



WSHLA Board of Trustees Handbook

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Welcome to the WSHLA Board of Trustees

It is a distinct honor to be elected by your peers to this non-profit board position. Along with the privilege of being given this leadership position, there is also a responsibility to govern and set the direction of the Association.

The Board of Trustees has the ultimate responsibility for the affairs of the Association.

Board responsibilities

- Adopt policies that represent WSHLA's public position and that provide guidance to the staff and organizational components of the Association.
- Implement a continuous strategic planning process encompassing the vision, mission, values, and goals of the association.
- Define organizational measures of success and track key performance indicators.
- Adopt an annual operating budget incorporating the business planning processes of the Association with attention to both immediate and long-range needs and opportunities.
- Provide direction to and the evaluation of the Executive Staff.
- Appoint committee chairs and liaisons and provide them with guidance to help carry out and implement the work of the Association.
- Conduct an annual assessment of its own performance.
- Actively engage in personal outreach with WSHLA members, which include solicitation of feedback and mentoring initiatives.

Introduction

This handbook is a reference tool to new and continuing leaders of WSHLA. It provides an overall view of the leadership structure. The President is responsible for reviewing this manual at the beginning of each operating year and providing it to new board members.

Guiding Principles

The purpose of WSHLA is to provide a forum for the exchange of ideas among business professionals and managers engaged in the business affairs of medical practice organizations and to serve as a mechanism whereby solutions to the problems of medical practice management may be developed through group effort and concerted action. It also serves as a mechanism for increased awareness through education and the development of management information relating to medical practices.

Board Meetings

Required attendance at eighty percent (80%) of scheduled board meetings annually is necessary to remain a member of the Board. The Board meets a minimum of 6 times during each administrative term. These meeting can be virtual or in-person as so determined by the Board. Special meetings may be called as needed during the administrative term.

Committee chairs, liaisons, and other state leaders may be required to submit a report form prior to each meeting for purposed of a consent agenda. Board Members are encouraged to attend a reasonable number

of educational events, conference calls, and the annual board retreat. Please notify the President and Executive Director, in advance, if you are unable to attend or participate at a meeting.

Fiduciary Responsibilities

The Board has a fiduciary responsibility to the Association and its members which means the interest of the Association comes first; our own interests or those of our practice/company are not what guide Board decisions. The Board oversees and ensures critical policies are in place to sustain the organization. The Treasurer is responsible to monitor the ongoing financial performance of the organization, provide a financial perspective as it relates to business matters, scrutinize the budget/financials, and serve as a resource in terms of budgeting questions.

A fiduciary duty is a legal or ethical relationship between two or more parties who are in a position of power, dominance or authority (most commonly fiduciaries or trustees) and a principal or beneficiary who depends on those parties to make sound financial decisions.

A key point for state leaders to keep in mind is to avoid profiting from the fiduciary position without express consent or knowledge. State leaders should avoid conflict of interests. State leaders will be asked to sign the conflict of interest statement located in this handbook. Having a conflict does not automatically disqualify a person from participating; it just means that the conflict should be brought out into the open. WSHLA requests that each officer and trustee signs the Conflict of Interest Statement on an annual basis.

Although the Board may delegate authority to a Management Company, board members retain specific duties and responsibilities which may not be delegated to the management of the Association. The primary responsibilities of the Board are as follows:

- To adopt and follow sound, written, and clearly defined strategic objectives.
- To ensure that the Association has the resources and organizational capabilities to achieve those objectives.
- To comply with the Association's Bylaws, applicable federal, state, and local laws, and associated regulations.
- To regularly attend and actively participate in Board meetings.
- To establish and monitor good governance practices.
- To establish a system to identify, measure and effectively control risks to which the Association is exposed.
- To establish ad-hoc and working committees that will enable the Board to effectively perform its duties.
- To ensure that members' own personal/business relationships with the Association are always at arm's length.

Personal Characteristics

Membership on the Board of WSHLA is an honorable and respected position since you have been entrusted with the direction and leadership of the Association and its members. It is an indication of the membership's belief in the valuable contribution you can provide to ensure ongoing WSHLA's viability and sustainability. The following are key qualities of a successful board member:

- WSHLA's purpose and principles come first; the interest of the individual comes second. The Association must be true to its purpose and principles but the impact of a policy or action on specific Association members is secondary.

- Officers and Trustees function as a Board, not individually. On the surface, this may seem counterintuitive: as an individual you have no authority. Your vote, along with the votes of the other board members, has tremendous power. But alone, outside an official meeting, you are just an individual member with no more influence than any other member.
- The Board sets policies. For the Association to reach the objectives that the individual members expect, the Board must establish written policies and make sure the Board and committees work with and stay within the framework of these policies.
- Know your Association and Industry. To vote intelligently a board member needs to know a great deal about the Association and the trends in the healthcare industry.
- Board members are the Association members' representatives. The members rely on the individual board members to fulfill their duties. Board members must sometimes accept a reality that is contrary to their own opinions. Effective board members must be able to voice the minority opinion when voting on an issue even when it is contrary to their own opinion. In addition, board members must then be able to support the majority vote to the Board, even if it is contrary to their own opinion.
- Board members must participate. Board members must make every effort to attend the regularly scheduled meetings, to read meeting materials in advance, when provided, and to speak up constructively for their viewpoint on agenda items and for the betterment of the Association.
- Board members must be ethical. Board members must disclose information at the meetings that should be known for the Board to make informed decisions. Refusing to disclose information to protect your own interest or the interest of an individual member or board member would be unethical.
- On the other hand, board members must keep information obtained at the Board meetings confidential unless expressly authorized by the Board to release the information. These include confidential information about members, staff, pending legal issues, and other confidential matters that come before the Board.
- Some board members have relationships with other business entities, other members, and private individuals that may do business with the Association. Playing favorites with these other parties is counterproductive and debilitating for the Association. Before voting on any motion, the board member must disclose any relationship that may cause the board member to have a conflict of interest.

