

MINUTES

ACOFP Board of Governors

June 13-14, 2018

Key Largo, Florida

I. Call to Order

A meeting of the ACOFP Board of Governors was called to order by the President, Duane G. Koehler, DO, FACOFPP *dist.* at 8:30 am EDT on June 13, 2018.

Present: Duane G. Koehler, DO, FACOFPP *dist.*
Robert C. DeLuca, DO, FACOFPP *dist.*
David J. Park, DO, FACOFPP
Nicole H. Bixler, DO, FACOFPP
Rodney M. Wiseman, DO, FACOFPP *dist.*
Larry W. Anderson, DO, FACOFPP *dist.*
Greg D. Cohen, DO, FACOFPP
David A. Connett, DO, FACOP *dist.*
Gautam J. Desai, DO, FACOFPP
Brian A. Kessler, DO, FACOFPP
Ronna D. New, DO, FACOFPP
Bruce R. Williams, DO, FACOFPP
Jesse D. Shaw, DO
Jaclyn Sylvain, OMS II
Elizabeth A. Palmarozzi, DO, FACOFPP

Guest: Antonios J. Tsompanidis, DO, FACOFPP
Craig Wood

Staff: Justina Burk
Peter L. Schmelzer, CAE

I. Retreat Overview & Key Strategic Issues

Dr. Koehler identified environmental factors that the Board should consider in addressing strategic direction for the specialty and the ACOFP – anticipated decoupling of AOA membership from AOA certification, accepting MDs as ACOFP Active Members, the need to change the Osteopathic Continuous Certification process, uncertainty with regard to ACOFP’s InService Exam, ACOFP’s application for ACCME accreditation, the transition to the Single Accreditation System, and the transition to a new ACOFP executive director.

The Retreat’s goals are to better understand and engage future ACOFP members, and to create and own ACOFP’s future. Dr. Koehler encouraged the Board to be visionary, and not reactionary.

II. Communications Audit Update

Ms. Burk reported on recommendations being developed by Communications Strategies Group following the communications audit that was performed in early 2018. An ACOFP staff team is considering modifications to the e-newsletter frequency, content and design, and is developing a new style guide for a more consistent graphic presentation across multiple ACOFP services.

III. Member Demographic Profile

The Board welcomed Mr. Craig Wood, founder and chief collaborator with The Collaboratory, which helps organizations understand and engage with members and key audiences. Mr. Wood identified varying characteristics of generations, focusing on the Millennial and Centennial generations that will become ACOFP's leaders within the next 5-10 years, while also affirming the contributions of older generations.

Student Dr. Sylvain addressed ACOFP's need to engaged third-year and fourth-year osteopathic medical students, pre-med students and high school students. ACOFP should consider conducting a survey of medical student perspectives. ACOFP needs to demonstrate the benefits of a career in Family Medicine to students prior to the annual match, and feature the variety of practice types within the specialty – considering development of a campaign to change the image of family medicine.

IV. Family Medicine Graduate Profile

Dr. Kessler and Dr. Shaw presented results from a survey of family physicians who are three years into practice. ACOFP should engage Millennials and Centennials, but recognize the relevance of older generations.

ACOFP should help students and residents navigate through the Single Accreditation System, feature champions of the specialty, and develop a campaign to demonstrate the variety of career paths available through family medicine.

V. Future of ACOFP InService Exam

Dr. DeLuca provided background on how the ACOFP InService Exam (ISE) has provided a formative evaluation resource for program directors and osteopathic family medicine residents. The ACOFP and AOA are in discussions for how to rebrand the ACOFP ISE to provide continuity through residency and into the Osteopathic Continuous Certification process.

He encouraged the Board to consider how the ISE can be repurposed into a longitudinal exam, applying innovative test-taking methodologies and involving younger generations in developing those methodologies.

VI. Future of Certification/Recertification

Dr. New discussed the immediate need to garner support for the ACOFP resolution on certification that is being submitted to the 2018 AOA House of Delegates. For the long-term, ACOFP should empower members to express the need for change in the AOA certification/recertification process.

ACOFP should consider organizing a summit to bring together the profession's leaders and identify ways to address the dissatisfaction of Diplomates.

VII. Osteopathic Distinctiveness

Dr. Park emphasized the need for ACOFP to lead the profession in education and training on the four tenets of osteopathy and the profession's unique approach to patient care, including providing MDs with resources to acquire osteopathic skills.

