

A Guide to Chairing a Committee



Physicians Caring for Texans

Revised Sept. 2013

Table of Contents

Preface

Vision and Mission Statement.....	1
TMA Produced Webinars	2

Chapter 1: Introduction

I. Purpose of the Manual.....	3
II. Structure of TMA	3
A. Board of Trustees	
B. Board of Councilors	
C. Councils and Committees	
D. Sections	
III. The House of Delegates.....	7
A. Members of the House	
B. Annual Session	
C. When house meets and Other Meeting Details	
D. How the House of Delegates Works	
IV. How Ideas Become Action Items of the House.....	11

Chapter 2: Important Communications

I. Legal Requirements for Committee Members at Meetings.....	12
A. Conflicts of Interest	
B. Copyright	
C. Antitrust Statement	
D. Disclosure of Affiliations	
II. New Members	13
III. TMA Involvement in Outside Entities	14
IV. Communication Tips	14
A. With Staff	
B. With Committee Members	

Chapter 3: How to Have a Successful Meeting

I. General Prep Time Line Summary	15
II. Meeting Basics	16
III. Committee Chair Presents a Report to Council for Approval	17
IV. Handbook Reports and Minutes	18
V. Recommend New Committee Members.....	19

Chapter 4: Leadership Guidance

I. The Chair's Role in Presiding at a Meeting.....	20
II. Qualities of a Successful Committee Chair	22
III. Guidelines for Conducting Effective Meetings	22
IV. How to Have a Productive Committee	23
V. Frequently Asked Questions.....	24

Appendix

- A. Glossary
- B. Common Acronyms
- C. TMA Boards, Council, Committee, and Section Staff
- D. Council and Committee Charges
- E. TMA Constitution and Bylaws
- F. Legal Documents Required for TMA Components
 - a. Conflicts of Interest
 - b. Copyright Agreement
 - c. Antitrust Statement
 - d. Disclosure of Affiliations
 - i. Sample Member Disclosure List

Preface

Vision: To improve the health of all Texans.

Mission: TMA supports Texas physicians by providing distinctive solutions to the challenges they encounter in the care of patients.

GOAL 1 Viability: Protect, improve, and strengthen the viability of medical practices in Texas.

Strategies:

1. Ensure that Texas physicians receive timely and equitable payment for medical services provided.
2. Provide cost-effective solutions to improve all aspects of practice management operations.
3. Increase Texas physicians' understanding, adoption, and appropriate utilization of vital information technologies, to support efficiency, efficacy, and quality-of-care measurement.

GOAL 2 Environment: Ensure continued success in legislative, regulatory, and legal interventions to enhance the statewide environment in which Texas physicians practice medicine.

Strategies:

1. Develop and implement public and private sector strategies promoting sustainable health care financing and delivery systems to improve access to health care.
2. Promote patient-centered, cost-efficient, physician-directed systems of care.
3. Support a Texas-specific strategy to address growing physician demand.

GOAL 3 Trusted Leader: Strengthen physicians' trusted leadership role within their communities.

Strategies:

1. Enhance the public image of TMA-member physicians.
2. Provide practice-based materials to improve effectiveness and awareness of public health initiatives through the patient-physician relationship.
3. Reinforce the physician's role as the leader of the health care team.
4. Uphold physician professionalism.

GOAL 4 One Voice: Enhance the powerful, effective, and unified voice of Texas medicine.

Strategies:

1. Ensure a powerful voice through growth in membership and member involvement and the ongoing financial health of the association.
2. Promote an effective voice through leadership development, active governance structures, and disciplined message development and dissemination.
3. Demonstrate a unified voice by strengthening relationships and strategic alliances within and without the federation of medicine.

TMA Produced Webinars ...

You may find the following helpful in your role as chair.

- The TMA Leadership College website: <http://www.texmed.org/leadership/>
- **How TMA Makes Policy:** <http://www.texmed.org/Template.aspx?id=19304>
- **How to Run an Effective Meeting:**
<http://www.texmed.org/Template.aspx?id=20174&terms=webinar>
- **Rules, Rights, and Powers: A Look at County Medical Society Bylaws:**
<http://www.texmed.org/Template.aspx?id=19841&terms=bylaws%20webinar>

Chapter 1:

Introduction

I. Purpose of the Manual

This manual is designed to empower YOU with the resources and knowledge to successfully and efficiently chair of a Texas Medical Association council, committee, or section. Councils, committees, and sections, also known as TMA components, are essential aspects of TMA's vision, mission, and goals. Your role in this process is vital. Effectively chairing a TMA component ensures that the goals of the association and its members, Texas physicians, become reality.