Financial Oversight

The Association is organized and formed as a professional association and business league within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended to continually improve the performance of medical group practice professionals and the organizations they represent. The Executive Director holds copies of the IRS Determination Letter and TIN assignment letter.

A business league is an association of persons having some common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit. Trade associations and professional associations are business leagues.

To be exempt a business league's activities must be devoted to improving business conditions of one or more lines of business as distinguished from performing services for individual persons.

No part of a business league's net earnings may inure to the benefit of any private shareholder or individual and it may not be organized for profit to engage in an activity ordinarily carried on for profit (even if the business is operated on a cooperative basis or produces only enough income to be self-sustaining).

Association Background

WSHLA History

Founded in 1956 by a small group of concerned individuals, the organization has grown to a membership of hundreds of managers and administrators throughout the state. In 1974 the organization was officially incorporated as a non-profit 501c(6) entity under the laws of the State of Washington.

WSHLA Purpose

Our purpose is to advance Washington's healthcare leaders.

Core Principles of WSHLA

- Leadership
- Collaboration
- Integrity
- Education

WSHLA Member Code of Ethics

1. Members shall direct their activities to the mission, goals and objectives of WSHLA, which are to elevate through education the competence, standards and knowledge base of all members.
2. Members shall not misuse information disseminated in association publications, meetings, workshops, seminars or other association functions. Misuse includes representing WSHLA information to other persons as having been authored by or originated from any person or organization other than WSHLA.
3. Members who also sell products or services shall not utilize information obtained at association functions such as meetings, workshops or seminars for their personal financial gain, including solicitation of such products or services at any time during the conduct of association functions.
4. Members shall conduct themselves in a professional manner, maintaining a high standard of professional integrity and ethics.

Adopted by the Washington State Healthcare Leaders Association Board of Trustees on May 11, 2019.

WSHLA Diversity Statement

"The Washington State Healthcare Leaders Association (WSHLA) values and respects diversity among its membership. This Association is committed to maintaining a climate in which differing ideas, abilities, backgrounds and needs are fostered with an opportunity for members from divergent experiences to participate and contribute. This open environment assists WSHLA in accomplishing its mission by ensuring a wide range of viewpoints and knowledge areas are actively present in our Association and strengthens networking and learning among colleagues. We welcome our members to encompass a full range reflecting variations in race, ethnicity, gender, gender identity, religion, age, sexual orientation, nationality, disability, geographic location and professional level."

Adopted by the Washington State Healthcare Leaders Association Board of Trustees on March 12, 2021.

WSHLA Bylaws

WASHINGTON STATE HEALTHCARE LEADERS ASSOCIATION BYLAWS

ARTICLE I – NAME

The name of this organization shall be the Washington State Healthcare Leaders Association (the “Association”), a nonprofit 501(c)(6) entity incorporated under the laws of the State of Washington.

ARTICLE II – PURPOSE

The purpose of the Association is to enhance healthcare delivery and administration through a broad range of group practice leadership and professional development, education, information, communication, advocacy, and network activities.

ARTICLE III – MEMBERSHIP

Active Member: Active membership in the Association shall be restricted to a) an individual who is directly employed in management or administrative support services by an entity formally recognized to provide or facilitate the provision of healthcare services; b) an individual employed by a management organization, hospital/hospital system, practice management firm or other business entity responsible for managing any operational component(s) of an entity providing healthcare services. This includes consultants who are responsible for operations of one or more practices on an ongoing basis, or c) healthcare providers/clinicians who hold an active license in the state are also considered active members.

Additional Membership Categories: The Board may, at its discretion, create or eliminate additional membership categories as it determines necessary for the proper functioning of the Association, provided that it cannot create or eliminate a membership category that has voting rights without approval in advance of the Association’s members per Article IV below.

Membership Termination: Membership in any category may be terminated as follows:

Termination Due to Conduct: The Board of Trustees may expel, suspend, or censure a member upon a reasonable showing that a member has, by act or neglect willfully violated the Bylaws or Code of Ethics of the Association, or has brought discredit on the Association or another member or members of it by act or neglect reasonably inferable to the willful. The member against who action has been taken shall have the right to appeal the decision at a meeting of the Board of Trustees provided the request is made in writing to the President or the Association within 30 days of notice being served.

Termination Due to Lack of Payment: A member who has not paid any financial indebtedness to the Association, including dues, within sixty (60) days after written notification, may be dropped from membership without giving notice.

ARTICLE IV – MEETINGS OF MEMBERS AND VOTING

Operating Year: the Operating Year shall be defined as the approximate twelve (12) months between annual meetings.

Annual Business Meeting: The annual business meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Trustees. The election of Trustees and Officers shall be held at this annual meeting.

Special Meetings: Special meetings of the Association may be called by the Board of Trustees at any time or shall be called by the President upon receipt of a written request by twenty-five percent of the voting members, within thirty days after the filing of such a request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Notice of Meetings: Written notice of any business meeting of the Association shall be emailed or mailed to the last known address of each member not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Conduction of Meetings: The President, or being absent the Vice-President, or being absent, the Secretary, or being absent, the Treasurer, or being absent, the Immediate Past-President shall call a meeting of the members to order and shall act as presiding Officer thereof.

Voting: Voting on Association matters shall occur at either the annual business meeting, special meetings, or electronically as determined by the Board. Each voting member shall have one vote. In electing Trustees, each voting member shall have one vote for each Trustee to be elected. A majority vote of those voting members shall govern.

Quorum: At any in-person meeting of the members, not less than 20 voting members of the Association must be present in order to constitute a quorum for any and all purposes, including the election of Trustees and Officers. For any electronic voting, at least 20 voting members must submit a vote by the deadline specified in the request for votes to achieve quorum. If quorum is not achieved, the President shall resubmit and/or reschedule the vote until such a time when quorum is achieved. When a quorum is present, any business may be transacted which might have been transacted at any meeting had the same been held upon which the same was originally appointed or called.