ACOFP should build on its reputation for osteopathic distinctiveness by providing more opportunities for faculty development, the OMT boot camp, and train-the-trainer courses.

VIII. COCA and Family Physicians as NMM Chairs

Dr. Connett asked the Board to consider whether to request that COCA revisit its decision to accept only AOBNMM certification or a certificate of specialty proficiency in OMM to serve as the department chair of OMM/OPP at a COM.

MOTION: It was moved and seconded that the ACOFP president should SEND A LETTER to the Commission on Osteopathic College Accreditation (COCA), seeking reconsideration of the requirement in COCA Standard 7.5 that limits the chair of a college of osteopathic medicine's OMM/OPP department to having only certification by the American Osteopathic Board of Neuromusculoskeletal Medicine (AOBNMM) or a Certificate of Special Proficiency in OMM (C-SPOMM).

The motion PASSED.

IX. ACOFP Continuing Medical Education

Dr. Desai reported that the ACOFP staff has initiated the process to have ACOFP CME accredited by the Accreditation Council for Continuing Medical Education (ACCME). The August 2018 ACOFP Intensive Update & Board Review course and the October OMED CME programs will be used to demonstrate how ACOFP develops CME programs, thereby initiating the official pre-accreditation process that will require approximately \$10,000 in application fees. The overall application process will take 18-24 months.

The Board discussed the pros and cons of continuing participation in OMED. Factors considered include member satisfaction, partnership with AOA and other osteopathic specialty colleges, operational logistics, scheduling concerns, and financial implications.

The Board considered two recommendations submitted by the ACOFP Past Presidents' Council.

MOTION: It was moved and seconded that the ACOFP separate from OMED at the first practical opportunity, but no later than 2020.

The motion was DEFEATED.

The Board discussed the concern of the ACOFP Past Presidents' Council regarding the extent to which the AOA may have access to ACOFP financial resources.

MOTION: It was moved and seconded that the ACOFP obtain a legal opinion stating that the ACOFP cannot be amalgamated by the AOA.

The motion was WITHDRAWN, as Mr. Schmelzer reported that the ACOFP legal counsel has verbally communicated ACOFP's financial independence from the AOA.

X. Addressing Physician Burnout & EMRs

Dr. Williams summarized member concerns with physician burnout, with the primary cause being the impact of electronic medical record systems (EMRs) on physician practices. He encourages ACOFP to take the lead on behalf of members to work with other physician organizations to take the lead in providing physician input to EMR vendors.

The Board agreed to develop a forum through which members can express their concerns and offer solutions and to appoint a task force to address physician burnout caused by EMRs.

XI. MDs as Active Members

- A. Board Comments on Proposed C & B Amendments - Dr. Cohen and Dr. Tsompanidis requested the Board's initial comments on proposed amendments to the ACOFP Constitution & Bylaws Committee, as directed by the 2018 ACOFP Congress of Delegates. The Board recommended the following two amendments, and asked the Committee to submit the final proposed amendments for further consideration at the Board's October 6, 2018 meeting, separating proposed amendments on the MD as Active Member issue from other "housekeeping" amendments in two different resolutions.

Bylaws Article III, Section 3

The phrase "in good standing" shall describe only those active members whose dues and assessments are current, and who document CME hours ~~earned within a three-year period of educational programs~~ consistent with the AOBFP OR AMERICAN BOARD OF FAMILY MEDICINE (ABFM) requirements, and who are in compliance with the ACOFP Code of Ethics. National officers, affiliate officers, and residency program directors must be members in good standing.

Bylaws Article V, Section 1.A.(4)(c)

(c) Be a member in good standing with ACOFP ~~and AOA~~.

- B. Board Action on Congress Res. 28 – Mandatory Membership in Outside Organization

The 2018 ACOFP Congress of Delegates referred Resolution 28 – Proposed Amendment to the ACOFP Constitution & Bylaws to Eliminate Mandatory Membership in an Outside Organization – to the ACOFP Constitution & Bylaws Committee, which has asked the Board for its direction on the resolution's request:

RESOLVED, that the ACOFP Constitution, Article VI, Section 1. Qualifications, which states:

“The Governors shall be active or academic members in good standing of the College and must be American Osteopathic Association (AOA) members” be amended by striking “and must be members of the AOA.”