NOTE: From this point forward, "committee" or "component" will be used to identify TMA council(s), committee(s), and section(s)."

Texas Medical Association components contribute to successful association operations and outcomes and perform a necessary function in TMA's business. They provide a cross section of experience, knowledge, continuity of thought, and member cooperation, as well as communicating information to association leadership. Components assist in the decision-making process year round by providing distinctive solutions, needed information, and subject matter expertise.

As chair of a TMA component group, you provide a direct service to members. You also serve a vital role in strengthening TMA policies and procedures.

Your role as a council, committee, or section chair is outlined in this manual.

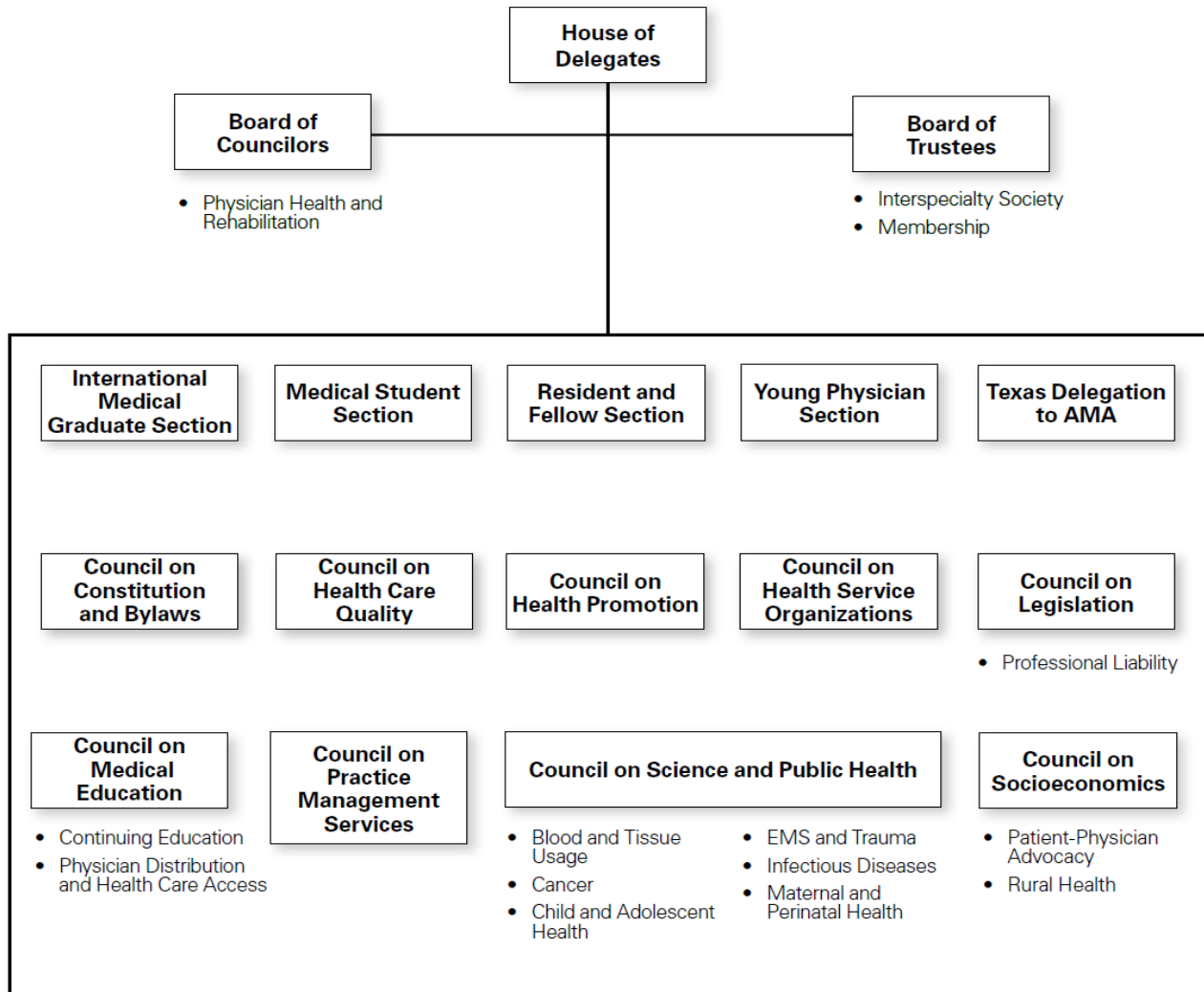
II. Structure of TMA

The structure of TMA committees remind us that the association is a member-driven organization. Physicians serve on committees to study issues for the association, share clinical information, exchange ideas with their colleagues, and serve as a communication link between TMA and other health care organizations, legislators, and the public. Association policy is based on sound, accurate, and relevant scientific expertise evident among its committee members. Physicians serving within the association's governance structure ensure important issues are brought before leadership so that policy is developed and implemented accordingly.