ARTICLE V – BOARD OF TRUSTEES

Scope and Authority: The Association shall elect a Board of Trustees (the “Board”) to conduct its regular business. The Board shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute these objectives, supervise the disbursement of its funds, and shall be responsible for the interpretation of these Bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Trustees: The Association shall elect five (5) Trustees-at-Large (collectively, the “Trustees”). Trustees must be Active members of the Association. Trustees must be at least twenty-one (21) years of age to qualify for election.

Trustee Election: Trustees will be elected to three Operating Year terms, with open positions elected by a simple majority vote of the voting members at each annual meeting. Two positions shall be elected per

Operating Year for two years; the fifth Trustee shall be elected in the Operating Year coinciding with the Treasurer's election.

Mid-Term Vacancies: Vacancies among the Trustees will be filled by appointment of the President and confirmed by a simple majority vote of the remaining members of the Board.

Term Limits: Trustees shall serve a maximum of two (2) consecutive terms; upon completion of the second term, a Trustee must wait at least one (1) full election cycle before eligibility renews.

Nomination of New Trustees: The President shall appoint, with the approval of the Board, a Nominating Committee, which will consist of three (3) voting members, one of whom shall be the Immediate Past President of the Association. Prior to the annual meeting, the Nominating Committee shall present a slate of Trustees for the ensuing year to be voted on at the annual membership meeting and members shall be notified of the slate in email or writing at least fifteen (15) days before the meeting. Nominations for Trustees may be made at the annual meeting from the floor, and they shall be voted upon together with the recommendations of the Nominating Committee. In the event of a tie, the Trustees shall vote with a simple majority rule.

Quorum of the Board: At any meeting of the Board, the majority of voting members of the Board shall constitute a quorum for the transaction of the business of the Association, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

Meetings of the Board and Voting Procedure: The Board shall meet at least annually and at any other times as the Board shall prescribe. Meetings of the Board may be called by the President at any time and place inside or outside the State of Washington. Reasonable notice of all meetings shall be given to the Trustees; however, no notice shall be necessary if all Trustees are present at the meeting or sign the minutes of each meeting.

Compensation: The Trustees and Officers of the Association shall not receive any compensation for services but may be reimbursed for out-of-pocket expenses incurred in conducting Association business provided the Trustees approve; however, the Association may elect and pay for management services deemed appropriate by the Board.

Committees: Committees may be formed as desired by the Board to conduct the Association's business more efficiently. Each committee thus formed shall have a chairperson (the "Committee Chair") appointed by the President. The Committee Chair, in turn, will appointment committee members as needed to conduct the committee's business. The Committee Chair shall report on the progress of the committee's work at each meeting of the Board. At all times, the Board shall have final authority in matters of a committee's policies, services, programs and budget.

ARTICLE VI – OFFICERS

Officers: The Association shall elect Officers in addition to Trustees. The Officers of the Association shall be a President, a Vice-President, an Immediate Past President, and a Secretary/Treasurer (collectively, the "Officers").

Duties of Officers: The Officers shall have the following duties to the Association:

President: The President shall act as the Chair of the Board and will preside over all meetings of the Association. The President may, without direction from the Trustees, designate the time and place of any Board meeting and preside at said meeting.

Vice-President: The Vice-President shall perform the duties of President during his or her absence and will assist the President in the fulfillment of his or her executive duties as requested by the President.

Immediate Past President: The Immediate Past President shall sit as an ex officio advisory member of the Board without voting rights, except in the sole situation where a tie-breaking vote needs to be cast to resolve a motion before the Board.

Secretary/Treasurer: The Secretary/Treasurer shall cause minutes to be taken of all Association meetings and certify said minutes upon their approval by the Board. The Secretary/Treasurer shall supervise the financial affairs of the Association and perform such other duties as the Board may prescribe. The Secretary/Treasurer will oversee and periodically review all aspects of the organization's finances and authorize funds received by the association in a bank approved by the Board and all disbursements of funds by the Association upon the direction of the Board.

Officer Election and Succession: All Officers, apart from the Secretary/Treasurer, will advance from election as Vice-President to the position of President, then Immediate Past President over the following six Operating Years, serving a two-year term in each position. Election of the Secretary/Treasurer shall be by a simple majority vote of the voting members, such election to be conducted at the annual meeting with presentation of the slate of Officers provided in the same matter by the Nomination Committee as noted above for Trustees. The Secretary/Treasurer will serve a three (3) Operating Year term and will not advance through the remaining Officer positions; election of the Secretary/Treasurer will occur in a like manner and be tied to the Operating Year where a single Trustee position is open for election. All Officers must qualify as Active members of the Association during their entire term of service.

Officer Vacancies: Vacancies among the Officers will be filled by appointment of the President (or Vice-President, in the President's absence) and confirmed by a simple majority vote of the Board.

Signature Authority: The President and Treasurer shall be granted signature authority for all bank accounts held by the Association. The President shall sign all deeds, mortgages and contracts on behalf of the Association but shall only have the authority to bind the Association to such documents when approved in advance by the Board. The President shall have the authority to perform such duties in the management of the property and the affairs of the Association as otherwise prescribed by the Board and as are typically performed by the President of an Association.

ARTICLE VII – MISCELLANEOUS PROVISIONS

Indemnification: Every Trustee and Officer shall be indemnified by the Association to the fullest extent allowed by state law, for all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they become involved, by reason of being, or having been, a Trustee, Officer or employee of the Association, or any settlement or judgment thereof, whether the person is a Trustee, Officer or employee at the time such expenses are incurred, except in such case wherein the Trustee, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of

indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

Establishment of Dues: The Board of Trustees shall fix the amount, if any, of the dues to be paid by any member or any applicant for membership. Dues shall be paid annually prior to membership expiration (365 days from the last dues payment).