MOTION: It was moved and seconded to TABLE DEFINITELY the Board's recommendation on 2018 ACOFP Congress of Delegates Resolution 28 – Proposed Amendment to the ACOFP Constitution & Bylaws to Eliminate Mandatory Membership in an Outside Organization, pending AOA action on decoupling AOA membership from AOA certification.

The motion PASSED.

- B. Board Action on Congress Res 29 – Eliminate Outside Organizations Approving ACOFP C & B

The 2018 ACOFP Congress of Delegates referred Resolution 29 – Proposed Amendment to the ACOFP Constitution & Bylaws to Eliminate Outside Organizations from Approving the ACOFP Constitution & Bylaws – to the ACOFP Constitution & Bylaws Committee, which has asked the Board for its direction on the resolution's request:

RESOLVED, that the Constitution of the ACOFP Article IX. AMENDMENTS, Section 2, which states: “An amendment to these Bylaws shall not be effective until they are submitted to and approved by the Board of Trustees of the American Osteopathic Association (AOA)” be amended by striking this section; and, be it further

RESOLVED, that the ACOFP Bylaws, Article XVI- AMENDMENTS, Section 2, which states: “All amendments to the Bylaws shall not be effective until they are submitted to and approved by the Board of Trustees of the AOA” be amended by striking this section.

MOTION: It was moved and seconded to REFER the resolution to ACOFP legal counsel for guidance on any legal considerations.

The motion PASSED.

XII. On Being an ACOFP Board Member

Dr. Bixler presented proposed documents that update provide new and updated ACOFP policies on discrimination, harassment, and Board member conduct.

MOTION: It was moved and seconded to APPROVE the proposed *ACOFP Policy & Procedure on Discrimination, Harassment and Sexual Misconduct*.

The motion PASSED – see attachment to minutes.

MOTION: It was moved and seconded to APPROVE the proposed *ACOFP Policy on Responsibilities & Conduct of Members of the Board of Governors*, pending review by ACOFP legal counsel.

The motion PASSED – see attachment to minutes.

Board members are asked to provide Dr. Bixler with their comments on the existing *ACOFP Whistleblower Policy Protection* document. ACOFP will identify a compliance officer to address behavior concerns that are unrelated to the Audit Committee.

The proposed *Document of Acceptance* will be used by Board members to verify that they are aware of the policies. It will be applied only to positions that are elected by the ACOFP Congress of Delegates.

To provide new Board members with orientation materials, key policy documents will be provided on a flash drive and will be available on the ACOFP Board portal. Board members who are Department Chairs will be asked to inform their successors about committee activities when transitions take place each March.

Dr. Bixler requested comments on a proposed *Collective Evaluation of Board Performance* document that would advise future Boards on how to more effectively conduct ACOFP business.

XIII. Regular Business Meeting

A. Minutes

MOTION: It was moved and seconded to APPROVE the minutes from the following meeting:

- March 19, 2018 Executive Committee
- March 20, 2018 Board of Governors
- March 24, 2018 Board of Governors

The motion PASSED.

- B. Officer/Staff Reports – Dr. Koehler added to his written report information about his visit to the Maine ACOFP State Society meeting.

Dr. Bixler reported a positive variance for projected FY 2018 revenues to exceed expenses, and the Audit Review Committee will discuss the FY 2017 Audit on an upcoming conference call, to be followed by a recommendation to the Board.

Mr. Schmelzer and Ms. Burk reported that ACOFP is fully staffed with no vacancies; however, we are planning for three maternity leaves through September 2018.

- C. ACOFP Nomination to ACOFP Foundation – the ACOFP Board considered nominees for one vacant position on the ACOFP Education & Research Foundation.

MOTION: It was moved and seconded to NOMINATE Larry W. Anderson, DO, FACOFP *dist.* for a member-at-large position on the ACOFP Education & Research Foundation.

The motion PASSED.

- D. Physician of the Year Criteria – the Board considered a recommendation from the ACOFP Awards Committee to modify the criteria for the ACOFP Osteopathic Family Physician of the Year Award.

MOTION: It was moved and seconded to AMEND the criteria for the ACOFP Osteopathic Family Physician of the Year, as follows:

~~Must have been in active family medicine for a minimum of 15 years.~~ MUST BE BOARD CERTIFIED IN FAMILY MEDICINE FOR A MINIMUM OF 15 YEARS.