Physicians in governance positions are responsible for bringing important topics to the attention of the association so sound policy on medical education, public health, patient advocacy, socioeconomic, and scientific issues can be developed. TMA needs the scientific expertise of committees and councils so that association policy on these issues is sound and based on science and best practices.

TMA's governance structure consists of boards, councils, committees, and sections, which report to the House of Delegates (HOD). The following governance chart provides a graphic of relationships among these entities.

GOVERNANCE STRUCTURE



May 2011

A. Board of Trustees

The Board of Trustees (board) administers business assigned to it by the house, advises association officers, and establishes association policy subject to approval by the house. The board implements policies of the house, monitors committee activities, and is responsible for financial matters, member services, supervision of staff organization and performance, long-range fiscal planning, strategic and program planning, and member recruitment and retention. Six officers of the association, nine at-large members elected by the house, and a resident and student member make up the Board of Trustees.

Officers include:

- President
- President-Elect
- Immediate Past President
- Secretary/Treasurer
- Speaker
- Vice Speaker

B. Board of Councilors

Texas counties are divided into 15 councilor districts. The Board of Councilors (BOC) serves as the ethical policymaking body and is made up of one councilor and one vice councilor from each district.

The Board of Councilors:

- Interprets the constitution and bylaws and county medical society constitution and bylaws,
- Grants and revokes county medical society charters,
- Publishes and interprets the *Hearings and Procedures Manual*,
- Publishes current opinions on questions of medical and biomedical ethics, and
- Hears appeals, complaints, and problems concerning county medical societies and member physicians.

C. Councils and Committees

Councils

Councils are established or discharged by a two-thirds vote of the House of Delegates. Any member or component may recommend in writing to the board to establish or discharge a council. The board will decide whether such recommendation will be forwarded to the house for action

Councils have nine to 15 members all appointed by the TMA president. In addition to implementing policy, councils are involved in various related activities including but not limited to studies intended to develop policy for consideration by the house. Generally councils meet three times a year during Winter Conference, TexMed, and Fall Conference and report to the house at the annual session during TexMed. (*Bylaws, Ch. 9, Councils*)

Councils should be accountable for committees in these areas:

- Approve action plans, goals, and objectives;
- Review benchmarks and measurements; and
- Evaluate them annually.

Committees

The house or other authority components may establish committees to help carry out the association's purposes. Like councils, the TMA president appoints members to standing committees. Committees have nine to 15 members, and report to either a board or council. A council or other authority component recommending establishment of a committee first must submit a description to the board including (1) the committee's purpose; (2) specific programs for the committee; (3) expected results of the committee's activities; (4) a time limitation, not exceeding three years, for the committee's existence; (5) a cost estimate; and (6) the number of members to be appointed to the committee. Staff is responsible for drafting the description in this process. In addition to implementing policy, committees are involved in various related activities including but not limited to studies intended to develop policy for consideration by the house. Generally, committees meet three times a year during Winter Conference, TexMed, and Fall Conference and report to the house at the annual session during TexMed. (*Bylaws, Ch. 10, Committees*)

Committees are discharged after three years unless the parent board or council petitions for continuance. The Board of Trustees asks the board or council to which the committee reports to begin the committee sunset review process. The house then acts on the recommendations of the board.

D. Sections

International Medical Graduate Section (IMG)

The IMG Section of the House of Delegates is made up of physician members who have graduated from an accredited international medical school and wish to participate in section activities. The section is represented in the house by one voting delegate and one alternate delegate. IMGs generally meet twice a year and are directed by governing council members who are elected among section participants. The IMG section is governed by its own house-approved operating policies, which provide their purposes, organization, and procedures. The mission of the IMG Section is to promote diversity and integration in Texas medicine. (*Bylaws, Ch. 3, Sec. 3.25 Sections*)

Medical Student Section (MSS)

The MSS is made up of Texas medical students who are members of the association and who attend Texas medical schools who have approved and active MSS chapters. Medical students are represented in the house by a voting delegate and alternate delegate from each of their chapters. The section is governed by its own house-approved operating policies, which provide their purposes, organization, and procedures. (*Bylaws, Ch. 3, Sec. 3.25 Sections*)

TMA created the Medical Student Section in the late 1970s to gain a student perspective among physician members and to be able to give future physicians a voice in organizational medicine. The section helps focus attention on issues that are unique to Texas medical students and provides a forum for them to communicate with one another.

