



EXECUTIVE BOARD GOVERNANCE POLICIES

Preface

The Executive Board of the Arizona Physical Therapy Association (AzPTA), a chapter of the American Physical Therapy Association (APTA) is granted and entrusted with certain authority and duties in the chapter's bylaws. In order to best exercise this authority and fulfill these duties, the Board has adopted procedures to govern its affairs. This Executive Board Governance Procedure Manual contains the procedures adopted to govern the operations of the Executive Board and the Executive Committee. The governance procedures in this manual represent responsibilities and obligations of the Board. These responsibilities and obligations are in addition to, and complement, any and all pertinent duties and responsibilities set forth in the chapter's Bylaws.

Integrity in Serving the APTA and the AzPTA

Chapter members elected or appointed to positions of trust within the AzPTA may be placed in situations in which there are real or perceived conflicts between the member's personal interests and the interests of the chapter. This policy, which is general in nature, does not supersede any other policy having a narrower scope. In the event of any divergence or conflict between this policy and a more specific policy, the provisions of the more specific policy shall prevail.

AzPTA members who are considering whether to run for elective office or to consent to serve in an appointed position are encouraged to consider how real and perceived conflicts of interest may interfere with their serving in such an office or position and to make a personal determination as to whether such service will be compromised.

Transactions Involving the Association

When a transaction, to which a member of the Executive Board is directly or indirectly a party comes before the Executive Board for approval, authorization, or ratification:

- The material facts of the transaction and the director's interest shall be disclosed to the Board and
- The interested director shall abstain for the record from voting.

The interested director ordinarily should remove herself from the Board's deliberations after disclosing his or her interest in the transaction. For this purpose, a director is "indirectly" a party to a transaction with the chapter, if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director, or general partner. In addition, a director shall be deemed to be "indirectly" a party to a transaction with the AzPTA if the director's spouse, child, parent, grandparent, or grandchild is directly or indirectly a party.

Decisions Involving Particular Persons

Situations in which the Executive Board, any Board-appointed body, or elected persons have authority in a proceeding involving a particular person (whether an individual, company, educational institution, organization, or other entity) to take action favorable or adverse to the affected person, a member of the Board, any Board-appointed body, or elected persons should abstain for the record from participating in the deliberations and the voting if he or she has a close association or relationship with the affected person (whether familial, personal, financial, or business) that impairs the member's ability to act impartially or that reasonably would cast doubt on the member's ability to act impartially.

General Policy Decisions

Because the AzPTA mission includes promoting the profession of physical therapy and meeting the needs and interests of AzPTA members, it is natural that the policy-making activity of the Board of Directors often will promote the professional, personal, and financial interests of physical therapists and physical therapist assistants generally. Due to the size and diversity of the AzPTA membership, it is inevitable that the Board will encounter proposals to adopt certain policies the adoption/rejection of which would be favorable to the self-interest of some AzPTA members and adverse to

the self-interest of others. In the long run, the interests of the Association and its members will be served best by allowing open debate.

At the same time, the Executive Board recognizes that the persuasiveness of any advocacy depends, in part, on the listener's understanding of the speaker's own interest in the matter. Awareness of a speaker's self-interest therefore promotes informed decision making. Accordingly, in connection with deliberations of the Executive Board whether to make general policy on behalf of the AzPTA, a member of the Board shall make reasonable efforts to ensure that his or her fellow Board members are aware of any special personal interest he or she may have in the decision. While a Board member's primary business/employment ordinarily is known to fellow Board members, other relevant interests are more likely not to be known, such as leadership positions in non-AzPTA entities and significant financial interests in companies/businesses that could be affected by the policy decision. In connection with Board policy-making deliberations whose outcome is likely to have a significant effect (favorable or unfavorable) upon the interests of a non-AzPTA entity in which a Board member holds a leadership position or of a company/business in which a Board member has a significant financial interest, the Board member shall disclose the existence of such leadership position or financial interest to fellow Board members.

