



PENNSYLVANIA ACADEMY OF  
FAMILY PHYSICIANS

PAFP AND FOUNDATION

# LEADERSHIP ORIENTATION MANUAL

***WELCOME!***

*Updated 2/2024*

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## **PENNSYLVANIA ACADEMY OF FAMILY PHYSICIANS AND FOUNDATION**

The PAFP is unified with the AAFP, therefore when requesting membership, one first becomes a member of the AAFP and then is added to the membership rolls of the PAFP. You can't belong to one without the other.

### **American Academy of Family Physicians (AAFP)**

The AAFP is the national Academy of family physicians and the parent organization of the Pennsylvania Academy of Family Physicians. It is one of the largest national medical organizations.

The AAFP was founded in 1947 and is governed by the Congress of Delegates (COD). The COD meets annually to establish policies and define principles. These policies and programs are carried out between annual meetings by the Board of Directors (BOD), Commissions and Committees. Delegates to AAFP's constitute chapters elect Officers and Board, which in turn appoints Commission and Committee members.

### **Pennsylvania Academy of Family Physicians (PAFP)**

The PAFP was founded in 1948 and is the fourth-largest Academy under the AAFP. The PAFP is registered with the Internal Revenue Service as a 501(c)(6) organization as such, has no owners or stockholders. Any excess of income over expenses is used to enhance the reserves or to fund member programs.

All PAFP members are licensed physicians, residents, and medical students.

The PAFP provides core membership services including continuing medical education, government affairs, communications, and workforce development.

The PAFP conducts an Annual Business Meeting (ABM) when elections are held for various leadership roles. Any PAFP member in good standing (including active, residents, and students) is eligible to vote at the ABM.

The policymaking/governing body of the PAFP is the Board of Directors (BOD), which convenes throughout the year. The BOD is composed of the President, President-elect; Board Chair, Treasurer; Senior Delegate to the AAFP; Student Representative; Resident Representative; the Chair of the Assembly of Family Medicine Residency Program Directors, three Directors-At-Large, and the Foundation President. Task Forces may be appointed at the discretion of the President.

At times, the BOD will meet in Executive Session to consider items of business such as personnel, legal and ethical issues. Discussions that take place in Executive Session are to be treated confidentially. However, motions may be made in regular session regarding actions taken in Executive Session. These motions are included in the minutes.

### **Pennsylvania Academy of Family Physicians Foundation (PAFP/F)**

The PAFP/F was founded in 1985 and is registered with the IRS as a 501(c)(3) organization. The PAFP/F serves the needs of its members by providing cost-effective, superior programs that enable family physicians to improve the skills needed to meet the ever-changing demands of the healthcare industry. The PAFP/F may not engage in advocacy.

The PAFP's Board of Directors are also the Trustees of the Foundation under the leadership of the Foundation President elected annually.

## **Mission**

**The mission is the organization's purpose, which should be motivating and descriptive.**

The PAFP is a physician-led organization committed to advancing quality healthcare for all Pennsylvanians through advocacy, education, and community for all of our members.

## **Role of PAFP & PAFP/F Board**

### **Hire and set compensation for the Chief Executive Officer (CEO) / Executive Vice President (EVP)**

One of the board's most important duties is to hire a competent EVP/CEO and set compensation for the position. The EVP/ CEO has a key role as Secretary to the Board of Director and the Foundation. The EVP/CEO is responsible for day-to-day operations, staffing, and contractors.

### **Legal and fiduciary duties**

The BOD has oversight duties of the Academy and Foundation's budgets and legal matters to protect the organization's best interests and assets. Board members are responsible for making major organizational decisions as needed.

### **Responsible for advancing the mission of the organization**

Part of the Board's duties include working with executive management and making sure the organization has the resources to advance the mission and meet all state and federal requirements.

### **Serve as advocates for the organization's mission**

Spreading word about the organization helps it grow and flourish. Board members are the frontline representatives who publicly advocate for the nonprofit's mission.