Amendments: These bylaws may be altered or amended at any meeting of the members where there is a quorum, whether such meeting is a regular or specially called meeting, provided notice is given in writing to all members at least ten (10) days but not more than sixty (60) days before the meeting upon which the alteration or amendment is to be voted upon, and a copy of said alteration or amendment is emailed to all members. A simple majority vote of the voting members present may pass resolution to alter or amend the bylaws. Bylaws may be amended at any regularly called meeting of the members irrespective of the notice provision above provided the amendments are adopted unanimously by the members present.

Bylaws amendments may also be submitted via email to the WSHLA listserv, which will satisfy the notice requirement provided that the vote is called for after ten (10) days; amendments submitted in this fashion shall include a closing date by which all votes must be cast.

Bylaws as Amended: May 19, 2000

Bylaws as Amended: June 26, 2001

Bylaws as Amended: May 3, 2002

Bylaws as Amended: May 23, 2005

Bylaws as Amended: May 21, 2007

Bylaws as Amended: April 18, 2010

Bylaws as Amended: April 18, 2011

Bylaws as Amended: May 16, 2016

Bylaws as Amended: May 10, 2018

Bylaws as Amended: August 11, 2018

Bylaws as Amended: May 20, 2020

Bylaws as Amended: May 8, 2023

Bylaws as Amended: December 13, 2023

WSHLA Fiscal and Operating Policies

Operating Budget

Each fiscal year the WSHLA Board of Trustees shall establish an operating budget. A budget variance report, comparing actual to budgeted expenses shall be provided to the association board at each meeting or on demand by any member of the board. At the association board meeting, the trustees will review the financial statements and budget variance report and make a formal motion to adopt the financial statements.

Financial Strategies

All WSHLA funds shall be kept in bank, savings and/or CD accounts, and account balances shall not exceed FDIC insured limits.

Current operating funds will be maintained in a general checking account, linked to an interest-bearing savings account. Revenues received will be directly deposited to the savings account where the majority of the funds will be kept. Payments will be drawn from the checking account to cover monthly expenses and the account will be kept at a minimum balance. Excess operating funds will be kept in an interest-bearing account(s) to optimize returns. Funds may be transferred back and forth from the checking to the savings accounts by the administrative staff. Administrative staff is not authorized to make withdrawals from the savings account.

It is the goal of WSHLA to maintain an unrestricted reserve fund balance equal to one year's operating expenses as a cushion against future unexpected cash-flow shortages, expenses or losses. Annual reserve fund limits will be determined based on previous year's operating expenses, plus ten percent.

Reserve funds will be kept in interest bearing savings accounts or CDs and will be designated as unrestricted reserve funds on the WSHLA financial accounts.

It is not the intent of the WSHLA to maintain cash balances beyond one year's operating budget and one year's reserves funds. Should reserve fund balances exceed the designated target, the board of trustees will be responsible for directing the expenditures of excess funds in such programs as to generate benefits and returns to its members.

Adopted by the WSHLA Board of Trustees, via email March 2009

WSHLA Conflict of Interest Statement

The Washington State Healthcare Leaders Association (WSHLA) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of WSHLA as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as its members.

The board, officers, and management employees have the responsibility of administering the affairs of WSHLA honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of WSHLA. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with WSHLA or knowledge gained there from for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

No board member or management staff, or any member of his/her family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such board or management staff member's connection with WSHLA, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the board. Board and staff members are expected to work out for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard.

No board member or management staff should perform, for any personal gain, services to any WSHLA supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the board or trustees authorizes such a transaction. Similar association by a family member of the board or management staff, or by any other close relative, may be inappropriate.

No board member or management staff, or any member of his/her family should have any beneficial interest in, or substantial obligation to any WSHLA supplier of goods or services or any other organization that is engaged in doing business with or serving WSHLA unless it has been determined by the board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest.

This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient.

In addition to providing full disclosures, board members and management staff are required to affirmatively recuse themselves, and not participate in discussions or deliberations of a topic for which he/she has an interest or participate in any agenda item for which a conflict of interest is identified and may not vote on any such matter.

Any matter of question or interpretation that arises relating to this policy should be referred to the president for decision and/or for referral to the board of trustees for decision, where appropriate.

All members of the board of trustees and management staff are expected to disclose all financial relationships.

WSHLA Whistleblower Policy

WSHLA requires all Board members to observe the highest standard of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the organization Board members must practice honesty and integrity in fulfilling responsibilities and comply with all applicable laws and regulations.

It is the responsibility of all Board members to observe the highest standards of business and personal ethics while conducting organization business and to report violations or suspected violations in accordance with this whistleblower policy.

No Board member who is in good faith reporting a violation shall suffer harassment or retaliation, nor will he or she suffer an adverse consequence. A Board member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of membership. This whistleblower policy is intended to encourage and enable Board members and others to raise serious concerns within the organization prior to seeking resolution outside the organization.

WSHLA suggests that Board members share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the Executive Director or President is in the best position to address an area of concern. However, if a member is not comfortable speaking with the Executive Director or President, or is not satisfied with the response, the Board member is encouraged to speak with anyone on the Board that he or she is comfortable in approaching. The designated person has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or if a member is either not satisfied or uncomfortable even after following the organization's open-door policy, the member should contact the organization's designated officer directly.

The organization's designated officer is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his or her discretion, for advising the Board of Directors. The designated officers are required to report, at least annually, to the Board on compliance activity.

The Board shall address all reported concerns and complaints regarding the organization's accounting practices, internal controls and auditing. The designated officers shall immediately notify the Board of any such complaint and shall work with the Board until the matter is resolved.