Resident and Fellow Section (RFS)

The RFS membership is made up of intern, fellow, and resident members of the association. The RFS is represented in the house by one voting delegate and one alternate delegate for every 1,000 section members, or fraction thereof. The section is governed by its own house-approved operating procedures, which provide their purposes, organization, and procedures. (*Bylaws, Ch. 3, Sec. 3.25 Sections*)

The RFS serves as an advocate for resident physicians and their patients through involvement in the creation of TMA policy. Resident members often craft policies and resolutions to help shape the future of medicine and serve as a communication tool for residents statewide to address their unique issues, such as but not limited to resident work hours, Physician-in-Training permits, debt management, licensing, and credentialing.

Young Physician Section (YPS)

The YPS is made up of physician members who are younger than 40 years of age or who are within the first eight years of professional practice, excluding residency and fellowships. The YPS is represented in the house by one voting delegate and one alternate delegate for every 1,000 section members, or fraction thereof. The section generally meets twice a year and is directed by governing council members who are elected by section participants. The section is governed by its own house-approved operating procedures, which provide their purposes, organization, and procedures.

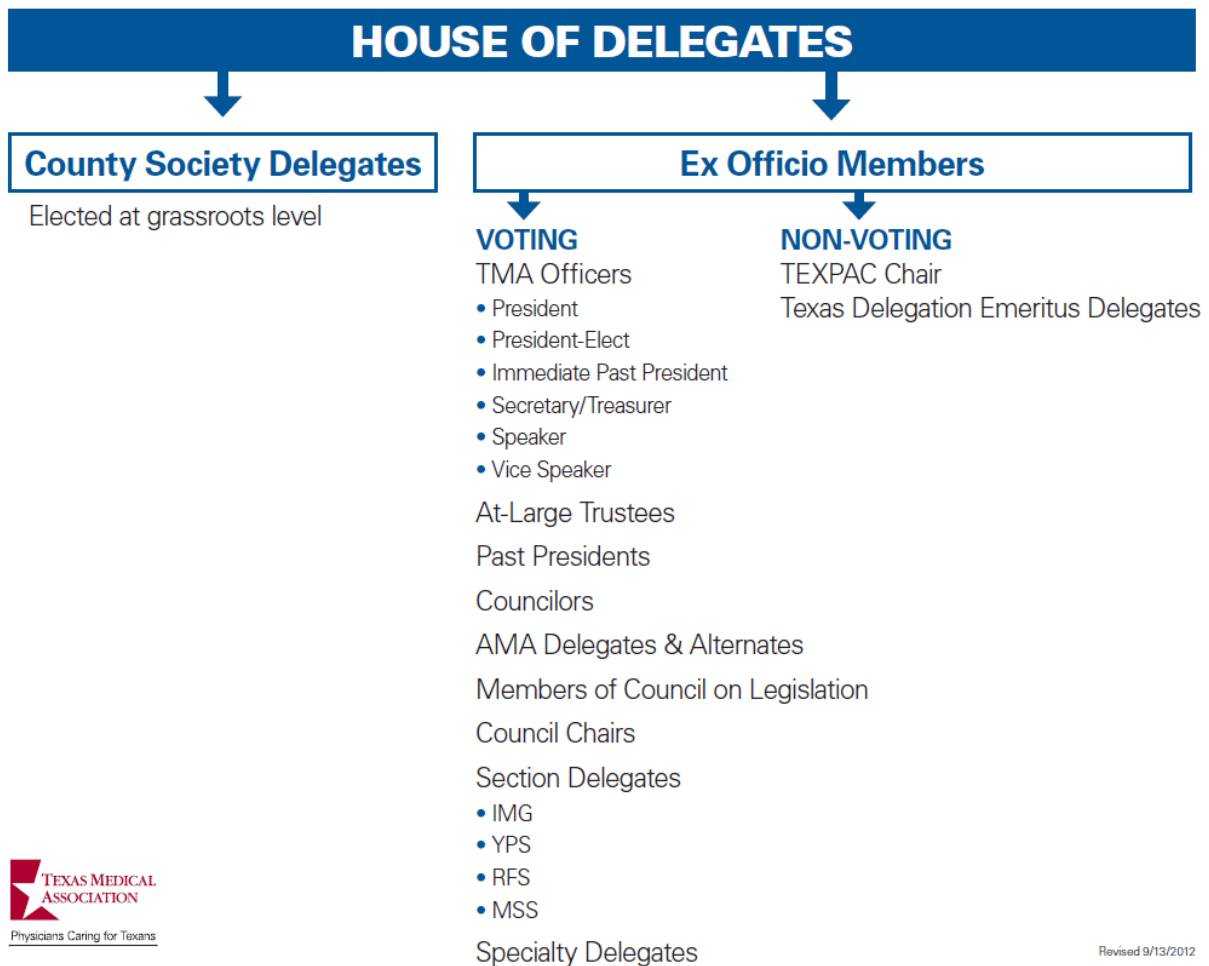
If a physician falls into the “young physician” category when they become a TMA member, they can participate in YPS activities automatically and are encouraged to do so. The section provides a means for young physicians to participate in association business and activities that are relevant to the physician just entering practice while also giving young physicians the ability to strengthen TMA policy through direct access and representation in the house. (*Bylaws, Ch. 3, Sec. 3.25 Sections*)