### **Fundraising is encouraged by every board member**

Board members may be requested to become involved in some facet of fundraising for the organizations. Board members typically know prospective donors and should be willing to use their personal or professional networks to financially grow the organizations' mission and membership base. Board members should make every effort to attend PAFP and PAFP/F fundraisers and encourage their colleagues to attend. At least annually, board members should make a personal financial contribution to the organization.

### **Overseeing the documentation of agendas and minutes**

While the CEO bears the main responsibility for preparing minutes and agendas, the entire board has a responsibility to make sure they are reported accurately. Accurate documentation protects the organization from potential legal issues.

### **Plan for their successors**

Long-range planning and continual recruitment are effective ways to ensure the board's uninterrupted continuity. Encouraging colleagues well suited for involvement with the PAFP is strongly encouraged and critical for the association's future.

## **Committees**

**Committee on Continuing Professional Development (COCPD)** - Provides oversight, develops topic strategy in correlation with the long-range plan and directs development of all continuing medical education (CME) programs including live and online programming. The COCPD meets at the discretion of the chair; meeting attendance and participation are expected.

**Governmental & Practice Advocacy Committee (GPAC)** - Provides recommendations to the BOD on policies related to legislative, regulatory, and legal affairs; reviews current health care legislation and recommends changes that will enhance quality health care and communicate and provide advocacy for family physicians practicing in urban, suburban and rural areas of the Commonwealth. GPAC meets at the discretion of the chair; meeting attendance and participation are expected.

**Resident and Student Affairs Committee (RSAC)** - Analyzes trends related to medical student interest in family medicine and effectiveness of current family medicine resident and student initiatives; works with appropriate entities to advocate for family medicine; and promotes the specialty to qualified medical graduates to enter family medicine. RSAC meets at the discretion of the chair; meeting attendance and participation are expected.

## **Committee Assignments**

Members are provided the opportunity to participate on committees. Annually members can complete an application online at [www.pafp.com](http://www.pafp.com) expressing their interest to serve on a particular Committee. Standing Committees and task force committees serve at the discretion of the sitting President.

## **PAFP Board/Committee Meetings and Agendas**

The Board Chair will determine the dates for Board meetings. Outside of core duties of the Board, committee chairs or task force leaders may seek the Board approval of actions or resolutions. The Board will decide major issues brought to it by committees.

Please make sure to attend every Board meeting unless extraordinary circumstances prevent you from doing so.

All Board Directors should be familiar with all topics under consideration at each Board meeting. Materials will be provided in advance.

Committee chairs or task force leaders will determine the dates for meetings. All committee members should be familiar with all topics under consideration at each committee meetings.

## **Bylaws**

The Bylaws of the Academy and the Foundation define the operational framework of the entities, the governance structure, and the processes for election. The Bylaws must comply with AAFP's bylaws as the state chapter is in essence a subsidiary of the national academy. Board Members should be familiar with the Bylaws well. It's crucial to regularly review them to ensure the association is well-governed, follows AAFP guidelines, and complies with federal and state laws.

## **Strategic Plan**

A strategic plan helps you define and share the direction your organization will take in the future. It includes desired goals and the actions you'll need to take to achieve those goals. Strategic plans should not prevent the association from being nimble enough to adopt to change. The Covid 19 Pandemic is an unfortunate example of when strategic plans need to be set aside so as not to impede PAFP and its Foundations responsiveness to unforeseen circumstances. The PAFP develops a strategic plan with input from the Board of Directors every few years. It then conducts regular reviews and evaluations.

## **Ethical Conduct**

PAFP and PAFP/F BOD commit to conduct business in accordance with the highest ethical standards as set forth in this Code of Ethics, which are applicable to all members of the BOD and anyone in a leadership position relating to ethical conduct, conflicts of interest, and compliance with the law.