Award qualifications are:

- Must be an ACOFP member in good standing.
- ~~Must have been in active family medicine for a minimum of 15 years~~
- Must be an ACOFP Fellow (barring extenuating circumstances in which the Awards Committee will recommend to the Board of Governors to waive this requirement).
- Must include at least one letter of support from the nominator and/or state society.

The motion PASSED.

- E. Proposed Firearms Policy – The Board considered a proposed white paper on gun safety that was submitted by the ACOFP Public Health & Wellness Committee following referral by the 2018 ACOFP Congress of Delegates.

MOTION: It was moved and seconded to REFER the proposed *ACOFP White Paper on Gun Safety & Violence* back to the ACOFP Public Health & Wellness Committee for additional consideration of related policies of the American Medical Association and other medical organizations and for inclusion of references in the white paper.

The motion PASSED.

- F. Proposed Sexual Health Policy – The Board considered a proposed report on sexual health in teens and young adults that was submitted by the ACOFP Public Health & Wellness Committee following referral by the 2018 ACOFP Congress of Delegates.

MOTION: It was moved and seconded to REFER the proposed *ACOFP Report on Sexual Health in Teens & Young Adults* back to the ACOFP Public Health & Wellness Committee for additional consideration of related policies of the American College of Osteopathic Obstetricians and Gynecologists and the American College of Obstetricians and Gynecologists, and for inclusion of references in the report. Also, the Board will appoint a Task Force to contribute to development of educational materials.

The motion PASSED.

- G. Approval of New Members

MOTION: It was moved and seconded to APPROVE ACOFP Membership for 9 Active members, 2 Associate Members, 1 Military Member, 3 Resident Members and 22 Student Members.

The motion PASSED.

- H. Life & Membership Waiver Approval

MOTION: It was moved and seconded to APPROVE one-year financial hardship waivers for 5 members, a one-year medical disability waiver for one member, and a permanent medical disability waiver for one member, with a FY 2017 impact of \$2,415.

The motion PASSED.

MOTION: It was moved and seconded to APPROVE Life Membership Status for five members.

The motion PASSED.

- I. Future ACOFP Convention Schedule – The Board considered a recommendation from the ACOFP Convention & Site Committee regarding changes to the schedule for future ACOFP Annual Conventions, as follows.

MOTION: It was moved and seconded that the ACOFP Board of Governors APPROVE the ACOFP Convention & Site Committee recommendations regarding the schedule of future ACOFP Annual Conventions, as follows:

1. For 2019, move the ACOFP Convention from The Cosmopolitan Hotel in Las Vegas to the Chicago Sheraton, while maintaining the original dates of March 21-24, 2019 with a room rate of \$189 per night.
2. Terminate the 2019 ACOFP contract with The Cosmopolitan Hotel in Las Vegas.
3. For 2021, replace the contracted Chicago Sheraton venue (that is moved to 2019) with the Disney Coronado Springs Resort in Orlando, Florida, using dates of March 14 – 21, 2021, and with a room rate of \$269 per night in the tower and \$219 per night in non-tower rooms.

The motion PASSED.

- J. Proposed Specialty College Resolution on 2019 OMED Registration Revenue – the Board considered a proposed resolution to the AOA Board of Trustees asking for an increase in the specialty college share of OMED registration revenue, with resolution co-sponsors to be determined. (See Attachment for language of full resolution).

MOTION: It was moved and seconded to APPROVE the resolution regarding specialty college share of OMED registration revenue, as follows:

RESOLVED, that the American Osteopathic Association (AOA) Board of Trustees directs the AOA Finance Committee to include in the AOA's 2019-2020 annual budget a minimum increase of \$25 to the share of 2019 OMED revenue that specialty colleges receive per registered member.

The motion PASSED.

- K. Implementation of 2018 ACOFP Congress Resolutions – Dr. Palmarozzi and Dr. Tsompanidis reported on the implementation status of resolutions approved by the 2018 ACOFP Congress of Delegates.
- L. Resident & Student Reports – More communication will be developed for ACOFP to engage third-year and fourth-year osteopathic medical students, and to give residents greater confidence in the future viability of AOA certification.
- M. Budget Request – ACOFP Membership in NAACOS

MOTION: It was moved and seconded to APPROVE membership for ACOFP in the National Association of Accountable Care Organizations (NAACOS), with a FY 2018 impact of \$2,500.