III. The House of Delegates

A. Members of the House

Made up of county medical society delegates and ex officio members, the House of Delegates is the legislative and policymaking body of TMA. Voting ex officio members include TMA officers, at-large members of the Board of Trustees, councilors, Texas delegates and alternate delegates to the American Medical Association, council chairs, members of the Council on Legislation, Section delegates, Interspecialty Society Committee delegates, and past presidents who are active or emeritus members.

Below is an illustration that explains how TMA components and the TMA Political Action Committee (TEXPAC) report to the House of Delegates.



Delegates

There are approximately 500 voting members of the house. County medical society delegates reflect the grassroots of Texas medicine and are elected to represent their society by their respective members. Texas is divided into 120 county societies, which are divided into 15 councilor districts. County societies are entitled to representation in the house according to the number of members on record 60 days prior to the annual session meeting at TexMed. Those with at least five members are allowed one delegate for the first 100 members or less, and one additional delegate for each additional 100 members or fraction thereof. (*Bylaws, Ch. 3, Sec. 3.20 Composition*)

Ex officio members

Ex officio members of the house are those members who have not been elected by their county society but serve by virtue of their elected position within the association's governance structure.

Voting ex officio members include:

- Members of the Board of Trustees, which include association officers
- Councilors
- Texas delegates and alternate delegates to the AMA
- Council on Legislation members
- Council chairs
- IMG, MSS, RFS, and YPS delegates
- Interspecialty Society Committee delegates
- Past presidents

Non-voting ex officio members of the house include:

- TEXPAC chair
- Texas Delegation to the AMA emeritus delegates

Interspecialty Society Committee members of the house are selected in a different manner than others. Specialty societies elect their own respective delegates and alternate delegates to serve in the house; these members compose the Interspecialty Society Committee. (*Bylaws, Ch. 3, 3.20 Composition*)

B. Annual Session

The annual session of the House of Delegates occurs in conjunction with TMA's annual TexMed meeting. During opening session the Speaker of the House calls the meeting to order, TMA and TMA Alliance presidents address the house, multiple speeches and presentations are made and awards are presented. Reports and resolutions published in the *Handbook for Delegates* are accepted as business of the house, and once approved, the house recesses to convene reference committee hearings. Though it does not happen often, special sessions may be called to order by the TMA president or by a petition of at least 30 delegates. (*Bylaws, Ch. 3, Sec. 3.40 Sessions*)

County society caucus groups also convene during TexMed. They meet early in the morning to ensure they plan accordingly for house business. County society caucus groups include:

- Bexar
- Dallas
- Harris
- Small Districts
 - County societies with 10 or fewer delegates form the Small Districts Caucus to empower a stronger voice in the association. Small Districts meets just as the large caucus groups.
- Tarrant
- Travis
- West Texas

You may hear county medical societies being referred to as "metros," "majors," or "acey-deucys." This terminology refers to whether their membership numbers are small or large.

C. When the House Meets and Other Meeting Details

As you may begin chairing a TMA component at any time during the year, provided below is a quick reference list of meeting times during the year.

Fall Conference occurs in September/October, TexMed and the Annual Session of the House of Delegates in April/May, and Winter Conference in January/February.