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing that the information disclosed indicates a violation of code. Any allegations that prove to be false or Unsubstantiated, and which prove to have been made maliciously or knowingly, will be viewed as a serious offense requiring disciplinary action.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible consistent with the need to conduct adequate investigation.

The designated officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

WSHLA Travel and Reimbursement Policy

Trustees, other volunteers and staff may be reimbursed for travel expenses for specific WSHLA-related activities in the performance of their duties. Trustees, volunteers and staff shall be conscious of using every effort to conserve the resources of the WSHLA in the necessary expenditure of funds. At the same time, the association does not wish to place any undue financial hardship on persons who voluntarily provide leadership to the WSHLA.

The following general rules shall apply:

- Trustees are expected to attend the WSHLA Annual Meeting at their own expense.
- WSHLA Board of Trustees attending the Annual Meeting shall be entitled to complimentary registration and one night's hotel stay at the approved conference hotel rate, with the exception of the President, President Elect and Vice President who will be reimbursed for up to four nights lodging and travel related expenses.
- Unless amounts are specifically included in the budget, expenditures for all travel shall be reviewed and approved by the Treasurer, or by the President when the request is made by the Treasurer, in order to be eligible for reimbursement.
- Trustees, staff, and other volunteers traveling on association business who are eligible for reimbursement will be reimbursed per the travel guidelines below. The expectation is to secure travel reservations far enough in advance to achieve the lowest rate possible.
- With the exception of the Annual Meeting, hotel stays will be reimbursed for all Trustees, staff, and other volunteers (including board members) for any overnight stay more than 50 miles from home, unless approved by the board. Trustees, staff and other volunteers (including board members) will be reimbursed at actual cost for transportation, housing and meals. Trustees, staff and other volunteers (including board members) are expected to utilize hotel facilities and rates provide by the conferences and meeting organizers for which the travel is intended. If lodging is arranged outside the conference/meeting designated hotel facilities, lodging reimbursement will not exceed the rate provided by the conference/meeting hotel.
- Transportation to and from the airport will be reimbursed up to \$50 each way.
- Meals are reimbursable up to GSA per diem maximums, with receipts.
- Application for reimbursement shall be made no later than 30 days following the expenditure attaching receipts for all individual expenses and the WSHLA office will disburse the funds within thirty days of receipt of the request for reimbursement. In the event the WSHLA staff has any question about the validity of the request for reimbursement, the Treasurer will make the determination subject to review by the Board on appeal.

Reimbursable Business Travel Guidelines

- Board members are expected to travel using the lowest available coach or supersaver rate, unless otherwise approved in advance by the President.
- Airfare must be documented with airline receipts that show the dates of travel and the destination(s) as well as the purpose of the trip. Travel must occur, otherwise a refund will be requested.
- Airport parking – Utilize off-site airport parking when travel duration exceeds forty-eight (48) hours.

- Shuttle Service to and from airports, and to and from conference/meeting facilities is strongly encouraged.
- Mileage to and from conference/meetings, and to and from airports will be reimbursed at rates that comply with current IRS allowable limits.
- Gratuities will be reimbursed without documentation. The following guidelines apply: Meals (15%); Bellman (\$1/bag); Hotel Maid (\$2/day).

Non-Reimbursable Expenses

The following items are not considered reasonable and usual business expenses and are therefore not reimbursable:

- Movies or other entertainment – in room or outside.
- Mini-bar charges: unless meals cannot be obtained elsewhere for a reasonable amount. Circumstances should be noted, and an itemized listing of the min-bar charges submitted, not to include any alcoholic beverages.
- Any charges not adequately documented.

Adopted by the WSHLA Board of Trustees, June 2019.

WSHLA Listserv Terms and Conditions

The Washington State Healthcare Leaders Association Listserv is intended to facilitate dialogue and idea sharing among WSHLA members about current practice management issues. All members are encouraged to pose and respond to questions, participate in discussions, offer ideas and share experiences with others in this forum.

Updated Job Posting Policy (January 2016):

The listserv is to be used only for staff job postings (as opposed to postings for managerial positions, which are restricted to the job posting page).

WSHLA members can use the listserv for the initial solicitation of a job candidate or to announce an employee that is moving to another area of the state. However, when a member writes a post asking if anyone knows of a good “XYZ” in a particular area they should offer an email so the conversation can be taken “offline” (out of the listserv). Similarly, when members announce that they have a great XYZ moving to a different city they should include an email or phone number and direct all further comments to be made “offline.”

For information about posting manager-level job openings on the Washington State Healthcare Leaders Association website, please complete a job posting request form, or contact info@WSHLA.org for more information.

General Usage Considerations (updated January 2018)

When you hit the “Reply” button, every member of the listserv will see your email.

People value their time. Don’t use the listserv to pass on jokes or other messages not related to the interest of those on the listserv.

If you want your message to go only to the original sender, you should enter the address of the sender (or cut and paste it from the original message) into the “TO” line.

Do not reply to a listserv message to send a “thank you” or direct a comment/question to an individual. Please forward the message and send the email directly to that individual instead.

Terms & Conditions

In order to participate on the WSHLA Listserv, you must agree to the following terms and conditions. Violations of the following listserv terms and conditions will result in immediate termination of listserv privileges.

- Identify yourself and group with each listserv message that you send.
- At no time should discussions be initiated or information shared concerning medical service pricing or specific reimbursement rates, due to possible antitrust violations.
- Do not pose questions or share information on specific vendor rates or practice rates. While not illegal, it can lead to unintended damaging consequences.
- At no time should discussions be initiated or information shared concerning medical service pricing or specific reimbursement rates due to possible antitrust violations. As the provider of the email forums, WSHLA strives to ensure that it and its members do not facilitate anti-competitive practices.