The motion PASSED.

- N. 2018 Amendments to AOA Constitution – At the 2018 AOA House of Delegates, Dr. Koehler will present testimony seeking AOA House approval of new affiliate delegations with voting privileges, rather than the proposed approval by the AOA CEO and Board of Trustees.
- O. Search Committee Update – the Board convened in executive session for an update from the Search Committee on the status of recruiting ACOFP's next Executive Director.
- P. AAFP GME Policy – the Board received a draft of the AAFP's policy on Graduate Medical Education. Dr. Koehler asked for comments to be provided to him for communication to AAFP.

XII. Adjournment

The Board meeting was adjourned at 12:30 pm EDT on June 14, 2018.

Respectfully submitted,



Peter L. Schmelzer, CAE
ACOFP Executive Director

SUBJECT: Increasing the Specialty College Share of 2019 OMED Registration Revenue

SUBMITTED BY: American Academy of Osteopathy
American College of Osteopathic Family Physicians
American College of Osteopathic Neurologists and Psychiatrists
American College of Osteopathic Obstetricians and Gynecologists
American College of Osteopathic Pediatricians
American Osteopathic Academy of Addiction Medicine
American Osteopathic Academy of Sports Medicine
American Osteopathic Association of Prolotherapy Regenerative Medicine
American Osteopathic College of Occupational & Preventive Medicine
American Osteopathic College of Pathologists
American Osteopathic College of Physical Medicine and Rehabilitation

REFERRED TO:

WHEREAS, osteopathic physicians attend OMED primarily to receive Continuing Medical Education (CME) that is created and presented by participating osteopathic specialty colleges; and,

WHEREAS, the member registration fee for the 2017 OMED was \$695, and each specialty college received \$375 of that registration revenue; and,

WHEREAS, the specialty college share of registration revenue of \$375 has been unchanged for the past nine years, since the 2010 OMED; and,

WHEREAS, the cumulative average annual inflation rate in the United States from 2010 to 2017 is 15.68 percent, which when applied to \$375 would increase the specialty college share to \$433.80; and,

WHEREAS, the costs paid by specialty colleges for participating in OMED have increased significantly over the nine-year period during which the specialty colleges' share of OMED registration revenue has remained unchanged; and

WHEREAS, the AOA registration fee for OMED has increased several times and significantly over the nine-year period during which the specialty colleges' share of OMED registration revenue has remained unchanged; and

WHEREAS, the specialty colleges do appreciate the extent to which the American Osteopathic Association (AOA) does subsidize a portion of specialty college expenses; and

WHEREAS, the AOA experienced significant net revenue over expense at the 2018 OMED while the specialty colleges' share of OMED registration revenue remained unchanged; and

WHEREAS, at its February 2018 meeting, the AOA Board of Trustees approved Res. No. B16: OMED Conference Profitability and Financial Model that calls on the AOA to "pilot internally a new 2018 OMED revenue distribution model in which the AOA budgets a minimum of \$500,000 in net revenue"; and

WHEREAS, the member registration fee for 2018 OMED is \$745 – a \$50 increase over the 2017 OMED registration fee; now, therefore be it

RESOLVED, that the American Osteopathic Association (AOA) Board of Trustees directs the AOA

Finance Committee to include in the AOA's 2019-2020 annual budget a minimum increase of \$25 to the share of 2019 OMED revenue that specialty colleges receive per registered member.

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**ACOFP Policy & Procedure on
Discrimination, Harassment and Sexual Misconduct**
Approved as of June 14, 2018

The ACOFP has a zero-tolerance policy toward discrimination, harassment, and sexual misconduct by any member, employee, or contracted consultant in the ACOFP workplace, convention, meeting, social event, or any other ACOFP function. The ACOFP is committed to enforcing this zero-tolerance policy at all levels where any member, employee, or contracted consultant who engages in discrimination, harassment, or sexual misconduct will be subject to disciplinary action, up to and including discharge from employment or removal from leadership for a first offense.

The ACOFP prohibits any form of discrimination or harassment based on sex, age, disability, perceived disability, marital status, sexual orientation, gender expression, pregnancy, race, color, religion, national origin, military status, political views or affiliations, or any other legally-protected characteristic.