Fall Conference	TexMed	Winter Conference
• Board, Council, Committee, & Section meetings • Other Ad Hoc meeting groups • Educational sessions • TEXPAC meets • TMA Foundation meets • TMA Insurance Trust meets • CME activities	• Board, Council, Committee, & Section meetings • Other Ad Hoc meeting groups • Strategic planning meeting • Educational sessions • TEXPAC meets • TMA Foundation meets • TMA Insurance Trust meets • CME activities	• Board, Council, Committee, & Section meetings • Other Ad Hoc meeting groups • CMS Leadership Forum • Educational sessions • TEXPAC meets • TMA Foundation meets • TMA Insurance Trust meets • CME activities
House does not meet	House of Delegates Meets	House does not meet

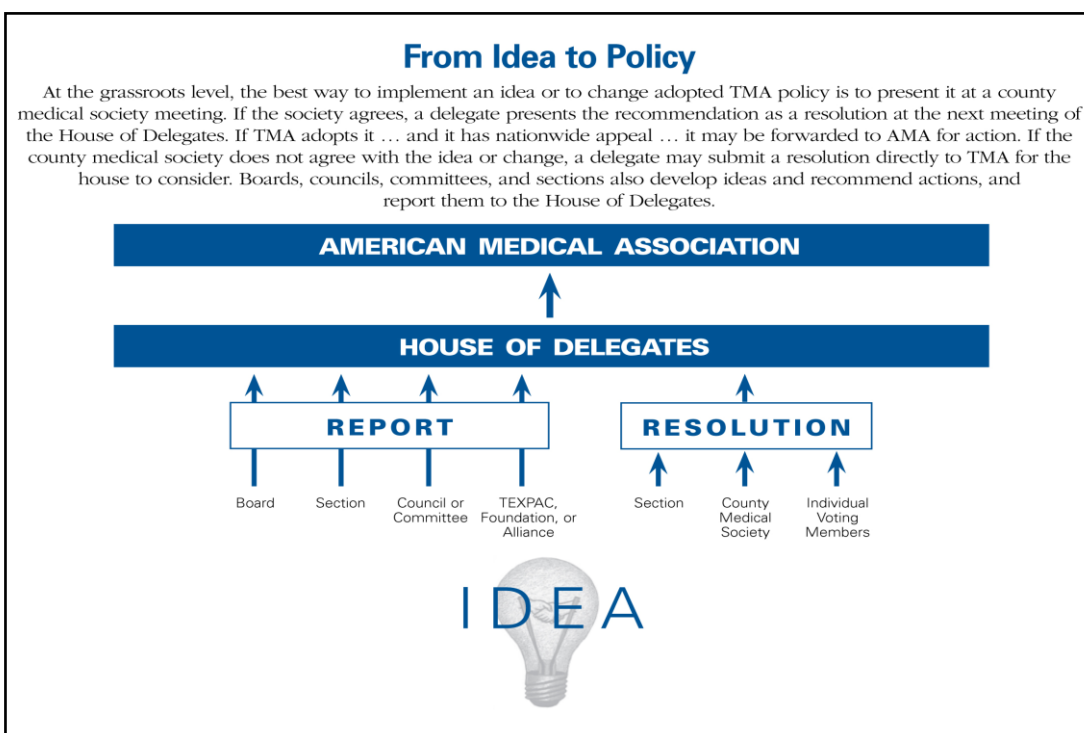
The TMA House of Delegates meets once a year, at TexMed in the spring, however, special sessions may be called by the TMA president or by petition of at least 30 delegates.

D. How the House of Delegates Works

There are two ways to introduce business to the House of Delegates:

1. **Report Recommendations** are referred to as “Reports” and are submitted to the house by TMA boards, councils, committees, and sections.
2. **Resolution Resolved**, are referred to as “Resolutions” and are submitted to the house by county societies, individual voting members, or sections.

Both reports and resolutions are published in the *Handbook for Delegates*. Handbooks are available to members several weeks before TexMed so members have plenty of time to review action items up for consideration by the house. The *Handbook for Delegates* also is available on the TMA website.



Each TMA component reports to the House of Delegates. Action items become either policy, educational materials, or advocacy. Actions that become TMA policy are added into the policy compendium located on the I drive under Documents/Policy. TMA policy also is available on the TMA website.

If you need help searching the policy compendium or have specific questions regarding TMA policy statements, contact the TMA Knowledge Center at 1-800-880-1300.

As chair of a TMA component knowing what happens at the Annual Session of the House of Delegates is important. Further, if you are chair of a council, you also are a voting member of the house, so attending is not only important for the council you chair but also for the business of its standing committee(s).

On the first day of the annual session at TexMed, after TMA's president and the TMA Alliance president address the house and award presentations are done, all reports and resolutions published in the *Handbook for Delegates* are accepted as business of the house. The speaker calls for recess and shortly after, reference committee hearings are called to order.

Reference committees hear testimony on each item of business referred to them. Any TMA member may testify but nonmembers and TMA staff may not. It is at this time when as chair, you will want to be present and provide testimony on behalf of your component's report(s). The house encourages debate at reference committee hearings as opposed to debate on the house floor.