## Code of Ethics:

- Each member of the BOD and anyone in a PAFP leadership position (committee, assembly, etc.) will accept the Code of Ethics and all other rules and regulations of the PAFP and PAFP/F (including but not limited to the Articles of Incorporation and Bylaws) and will ensure that membership in the PAFP remain in good standing at all times. Furthermore, each member of the BOD and leadership will obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the PAFP when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
- Members of the BOD and leadership will conduct the business affairs of the PAFP in good faith and with honesty, integrity, due diligence, and reasonable competence.
- Except as the BOD and leadership may otherwise require or as otherwise required by law, no BOD member or person in a leadership position shall share, copy, reproduce, transmit, divulge, or otherwise disclose any confidential information related to the affairs of the PAFP & PAFP/F, and each member of the BOD and leadership will uphold the strict confidentiality of all meetings and other deliberations and communications.
- Members of the BOD and leadership will exercise proper authority and good judgment in their dealings with PAFP staff, suppliers and the general public and will respond to the needs of the PAFP's members in a responsible, respectful and professional manner.
- No member of the BOD or leadership will use any information provided by the PAFP or acquired as a result of the BOD member or leaders' service to the PAFP in any manner other than in furtherance of his or her duties. In addition, no member of the BOD or leadership will misuse PAFP property or resources and will at all times keep the PAFP's property secure and not allow any person unauthorized by the BOD to have or use such property.
- Each member of the BOD and leadership will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the BOD's direction and oversight.
- The BOD dedicates itself to leading by example in serving the needs of the PAFP and its members, and in representing the interests and ideals of the medical profession.
- No member of the BOD or leadership shall persuade or attempt to persuade any employee of the PAFP to leave the employ to become employed by any person or entity other than the PAFP. Furthermore, no member of the BOD or leadership shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the PAFP to terminate, curtail or not enter into its relationship to or with the PAFP, or to in any way reduce the monetary or other benefits to the PAFP of such relationship.
- The BOD and leadership must act at all times in the best interests of the PAFP and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, BOD members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter.

Specifically, members of the BOD shall:

- avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the PAFP; while the receipt of incidental personal or third-party benefit may necessarily flow from certain PAFP activities, such benefit must be merely incidental to the primary benefit to the PAFP and its purposes;
- not abuse their PAFP membership by improperly using their position or PAFP's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a BOD member or member of leadership extends any further than that which it actually extends;
- not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the PAFP;
- not engage in or facilitate any discriminatory or harassing behavior directed toward PAFP staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the PAFP;
- not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the PAFP without fully disclosing such items to the BOD; and
- provide goods or services to the PAFP as a paid vendor to the PAFP only after full disclosure to, and advance approval by, the BOD, and pursuant to any related procedures adopted by the BOD.

## **Fiduciary Duties of Officers and Directors**

The fiduciary responsibilities (legal duties) of the BOD have been established by case law and liability insurance practices, as well as state corporation law.

### **The Duty of Care**

The Duty of Care requires the Director to do what would be expected of any prudent person in the same position. It requires the Director to read relevant documents, prepare carefully for board meetings, pay attention to what is going on, and ask questions to clarify actions that are being taken. The Duty of Care permits the delegation of certain responsibilities to experts, staff, committees, and task forces, but requires the Director to stay informed of their activities and take appropriate action when indicated.

### **The Duty of Loyalty**

The Duty of Loyalty requires the Director to give undivided allegiance to the PAFP of which he or she is a Director, without regard to personal interest, business interest, or the interest of any other region or organization. Furthermore, it is a breach of the duty of loyalty for a Director to use inside information gained in the performance of his or her responsibilities for personal benefit, or to benefit his region, business or any other organization. This constitutes conflict of interest.

### **The Duty of Obedience**

The duty of obedience requires the Director to act within the scope of legal authority, including the PAFP's articles of incorporation, Bylaws and mission.