Sexual Misconduct – Sexual Misconduct is a collective term that includes sexual discrimination, sexual harassment and sexual violence that may take many forms, including but not limited to the following:

- Offensive or unwelcome sexual advances or invitations, particularly when a spoken or implied *quid pro quo* for sexual favors is a benefit of employment, continued employment, leadership advancement, or other benefit of any kind, or;
- Offensive or crude conduct of a sexual nature, including communication of inappropriate sexual comments, images, or graphics, whether spoken, e-mailed, or delivered in any other format, or;
- Offensive or unwelcome physical contact, including the touching of another's body; the touching or displaying of one's own body, or any other physical contact that could potentially make another uncomfortable, or;
- Having sexual relations without consent or with a person who is unable to give consent due to cognitive impairment.

Reporting an Incident of Discrimination, Harassment, or Sexual Misconduct – Any ACOFP member, employee, or contracted consultant who believes that she or he has been subjected to discrimination, harassment, or sexual misconduct of any kind is encouraged to report the incident to a supervisor, the Executive Director, or any member of the Board of Governors.

Procedures of Investigation and Adjudication - The ACOFP is committed to taking all reasonable steps to prevent discrimination, harassment, and sexual misconduct and will make every reasonable effort to appropriately address any reported incident. The ACOFP will investigate a reported incident promptly, thoroughly, and discreetly at the request of the complainant. The investigation and adjudication process will be performed by the Code of Conduct Committee, which is comprised of an ACOFP officer, a governor, a resident member, and two physician members. The complainant and the accused will be informed of the results of the investigation. The findings of the investigation and recommended course of action will be forwarded to the ACOFP President for final action, which could include termination of employment, removal from

office, removal from a committee, revocation of membership, and/or similarly appropriate disciplinary action.

Reporting Without Fear of Retaliation – Any member, employee, or contracted consultant who reports any incident(s) of discrimination, harassment, or sexual misconduct will not be retaliated against in any way or form. This policy of no-retaliation applies in all circumstances, whether a reported incident was well founded or ultimately determined to be unfounded. Retaliators will be subject to investigation and appropriate disciplinary actions.

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**ACOFP Policy on Responsibilities & Conduct
of Members of the Board of Governors**
Approved as of June 14, 2018

Preamble

Being elected to serve on the ACOFP Board of Governors is a high honor and privilege, but one that carries with it a serious responsibility to serve the interests of the ACOFP and its members. It is the desire of the ACOFP that all Board members should conduct themselves and perform their duties in an exemplary fashion, commensurate with the position of leadership that has been bestowed upon them by the membership.

Board members must always abide by the legal duties of care, loyalty and obedience pertaining to their roles. As fiduciaries of ACOFP resources and guardians of its mission, each Board member has basic responsibilities that derive from these legal duties:

- To support the mission and purpose of the ACOFP, as reflected in its Articles of Incorporation, and to abide by its Constitution & Bylaws and policies;
- To be diligent in preparation for, attendance at, and participation in Board meetings and related activities on behalf of the ACOFP;
- To ensure that the financial and business affairs of the ACOFP are, to the best of the Board member's awareness, managed in a responsible manner;
- To act always in good faith and in the best interests of the ACOFP, above any personal interest; and
- To maintain the confidentiality of sensitive or proprietary information obtained as a result of Board service.

Board members must also recognize that the Board acts only as a collective entity. Success depends on the contributions of all Board members and their ability to work together. With the goal of embedding these core principles into the culture of the Board, this Policy establishes standards of conduct expected of each Board member.

Standards of Conduct

1. Individual Conduct – To properly serve the ACOFP and its members, each Board member must at all times act with dignity and integrity, both inside and outside of Board meetings, reflecting the ACOFP's high standards for ethical behavior and professionalism.
 - A. Each Board member sets the tone for ACOFP members and volunteers by acting as a leader and serving as an example of dedication, integrity and professional conduct.
 - B. A Board member should take no action that could discredit the ACOFP reputation or credibility.
 - C. A Board member should refrain from excessive use of alcohol.
 - D. A Board member must fully comply with the ACOFP Discrimination, Harassment & Sexual Misconduct Policy.