Following the open hearings, reference committee members and their staff go into executive session to prepare their recommendations to the house. This is a closed meeting. Reference committee reports contain a summary of each business item, and include a recommendation to either adopt, refer, amend, or not adopt the original recommendation or resolve. Staff draft final reports based on direction received from the reference committee. Reports are then available online for review when they are complete and also are printed for pick up in the reports room by 6 am the next day.

Prior to the annual meeting, the Speaker of the House of Delegates appoints reference committees, consisting of a chair and six members who serve for one term. So that the best representation of TMA membership occurs, reference committee appointees are chosen by demographics depending on their location, specialty, and experience. The speaker refers all action reports and resolutions to their respective reference committee. Typical reference committees are Financial and Organizational Affairs; Science and Public Health; Medical Education; and Socioeconomics.

On the second day of the annual session, reference committee reports are distributed to delegates. County medical society caucuses can pick their copies up in the reports room for their respective early morning review breakfast meetings where caucus members debate and determine their unified position on each report and whether to adopt, amend, or not adopt the recommendations.

The House of Delegates hears each reference committee report individually in a random order. The speaker first calls for delegates to extract items from any reference committee report that they wish to debate. The house then approves the remainder of reference committee report recommendations on a consent calendar. As each report is presented, the house debates the respective extracted items in the order they appear on the reference committee report and vote to adopt, refer, amend, or not adopt.

The house adjourns after it has voted on all recommendations.

IV. How Ideas Become Action Items of the House

The following table describes the order of events to introduce an issue to the House of Delegates when TMA component members determine that the association needs to take action on an issue.

Fall or Winter Conference	A report from a TMA component: • Committees and councils meet, discuss, and vote on action items and priority issues • Component members present background information and gain support of full committee • Staff research issue and draft report on the issue	THEN: • At the following meeting, members approve or disapprove the draft report for inclusion in the <i>Handbook for Delegates</i> • When back in the office, final handbook reports are drafted to be included in the <i>Handbook for Delegates</i>
House of Delegates Opening Session (TexMed)	• House convenes, referring reports and resolutions to appropriate reference committee • It is staff responsibility prior to the annual session to remind their chair to attend the reference committee; if the chair cannot be present, another member should attend in his or her absence to testify	• House recesses • Reference committees hear testimony and debate • Items are reviewed in executive session to determine their best course of action as reflected in testimony • Reference committee staff prepare reports
House of Delegates (TexMed) Day 2	• The house reconvenes, items are extracted, remaining items are approved on consent, and house hears debate • Each reference committee stands before the house when its report is up for discussion, and items are debated and voted for to either adopt, amended, refer, or not adopt.	
After House Adjourns (After TexMed)	• Summary of actions is sent to TMA staff • Staff begins Audit Trail process	
Between House Sessions	• Staff works with their committee to implement referrals • House staff monitors Audit Trail items and their status	

Chapter 2

Important Communications

Texas Medical Association policies support the association's vision to improve the health of all Texans and enhance its mission to support Texas physicians by providing distinctive solutions to the challenges they encounter in caring for their patients. TMA policy ensures continued efforts to unite Texas physicians and provide representation for its members and are designed to support and enhance the association's efforts to serve the people of Texas in medical care matters, unite the profession licensed to practice medicine in the state, provide effective representation for its members, and join with similar state associations to form the American Medical Association.

Each time a vote is taken at a meeting of the House of Delegates, members are pointing the association in a certain direction, establishing association policy. Shortly after each annual session, policy recommendations are posted on the TMA website in the *Summary of Actions*.

All actions of the House of Delegates are policy until the house acts upon them again to change them. Policies are maintained in TMA's *Policy Compendium* and are reviewed every 10 years for sunset. Actions by the House of Delegates that are not included in the *Policy Compendium* are those that:

- Call for immediate action, such as opposing a bill in the Texas Legislature;
- Call for changes in the Constitution and Bylaws;
- Call for a study to be undertaken;
- Request legislative or regulatory statements; or
- Report an appointment, award, or commendation.

The compendium is arranged by major subject headings with the most recent statements listed last and can be searched via the TMA web site. Following the annual session, the *Policy Compendium* is updated to reflect house actions. If you need assistance researching TMA policy, contact the TMA Knowledge Center.

I. Legal Requirements for Committee Members at Meetings

Staff is responsible for providing members with the legal information they need to remain compliant with TMA policy.