Because the Executive Board frequently relies upon appointed entities to provide advice and recommendations, the above principles shall apply to such entities in connection with deliberations whose outcome is likely to have a significant effect (favorable or unfavorable) upon the interests of a non-AzPTA in which a member of the body holds a leadership position or of a company/business in which a member of the body has a significant financial interest. In connection with such deliberations, the member of the Board-appointed body shall disclose the existence of such leadership position or financial interest to fellow members of the Board-appointed body and to the Board.

Privileged/Confidential Information

A member of staff, the Board, any Board-appointed body, or elected persons who obtains access to privileged or confidential information in the course of carrying out APTA responsibilities shall not disclose such information to any outside party. In addition, a person who thus obtains access to privileged or confidential information shall not use such information:

- In any way that would be adverse to the interests of the AzPTA or its members,
- For his or her personal gain, or
- For the advantage of any non-AzPTA entity.

Members of staff, the Board, any Board-appointed entity, or elected persons are strongly encouraged to avoid obtaining access in the first instance to privileged or confidential information of a kind that foreseeably could be used to the detriment of the Association and for the advantage of a non-AzPTA entity in which the member holds a leadership position or of a company/business in which the member has a significant financial interest.

Executive Board Meetings

The President and Executive Director shall prepare the agenda for each Board meeting. Each Board member shall submit a written report that describes the member's activities since the last Board meeting. The reports shall be submitted to the Executive Director ten (10) days before the Board meeting. The agenda for each meeting, including the reports from Board members, shall be distributed to all members of the Board no later than five (5) days before each meeting.

Board members may submit agenda items for consideration. The agenda items shall be clearly written, indicate the type of action to be considered, and be submitted so that the Executive Director receives it ten (10) days before the Board meeting. Any supporting information shall be submitted with the agenda item. Only recommendations or motions that have been reviewed by Board members prior to the Board meeting shall be voted upon at the meeting, unless the Board votes to modify the agenda to include new items.

Each Board member has the prerogative to introduce a motion on any matter and to move for consideration any previous action taken by the Executive Committee.

The services of a stenographer are not retained for recording verbatim records Executive Board meetings. Each Board member has the prerogative of speaking off the record. The member granted permission to speak off the record should

hold her remarks until non-Board members leave the room, and should announce when the remarks made off the record are concluded. Motions will not be entertained while a Board member is speaking off the record.

During a Board of Directors meeting, the Board may go into Executive Session. Business conducted in Executive Session is confidential. Minutes taken of an Executive Session are only approved in Executive Session. At the conclusion of each Board meeting, all Board members are collectively responsible for identifying actions to be considered confidential.

AzPTA members may attend any meeting of the Board of Directors, but are requested to notify the Executive Director in advance of the meeting of their intention to attend. Non-member guests shall request permission from the President to attend Board of Directors meetings. When AzPTA members or guests are present, Board members are responsible for identifying items considered confidential before presentation and discussion at which time the chapter members or guests are to be excused. At no time during a meeting of the Board of Directors are the chapter members or guests permitted to attend the meeting to be given the right to speak unless the presiding officer invites their comments.

Records of Meetings

The minutes of each Board meeting are prepared by the Secretary. Copies of the minutes of each Board of Directors meeting and each Executive Committee meeting are sent to Board members, the Executive Director, the APTA Component Relations Department, and the Association's Board liaison. Minutes of Executive Session, if any, are only sent to Board members and the Executive Director. Copies of minutes shall be made available to other Chapter members upon request from the Secretary or the Executive Director.

Copies of the minutes of each Executive Committee meeting are distributed to the Board with the minutes of each Board of Directors meeting. The minutes of each Board of Directors meeting shall report the Board actions taken on motions or recommendations presented to the full Board by the Executive Committee.

Minutes of any meeting of the Executive Committee shall be available to members upon request from the Secretary or the Executive Director.