- Do not send messages with any defamatory, abusive, profane, threatening, offensive, or anti-competitive information.
- Avoid mentioning other specific medical groups, medical centers, integrated delivery systems or vendors in a negative light. Be mindful that Washington State Healthcare Leaders Association may have members at these organizations who participate on the listserv.
- All listserv messages are to be considered confidential. Do not forward or share listserv messages with anyone, including non-member employees or non-member vendors. This forum is intended to be a professional venue where colleagues can openly share ideas and concerns. Violation of this policy shall result in member termination.
- Do NOT use the listserv for employment recruitment purposes or to discuss employee compensation
- The listserv shall never be used as a marketing channel for products or services, nor shall it be used to solicit clients for any membership category.
- Postings of "for sale" items from clinic space are acceptable.
- The listserv is not intended to act as a revenue stream to any source. Acting in such a manner shall result in membership termination.
- Do not post commercial messages.
- Do not include any information or other material protected by copyright without the prior written permission of the copyright owner.

Complaints and Concerns

If you have any concerns or complaints about the listserv or someone on the listserv, please contact WSHLA staff or a Board member. Please don't post such messages to the list.

Washington State Healthcare Leaders Association reserves the right to terminate use of the email forum to any user who does not abide by these terms and conditions.

Limitation of Liability and Disclaimer of Warranty

Washington State Healthcare Leaders Association does not preview nor censor (edit) any messages. Washington State Healthcare Leaders Association is the distributor, not the publisher, of the information posted. Washington State Healthcare Leaders Association accepts no responsibility for the opinions and information posted by users. All policies of Washington State Healthcare Leaders Association, including its antitrust compliance policy, apply to use of the association's online service. WSHLA may or may not screen content but shall have the right, in its sole discretion, to remove, or refuse to post, any materials for any reason.

This service is provided free of charge and "as is." Washington State Healthcare Leaders Association (including its employees and agents) assumes no responsibility for consequences resulting from the use of the information herein, (or from use of the information obtained at internet addresses) or in any respect for the content of such information, including (but not limited to) errors or omission, the accuracy or reasonableness of factual or scientific assumptions, studies or conclusions, the defamatory nature of statements, ownership of copyright or other intellectual property rights, and the violation of property, privacy, or personal rights of others.

Washington State Healthcare Leaders Association is not responsible for, and expressly disclaims all liability for, damages of any kind arising out of use, reference to, or reliance on such information. No

guarantees or warranties, including (but not limited to) any express or implied warranties of merchantability or fitness for a particular use or purpose, are made by Washington State Healthcare Leaders Association with respect to such information.

Participants agree that the laws of the State of Washington will apply for resolving any controversy or claim arising out of or relating to the use of this service. In addition, participants agree and consent that if there ever is legal action between us, the courts of the State of Washington will have exclusive jurisdiction.

Board of Trustees Job Descriptions

The WSHLA Board of Trustees is legally responsible for all activities of the organization. The Board is responsible for hiring management, strategic planning, setting policy, and approving and reviewing the annual budget of the association.

Legal duties

- Duty of Care: requires leaders use reasonable care and good judgment in making their decisions on behalf of the interests of the organization.
- Duty of Loyalty: requires leaders to be faithful to the organization avoiding conflicts of interest. The board works as a team where no individual's agenda is more important than the group.
- Duty of Obedience: requires leaders to comply with the governing documents (i.e. bylaws, articles of incorporation, policies, etc.) of WSHLA.

General Duties (of all Board of Trustees members)

- Represent WSHLA membership and the state in a professional, efficient and effective manner.
- Participate actively in board affairs and carry out all its functions as prescribed by the bylaws of the organization and resolutions of the Board.
- Understand and support the policies and programs of WSHLA (even when in a minority position on such actions) while leaving personal prejudices out of all board discussions.
- Actively assist in making decisions regarding the organization and in resolving problems.
- Perform fiduciary and other defined responsibilities under the law for protecting the organization's assets and seeing that the organization is well managed according to defined objectives and beneficial to all members.
- Determine, monitor and enhance programs and services, clearly defining what success looks like.
- Plan beyond term of office and think outside of area of expertise.
- Be aware of external influences on the organization and be prepared to bring opportunities or threats to the attention of the board and/ or staff.
- Balance the organization's goals with the expected resource levels
- Monitor and assess the performance of the Executive Director
- Ensure WSHLA's legal and ethical integrity (including anti-trust considerations) and maintain accountability
- Help recruit and orient new board members, as requested by the Past President, and overall assess board performance
- Monitor and participate in the WSHLA listserv

Board of Trustees Members are expected to:

- Focus on member value, return on investment, and participation
- Use technology effectively and efficiently
- Scrutinize organizational governance and purpose
- Awareness of competition
- Consider new opportunities for revenue

- Promote diversity, inclusivity
- Awareness of Generational differences
- Respect boundaries and needs of the staff
- Identify leaders and clarify role
- Consider the societal benefits of WSHLA programs and ventures
- Set member service standards
- Strengthen the organization's brand image and positioning
- Focus on visionary and strategic versus tactical
- Build an organization that is accountable and transparent

(partially adapted from content at boardsource.org)

Attendance Responsibilities

- Attend WSHLA Board meetings in a manner consistent with the WSHLA Bylaws and Robert's Rules of Order.
- Attend the annual board retreat.

Required Qualifications

- Appointment to position consistent with WSHLA Bylaws
- An Active member in good standing

Recommended Qualifications

- Previous experience on a board of directors outside of WSHLA
- Knowledge of parliamentary procedure
- The ability to inspire cooperation, facilitate strategic solutions, and delegate tactical implementation
- Willingness to approach sensitive or controversial matters with a diplomatic approach

For all voting board members, related travel expenses are reimbursed by WSHLA. See travel reimbursement form and policies.