- E. A Board member shall dress appropriately, as dictated by the nature of the event or meeting, as prescribed by the President.
2. Financial Responsibility – Each Board member serves as a fiduciary of the ACOFP’s resources and is accountable to the members for prudent management of the ACOFP’s financial and business affairs.
 - A. A Board member should read and understand the ACOFP’s financial reports, committee reports and other documents pertaining to the ACOFP operations.
 - B. A Board member should actively engage in decisions relating to the allocation of resources and monitoring of financial performance.
 - C. A Board member shall use financial discretion in spending on matters of travel, meals and entertainment. Use of allocated funds shall only be for matters pertaining to ACOFP business and with the approval of the President and/or Executive Director.
 3. Conflict of Interest – Each Board member must act in good faith and in the best interests of the ACOFP, above any personal interest or the interests of any particular constituency. Each Board member is subject to, must be familiar with, and must follow the ACOFP’s Statement Regarding Confidentiality, Competition and Disclosure of Potential Conflicts of Interest. It is not a conflict of interest for Board members to be advocates for their areas of practice or geography. Board members should, however, be open to the views and needs of all areas of practice and geography, and should act and vote based on the overall good of the ACOFP, without partisanship.
 4. Board Commitments – Each Board member must devote the time and resources reasonably necessary to fulfilling his/her commitments to Board activities.
 - A. A Board member should demonstrate due diligence in preparation for and attendance at Board meetings and other activities on behalf of the ACOFP.
 - B. A Board member should, to the best of his/her ability, be informed about the needs and opinions of the ACOFP membership, and should ask any questions necessary to be fully informed about the issues being addressed by the Board, before making decisions.
 - C. A Board member should give open and fair consideration to diverse and opposing viewpoints.
 - D. A Board member should exercise independent judgment, and should not hesitate to express dissenting opinions in an appropriate manner during Board deliberations.
 5. Relations Among Board Members – Each Board member must foster an environment of respect, cooperation and collegiality. A Board member must not unduly disrupt the Board from operating in an efficient and effective manner.
 - A. A Board member should treat other Board members with courtesy and allow other members of the Board to express their views.
 - B. A Board member should respect the differing opinions of others. Board members may disagree on issues, but disagreements should be directed at the issue; personal *ad hominem* attacks are not acceptable.
 - C. A Board member should never undermine, sabotage or falsely impugn another Board member. This is not intended to preclude a Board member, acting in good faith, from

reporting a suspected violation of the ACOFP Discrimination, Harassment & Sexual Misconduct Policy to the appropriate authority.

6. Confidentiality – Transparency in governance and having input from ACOFP membership are both important considerations for the Board. Board members must, however, balance those considerations against their legal and fiduciary obligations to maintain the confidentiality of sensitive or proprietary information obtained as a result of Board service. In addition, maintaining the confidentiality of the Board’s deliberations (especially those held in executive session) is essential to having full and frank discussions necessary for effective decision-making. Therefore, subject to Standards 7 and 8 of this Policy and the exceptions noted below, a Board member may solicit input from ACOFP members on matters being considered by the Board, and may informally share with ACOFP members the actions taken and the issues considered by the Board in reaching its decisions. However:
 - A. A Board member may not disclose any matters addressed in executive session to anyone not entitled to participate therein.
 - B. A Board member may not disclose confidential or proprietary information obtained as a result of Board service to anyone outside the Board or authorized ACOFP staff.
 - C. A Board member may not, in disclosing anything about the Board’s deliberations, discuss or disclose the votes of the Board or of individual Board members (including his/her own) unless the Board has made these votes public, or negatively characterize the positions of the Board or the points of view taken by any members of the Board.
 - D. A Board member may not disclose anything about Board actions or deliberations if the Board has determined to defer announcement of that action or to control the dissemination of that information.
7. Public Statements – A Board member may not act in an official capacity or speak publicly on behalf of the ACOFP unless empowered to do so under the Constitution & Bylaws or as specifically empowered by the Board or the President.
 - A. A Board member who, by virtue of Board assignments or duties, is asked to or is expected to communicate about Board matters through an official ACOFP communication channel or forum (such as the *Osteopathic Family Physician (OFP)* journal, the President's e-newsletter, or other media) is authorized to speak for the Board in that capacity and for that purpose.
 - B. A Board member shall not be engaged with other organizations in matters of ACOFP business without the permission of the President and/or the Executive Director. A Board member shall not make any “deals, promises or otherwise commitments” on behalf of the Board or the College without the direction of the President.
 - C. Except where so empowered or authorized, a Board member speaking publicly to ACOFP membership or in any other public forum must ensure that his/her statements are clearly identified as personal opinions and that he/she is not speaking on behalf of the ACOFP in any official capacity or expressing the views or positions of the ACOFP.
8. Support of Board Decisions – A Board member must accept and publicly support Board decisions.

