

# New York State Council of Health-system Pharmacists General Board Guidelines

**Governance:** The volunteer leaders of the New York State Council of Health-system Pharmacists (NYSCHP) are responsible for the direction and future of NYSCHP. The Board of Directors of NYSCHP are the strategic planners of the organization, setting goals and strategies for the future with input from NYSCHP members, stakeholders and committees. Micromanagement should be avoided with a focus on the mission, vision and goals of NYSCHP always in the forefront.

**Management:** Paid staff is responsible for the administration of NYSCHP. Staff partners with the board, advancing the goals and strategies of NYSCHP, while taking care of the daily administrative needs of NYSCHP.

## Board-Staff Commitment to NYSCHP

The Board and Staff work together to add value to NYSCHP, to make a difference to NYSCHP and to protect NYSCHP.

### Board of Directors will...

- Prepare for and attend meetings.
- Govern strategically.
- Make knowledge-based decisions.
- Support the decision of the board.
- Respect the confidentiality of sensitive information known associated with service on the NYSCHP Board of Directors and used for the purpose of governance and management.
- Not impede committees or staff.
- Respect diversity and new ideas.
- Avoid conflicts of interest and personal agendas.
- Promote membership, sponsorship and activities.
- Fully disclose, at the earliest opportunity, any perceived or actual conflict of interest with NYSCHP.
- Fully disclose, at the earliest opportunity, any information of fact that would have significance to the NYSCHP Board's decision making process.

### Management Staff will...

- Follow laws and governing documents.
- Apply excellence in carrying out responsibilities.
- Provide accurate, concise reports.
- Respond in a timely manner.
- Respect and assist volunteer leaders.

## Board Legal Duties

- *Duty of Care* requires that the NYSCHP Board of Directors use responsible care and good judgment in making their decisions on behalf of the interests of NYSCHP, exercising due diligence and prudence in the management of the affairs of NYSCHP.
- *Duty of Loyalty* requires that the NYSCHP Board of Directors act in good faith, avoiding conflicts of interest and personal interests that prevail over the interests of NYSCHP.
- *Duty of Obligation* requires that the NYSCHP Board of Directors act in accordance with NYSCHP governing documents and state and federal law.

## **Board Liability**

State and federal law have afforded certain protection to volunteer leaders. NY State law exempts board members of not-for-profit corporations from liability for actions taken or omissions made in the performance of their duties as a board member except for "willful acts or omissions." NYSCHP maintains Directors and Officers Liability Insurance to cover these instances.

## **Board Responsibility**

- Determine and reevaluate NYSCHP's mission and goals periodically.
- Interview and hire the Executive Director of NYSCHP, not the staff.
- Support the Executive Director and assess performance on an annual basis.
- Ensure effective organizational planning.
- Ensure adequate resources (funds, time, staff, technology, etc.)
- Ensure effective use and management of resources.
- Monitor and strengthen programs and services.
- Promote the organization's image and know when and when not to speak on behalf of NYSCHP.
- Ensure legal and ethical integrity and maintain accountability.
- Recruit and orient new board members and assess board performance.
- Ensure the future of NYSCHP through leadership development.

## **Board Meeting Best Practices**

- Respect the chairperson.
- Adhere to the agenda.
- Come prepared for future planning and commitment. I.e., bring your calendar.
- Arrive on time, if you are going to be late, advise the chair person of your expected time of arrival.
- Read all materials in advance.
- Listen more than you speak.
- Speak when you have an essential point to make.
- Respect the rules of order.
- Leave personal agendas at the door.
- Actions of the Board of Directors belong to the NYSCHP Board- support them publicly, don't bad mouth them or any person.

## **Board Tools**

- Constitution
- Bylaws
- Budget
- Previous Meeting Minutes
- Insurance Coverages
- Annual Audits and Tax Returns
- Policy Manual
- Leadership Directory
- Membership Categories, Dues, Services and Benefits