President

Term of Office: One (1) year
Vice-president automatically advances into this role at annual meeting

Requirements for office: Active Member of WSHLA

Specific Responsibilities:

- Presides over all board, business, and/or special meetings of the association.
- Oversees activities of association paid or contract staff.
- Monitors financial planning and financial viability.
- Leads the Board of Trustees to ensure that the board works effectively as a team with distributed power and that meeting agendas are focused on board responsibilities.
- Responsible for addressing any individual Board member issues with sensitivity and constructively.
- Represents state association at meetings with the Washington State Medical Association (WSMA), WSMA Legislative Summit, and other meetings as announced, or appoints a delegate to such meetings.
- Responsible for the planning of the current year's Strategic Planning Meeting.
- Leads annual board retreat to develop and/or continue strategic plan for association. Encourages Board's role in strategic planning.
- Lead's the Board's annual review of its own performance.
- Work toward key initiatives outlined in the strategic plan and the mission and vision statement for the association. Make recommendations when necessary.
- Make committee appointments as appropriate and necessary and ensures that people follow through with their duties.
- Act as ex officio member of committees and attends meetings when invited.
- Responsible for establishing meeting calendar for the Board.
- Provides oversight to the Annual Conference Chair.
- Responsible for new Board member orientation in coordination with paid or contract staff.
- Address any overlap in board and Executive Director roles with the board.
- Work with staff to send out relevant and timely information to the membership at large, to include monthly newsletter.
- Exercise disciplinary action in the case of listserv violations, bylaws violations, and/or code of ethics violations for all classifications of members.
- Standing responsibility to officially represent the organization to the media.
- Leads the WSHLA Executive Committee.

General Responsibilities:

- Members of the Board are legally and morally responsible for all activities of the organization. The Board is responsible for determining initiatives, approving the annual budget, and attaining goals of the organization.
- Represent the membership and the state in a professional, efficient, and effective manner.

- Attend Board meetings (not less than 80%), participate actively in board affairs, and carry out all its functions as prescribed in the bylaws.
- Understand and support the bylaws, programs, and strategic initiatives of WSHLA.
- Actively assist in decision making regarding the organization and in resolving problems.
- Perform fiduciary responsibilities for protecting organization's assets and seeing that the organization is professionally managed according to defined objectives and beneficial to all members.
- May be appointed by President to serve on ad hoc committees as need arises.
- Contributes content for communication to members.

Time Requirements:

- Estimated weekly commitment – 5 hours per week
- Available to answer mail, e-mail, and phone inquiries from membership.
- Leads association paid or contract staff.
- Attends Board meetings (person or conference call) – approximately 6 per year or as needed.
- Attends WSMA Legislative Summit, WSHLA Board Meetings and Annual Conference
- Writes articles for newsletter, monthly.
- Acts as overall chair of the association's activities for term of office.
- Standing responsibility to officially represent the organization to the media.

Vice President

Term of Office: One (1) year
Secretary automatically advances into this role at annual meeting

Requirements for office: Active Member of WSHLA

Specific Responsibilities:

- The Vice-President shall perform all duties of the President during his or her absence and will assist the President in the fulfillment of his or her executive duties as requested by the President.
- Oversee the organization's current annual conference.
- Arrange for a recognition award to be presented to the outgoing President in the year in which he/she assumes the presidency.
- Serves on the WSHLA Executive Committee.

General Responsibilities:

- Members of the Board are legally and morally responsible for all activities of the organization. The Board is responsible for determining initiatives, approving the annual budget, and attaining goals of the organization.
- Represent the membership and the state in a professional, efficient, and effective manner.
- Attend Board meetings (not less than 80%), participate actively in board affairs, and carry out all its functions as prescribed in the bylaws.
- Understand and support the bylaws, programs, and strategic initiatives of the WSHLA.
- Actively assist in decision making regarding the organization and in resolving problems.
- Perform fiduciary responsibilities for protecting organization's assets and seeing that the organization is professionally managed according to defined objectives and beneficial to all members.
- May be appointed by President to serve on ad hoc committees as need arises.
- Contributes content for communication to members.

Time Requirements:

- Estimated average weekly commitment – 5 hours per week
- Attends Board meetings (in-person or conference call) – approximately 6 per year
- Available to answer email from members and/or contribute to listserv
- Attends Annual Conference (3 days)
- Attends annual Board retreat for strategic planning (2 days)
- Leads committee and/or participates in committee work

- Writes article for newsletter, as requested

Immediate Past President

Term of Office:	One (1) year President automatically advances into this role at annual meeting
Requirements for office:	Served as President during the previous year's term Active Member of WSHLA

Specific Responsibilities:

- Leads Nominating Committee to identify interested candidates for open trustee and officer positions.
- Sits on Board as *ex officio* member and casts tiebreaker vote when needed.
- Act as Designated Officer to investigate whistleblower complaints.

General Responsibilities:

- Members of the Board are legally and morally responsible for all activities of the organization. The Board is responsible for determining initiatives, approving the annual budget, and attaining goals of the organization.
- Represent the membership and the state in a professional, efficient, and effective manner.
- Attend Board meetings (not less than 80%), participate actively in board affairs, and carry out all its functions as prescribed in the bylaws.
- Understand and support the bylaws, programs, and strategic initiatives of the WSHLA
- Support the decision makers of the Board regarding the organization and in resolving problems.
- Perform fiduciary responsibilities for protecting organization's assets and seeing that the organization is professionally managed according to defined objectives and beneficial to all members.
- May be appointed by President to serve on ad hoc committees as need arises.
- Contributes content for communication to members.