- A. A Board member is encouraged to be an ambassador of the ACOFP and, subject to Standard 6 (Confidentiality) of this Policy, to promote the activities and actions of the Board with the ACOFP membership and publicly. In doing so, a Board member must stay faithful to the intent of the Board as expressed in its official statements, and should not reinterpret or re-characterize the Board's actions to reflect his/her own view.
 - B. While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Board member also has the obligation outside of Board meetings to respect and support decisions of the majority, even when the Board member dissented from the majority view.
 - C. A Board member who does not support a Board decision may express his/her opposition within the Board in an appropriate manner.
 - D. A Board member must not take actions publicly or with respect to the ACOFP membership that have the purpose of undermining the decisions or actions of the Board.
 - E. A Board member who intends to publicly oppose a Board action should resign his/her position on the Board before doing so.
9. Relations with Staff – A Board member must appreciate the strategic role of the Board and respect the Executive Director's and ACOFP staff's responsibility to manage the ACOFP's day-to-day activities.
- A. A Board Member should refrain from intruding on administrative issues that are the responsibility of management, except to monitor results and prohibit actions that conflict with Board policy.
 - B. A Board member should treat employees of the organization courteously and professionally, recognizing that the ACOFP has an obligation to provide its employees a workplace free from discrimination and harassment.

Compliance with This Policy

1. Board members are expected to use good faith efforts to comply with this Policy. A Board member who is unsure about the interpretation of a particular standard of conduct should consult with the ACOFP President or a member of the Executive Committee. If a Board member is unable to carry out the material responsibilities of his/her position or to conduct him/herself in a manner consistent with the Policy, the Board member should consider voluntarily resigning his/her Board position.
2. A Board member or members or other individual who wish to bring a complaint under this Policy must do so in writing, addressed to the ACOFP President or a member of the Executive Committee. The Executive Committee (excluding any member who is personally involved in the complaint) will then, with the advice of the General Counsel and any investigatory panel it may appoint, determine a course of action for handling the complaint, including:
 - A. Determine that the complaint does not warrant further action. If a person(s) who reported the complaint is not satisfied with that decision, he/she/they may submit the written complaint to the full Board for further consideration.
 - B. Mediate between the Board member(s) and the individual(s) who reported the complaint and the alleged violator(s), with an outcome agreeable to all parties.

- C. Determine the complaint is valid and take any action the Executive Committee determines to be in the best interest of the ACOFP as outlined in paragraph 5. below.
3. Any complaint made under this Policy, any and all proceedings of the Executive Committee, the Board, any ad hoc investigatory panel, discipline committee or appellate tribunal involved in investigating and resolving it, and any outcome of such proceedings – other than a public reprimand, suspension, expulsion or other outcome that necessarily involves disclosure – shall be considered confidential.
4. Notwithstanding paragraph 3 above, if the Executive Committee and/or any party or persons involved with or aware of the matter determine that the alleged conduct is additionally a potential violation of the ACOFP's Discrimination, Harassment & Sexual Misconduct Policy, ACOFP Code of Ethics (or other applicable professional code), they may refer the matter to the ACOFP Committee on Ethics (or other appropriate disciplinary body).
5. If a discipline committee or other entity listed in paragraph 3. above determines that a Board member has violated this Policy, corrective measures may be required of the offending Board member and/or discipline may be imposed. Corrective measures or discipline should be appropriate to the facts and circumstances of the violation and, subject to the Constitution & Bylaws and applicable law, may include the following:
 - A. Admonishment or reprimand, whether privately by the Board or publicly by the ACOFP.
 - B. Requirement for remedial action to be taken.
 - C. Removal from certain Board-related assignments and/or loss of certain Board duties or privileges.
 - D. Actions initiated to seek removal from the Board or as an officer as specified in Article VI, Section 7 of the ACOFP Bylaws.
6. If the offending Board member does not cooperate with the decision of the discipline committee and/or the appellate tribunal, the Board may take such further action as it deems appropriate. Repeated or willful violations of this Policy, or a Board member's disregard for or refusal to comply with remedial actions specified by the discipline committee or the Board, may be regarded as grounds for removal from office as specified in Article VI, Section 7 of the ACOFP Bylaws.

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