conflicts of interest is to avoid them entirely. Short of avoiding conflicts of interest, the best ways to deal with them are one or more of the following (mitigation) measures.

Recusals

Board members, officers, and committee members are expected to recognize potential conflicts and are precluded from voting on any matter concerning institutions, organizations, and individuals with which a conflict of interest exists.

APMA recognizes that having its leadership represent a wide variety of professional expertise and activity provides valuable perspectives. It would be unreasonable to expect volunteer members to give up other professional activities and financial interests while serving APMA. However, such services must conform to certain legal and ethical principles and therefore require acting honestly, in good faith, and in the best interest of APMA.

APMA is committed to the disclosure and management of real and potential conflicts of interest to ensure that all of its activities and business is managed in an ethical manner and is free of bias or the appearance of bias.

A conflict of interest depends on the situation and not the character of an individual.

After disclosing an issue of real or potential conflict of interest, the involved party should recuse him- or herself from further discussion unless:

1. a majority of disinterested parties determines that the conflict is immaterial or not adverse to APMA interests; or
2. the benefit of allowing the person with conflict to participate in discussion, but not the final vote, is in APMA's best decision-making interest. The conflicted party should remove him- or herself from the room prior to any vote.

In all other situations of real or potential conflict, members who recuse themselves should leave the meeting during any and all discussion and voting on the matter at hand.

Procedures

1. All officers, board members, and committee members must complete and sign the Conflict of Interest Policy and Agreement form for each year of their service. All conflicts and potential conflicts must be fully disclosed on the form.
2. Conflicts disclosed on the form shall be reviewed by the president and executive director for officers and board members and by the committee chair and staff liaison for committee

members. With respect to conflicts for committee members, the committee chair and staff liaison may recommend to the president that the conflict is of such a nature that it would be inappropriate for the individual to serve effectively on the committee.

3. **When the board or any committee meets, a list of conflict of interest disclosure statements for that group shall be distributed to the group (e.g., in the pre-meeting reading materials) so everyone is aware of any potential conflicts within the group.**
4. A preliminary agenda item at each meeting shall be “Review of Conflict of Interest Policy.” The chair shall ask if any member wishes to disclose any new conflicts that may have surfaced since the previous meeting or since the disclosure form was submitted and/or recuse themselves from any agenda item(s).
5. Failure to fully disclose and/or recuse shall be subject to review by the Executive Committee.

A committee member shall not initiate any official correspondence or other communication independent of the committee to staff, consultants, or external parties. He or she shall neither act nor speak on behalf of the committee, nor shall he or she make any commitments, nor enter into any agreement on behalf of the committee. Any correspondence or communication of an official nature directed to a committee member must be forwarded immediately to the committee chair and the APMA executive director/CEO.

Removal of a Committee Member

The board may consider the removal of individuals who serve on board committees but who are not members of the board from committees prior to the completion of a term of office. Such removal shall be based upon the individual’s failure to fulfill his or her commitments and responsibilities or violation of rules of protocol. The grounds for dismissal shall be considered by the Executive Committee of the board. Reasonable opportunity shall be allowed for explanation and response to allegations by the individual being considered for dismissal.