## **Speaking with One Voice**

Once the Board makes a policy/ board action decision, the Board Director is to speak with one voice. Speaking with one voice implies that you have had reasonable opportunity to participate in the debate of the issues. You may have disagreed with the Board's decision, and you may say so publicly; however, once the Board makes a policy decision, and even if you do not fully support the Board's position, the Director is requested to help implement that policy in the spirit of moving our organization ahead in accordance with our democratic principles.

## **PAFP/F Travel Reimbursement and Attendance Policy**

*This policy is designed to cover most, possibly not all, travel expenses incurred while officially representing PAFP/F. All reimbursement requests must be submitted with receipts online at PAFP.com, under the members only tab, within 30 days of the event, and reimbursement is contingent upon availability of funds in PAFP's annual budget.*

### **Annual Stipends**

The Board Chair, President and the President Elect will receive a monetary stipend in appreciation of their service:

- Board Chair \$1,500
- President \$2,500
- President Elect \$1,000

### **General Guidelines for Expense Reimbursements**

- Only expenses related to official service are reimbursable from the PAFP budget.
- Within the Commonwealth of Pennsylvania, PAFP will reimburse travel, lodging and meals not provided by PAFP up to a maximum of \$1,000 per trip.
- Outside the Commonwealth of Pennsylvania, PAFP will reimburse travel lodging and meals, not provided by PAFP, up to a maximum of \$2,500 per trip.
- Check-in baggage at the airport and tips are reimbursable.

- Ride share services and cabs are reimbursable.
- Mileage will be reimbursed/calculated at the IRS rate.
- When traveling with a spouse, any additional costs including their meals are not reimbursable.
- Expenses considered questionable will be reviewed by the Executive Vice President (EVP) and Chief Financial Officer (CFO).

## **General Meeting Attendance Guidelines**

### **Annual Business Meeting**

PAFP will reimburse the Board of Directors for attending the Annual Business meeting. Board members are expected to book their travel before the PAFP hotel room block rates expire to get the discounted rate.

### **AAFP Congress of Delegates**

PAFP will send our two delegates, two alternate delegates, President, and President-Elect to COD annually.

### **Ten State**

PAFP will send up to three leaders annually with priority to the President, President-Elect, Board Chair, Board Members, and Committee Chairs.

### **ACLF / NCCL**

PAFP will send up to three leaders annually with priority to the President, President-Elect, Board Chair, Board Members, and Committee Chairs. PAFP will send delegates to represent each constituency of NCCL annually.

## **D&O (Director and Officer Insurance)**

The PAFP has an Officer and Director insurance policy, which includes errors and omission, that is designed to pay for claims and defend when claims assert liability on the part of the PAFP Officers and Board Directors acting on the behalf of the association. The policy provides payment for damages and costs of defense in claims against the BOD. The PAFP has indemnified the PAFP Officers and Board Directors against personal liability for the good faith actions of the Board on behalf of the PAFP and funding the indemnification by purchasing liability insurance.

## **PAFP Budget**

The PAFP fiscal year runs concurrently with the calendar year. Each Fall PAFP executive staff prepares a draft budget working with the Treasurer. The budget includes the Academy and Foundation revenue and expenditures with variances. The Treasurer will present the draft budget to the BOD for review and approval. When approved, the budget will be operational January 1.

## **PAFP Team (Staff)**

The Board understands that its role is to make important fiduciary, legal, and major organizational decisions. Board members are not to be engaged in day-to-day PAFP/F operations, that is the responsibility of the EVP/CEO. Board members are, in fact, in a legal position of authority over employees of PAFP/F and therefore should treat their relationships with employee as professional relationships only. Social media connection to employees is discouraged other than professional business sites.

Board members with concerns or criticisms of Academy and Foundation employees should address the issue directly with the EVP/CEO.

## **Conflict-of-Interest Statements**

All Board Directors and Committee Members are required to complete a conflict-of-interest statement before serving in a leadership capacity. Staff will send an announcement that Directors and Committee members are required to complete annual conflict of interest statements online at [www.pafp.com](http://www.pafp.com).