Time Requirements:

- Estimated average weekly commitment – 2 hours per week
- Available to answer email from memberships and/or contribute to listserv
- Attends Board meetings (in-person or conference call) – approximately 6 per year
- Attends Annual Conference (3 days)
- May attend annual Board retreat for strategic planning (2 days)
- Leads committee and/or participates in committee work
- Writes article for newsletter, as requested

Secretary/Treasurer

Term of Office: Three (3) years
Changes at time designated by WSHLA Bylaws

Requirements for office: Active Member of WSHLA

Responsibilities:

- Primary responsibility is to oversee and periodically review all aspects of the organization's finances.
- Responsible for annual bylaws review and changes as needed.
- Responsible for job description review and updates as needed.
- Oversight of all funds received by the association.
- Authorize all disbursements of funds by the association.
- Conduct biannual audit, or immediately upon a change of Treasurer.
- Drafts annual budget for board to approve.
- Reviews and monitor financial policies for compliance and recommendations for change.
- Acts as a financial liaison to committee chairs.
- Serves on the WSHLA Executive Committee.

General Responsibilities:

- Members of the Board are legally and morally responsible for all activities of the organization. The Board is responsible for determining initiatives, approving the annual budget, and attaining goals of the organization.
- Represent the membership and the state in a professional, efficient, and effective manner.
- Attend Board meetings (not less than 80%), participate actively in board affairs, and carry out all its functions as prescribed in the bylaws.
- Understand and support the bylaws, programs, and strategic initiatives of the WSHLA
- Perform fiduciary responsibilities for protecting organization's assets and seeing that the organization is professionally managed according to defined objectives and beneficial to all members.
- May be appointed by President to serve on ad hoc committees as need arises.
- Contributes content for communication to members.

Time Requirements:

- Estimated average weekly commitment – 2 hours per week
- Available to answer email from memberships and/or contribute to listserv
- Attends Board meetings (in-person or conference call) – approximately 6 per year
- Attends Annual Conference (3 days)
- Attends annual Board retreat for strategic planning (2 days)

- Leads committee and/or participates in committee work
- Writes article for newsletter, as requested

Trustee at Large

Term of Office:	Three (3) years Changes at the time designated by WSHLA Bylaws
Requirements for Office:	Active Member of WSHLA

Specific Responsibilities:

- Serves as Committee Chair, Representative/Liaison, or Committee Member:
 - Membership Committee
 - Education Committee
 - Vendor Committee
 - WSMA Liaison
 - Government Affairs

General Responsibilities:

- Members of the Board are legally and morally responsible for all activities of the organization. The Board is responsible for determining initiatives, approving the annual budget, and attaining goals of the organization.
- Represent the membership and the state in a professional, efficient, and effective manner.
- Attend Board meetings (not less than 80%), participate actively in board affairs, and carry out all its functions as prescribed in the bylaws.
- Understand and support the bylaws, programs, and strategic initiatives of the WSHLA.
- Actively assist in decision making regarding the organization and in resolving problems.
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- Estimated average weekly commitment – 2 hours per week
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- Attends Board meetings (in-person or conference call) – approximately 6 per year
- Attends Annual Conference (3 days)
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- Leads committee and/or participates in committee work
- Writes articles for newsletter, as requested

Committees

Much of WSHLA's work is conducted outside of board meetings in committee format. WSHLA maintains four standing committees (Executive, Education, Membership and Government Affairs), though others, such as the annual Nominating Committee, may be brought together as needed.

Except for the Executive Committee, each committee is chaired by a Trustee. One or more officers and trustees may also participate in each committee; committee chairs are highly encouraged to get WSHLA members involved in committee work as well.

Each committee chair is appointed by the Board and serves at Board's discretion. The chair's general responsibilities include:

- Develop committee goals, timeline, and budget
- Monitor committee performance
- Call meetings and direct all activities of the committee
- Report on committee activities to the WSHLA Board of Trustees

Executive Committee

The Executive Committee is responsible for the day-to-day operations of the Association. All officers are automatically appointed to the Executive Committee, which meets on an ad hoc basis as issues arise that need resolution.

Education Committee

The Education Committee is responsible for coordinating delivery of educational content to the membership. Content may be delivered via a variety of means (seminars, webinars, etc) but opportunities should be given monthly to participate.

In addition to the general responsibilities noted above, the committee chair also has these specific responsibilities:

- Provide input and guidance to the Annual Conference committee regarding educational content.

Membership Committee

The Membership Committee is responsible for vetting new applicants seeking WSHLA membership and recommending them to the Board. Additionally, this committee assists with connecting members to each other for networking and mentoring opportunities.

In addition to the general responsibilities noted above, the committee chair also has these specific responsibilities:

- Conducts a review of membership applications to confirm that applicants meet the requirements of the membership category they are seeking to join.
- Performs outreach to members whose membership has lapsed to bring them back into the Association where appropriate.
- Reaches out to large organizations to inform them of large-group membership opportunities.

Government Affairs Committee

The Government Affairs Committee is responsible for advocating WSHLA's positions with the state legislature and state agencies. Committee members frequently work closely with the advocacy staff in the Washington State Medical Association and function as technical experts on practice operations. Committee members also represent WSHLA's position directly to the state legislature by providing occasional testimony in committee hearings.

In addition to the general responsibilities noted above, the committee chair also has these specific responsibilities:

- Interact with other Associations' advocacy staff to determine where coordinated effort may help promote mutual interests.
- Provide regular updates to members on bills of interest to WSHLA during the legislative session, and at other times in the year as needed.

Liaisons

In some ways, liaisons can be thought of as a “committee of one” in that they are solely responsible for the duties of their role. WSHLA has one standing liaison position: the WSMA Foundation Liaison. This roles may be fulfilled by Active members who do not otherwise sit on the Board.

WSMA Foundation Liaison

The WSMA Foundation for Health Care Improvement was created to advance the health and wellness of Washington state residents. WSHLA holds a seat on the Foundation’s board owing to our Associations’ complementary missions.

The WSMA Foundation Liaison is responsible for representing WSHLA’s position in their quarterly meetings. Generally, the Liaison may make these representations independent of direct Board involvement, but such representations must always adhere to the WSHLA organizational goals and principles.