TMA's Copyright Agreement, Conflicts of Interest Policy (*BOT 16-A-04*), Antitrust Statement (*BOT 17-A-08*), and Disclosure of Affiliations (*Res 106-A-06*) are the four essential legal communications to which members should adhere. Chairs rely on staff to provide these documents. The Conflicts of Interest and the Antitrust Agreement should be reviewed at every gathering of a TMA component group. Copyright agreements should be signed by each member and kept in your files. If you have any questions about legal documents, contact TMA's Office of the General Counsel. (See legal documents in Appendix F.)

These four legal documents should be included in agenda materials at every meeting. Also provide them to new members when they are appointed to serve.

A. Conflicts of Interest

The Conflicts of Interest statement policy and four scenarios must be included and reviewed in agenda materials at every meeting.

If a member, TMA Alliance member, or consultant to the group who is present at the meeting has a conflict of interest, the entire group should address the issue and decide whether or not they should participate in that particular portion of the discussion.

B. Copyright

All members serving on TMA components must sign the copyright agreement ensuring that no issues arise with claims of joint ownership of original materials produced. Staff need not submit signed agreements to anyone but are responsible for keeping signed forms on file in compliance with TMA's retention policy. A good time to have members sign the copyright agreement form is at Fall Conference. You may want to include the agreement form in agenda materials just in case.

Everything TMA components produce is original and copyrighted automatically. It is not necessary to add the copyright legend (© TMA, [year]) to materials. If you feel it is important to do so, insert one of the following:

- Copyright Texas Medical Association, [year]
- © Texas Medical Association, [year]

C. Antitrust Statement

The Antitrust Statement shall be reviewed at every meeting and included in agenda materials.

D. Disclosure of Affiliations

Disclosure of Affiliations is ONLY required for TMA boards and councils and shall be reviewed at every meeting and provided in agenda materials. Members should provide disclosures in writing to staff accordingly. Students, TMA Alliance members, and consultants who serve on TMA components are not required to disclose affiliations nor should they be provided the disclosure list. After each meeting, when you return to TMA, update member disclosures.

II. New Members

One of the first responsibilities of the TMA president is appointing new members to fill vacancies in TMA component groups. After appointments have been made, chairs and their staff are notified whether a member accepts or declines appointment. (This typically occurs in the summer.) Council and committee staff then works with their respective chairs to draft new member welcome letters and send information packets to new members. The information provided to new members in their welcome packets will familiarize them with their new role. New member packets are sent to all new council and committee members as soon as possible after their appointment so that they have plenty of time to review the material before attending their first meeting at Fall Conference.

TMA policy calls for new member orientations (*Nov. 1991 Transactions*, p. 70), thus, the information provided to new members is intended to acquaint them with charges, association governance, organizational structure, and legislative processes.

Standing council and committee terms are for three years, and are staggered. Tenure shall not exceed two terms and serving as much as two years is considered a full term (*Bylaws, Ch. 9 and Ch. 10*). Service terms span from TexMed to TexMed, so a new member's first meeting is at TMA's Fall Conference.

III. TMA Involvement in Outside Entities

When an outside organization asks TMA to join its coalition or initiative, this is known as a “sponsorship of an organization” activity, which involves active participation by TMA. Sponsoring an organization is not the same as TMA endorsing a program. Endorsement involves the use of TMA’s name, logo, and financial resources but not active participation.

If a TMA component decides to join a coalition, collaborate on a project, or endorse a program, a report must be presented to the Board of Trustees for approval to participate.

For the board to make an informed decision, the report must include appropriate background information on the outside organization, its purpose, who its members are, and a fiscal note.

Work with your staff person to draft a report for inclusion on the board’s next agenda or, if the item is time-sensitive, work with your staff to facilitate getting the report to the board for an interim ballot. You will be notified when the board has made its decision.

IV. Communication Tips

A. With Staff

1. Be clear, concise, and to the point when communicating with your staff person.
2. Let your staff know which means of communication works best for you, be it phone, fax, or e-mail.
3. Tell your staff what level of participation you want or expect from them (i.e. staff participating in discussion vs. staff who listen and take notes). With time and experience chairs and staff will learn their respective roles.
4. Respond to your staff when you are called upon to do so. A great deal of work goes on behind the scenes, and these efforts will be facilitated expeditiously by you staying in touch. Although staff is responsible for carrying out the wishes of the committee, your continued input, support, and expertise with projects is extremely important for timely implementation.
5. Work with your staff to prepare meeting agendas as far ahead of time as possible. This ensures members receive agenda material in plenty of time to be prepared for the meeting.

B. With Committee Members

1. Keep in mind that your committee members, especially those new to the committee, may not be as familiar with the material being discussed as you are and many who are familiar may have forgotten details since the last meeting. Your staff will keep you informed, so be sure to preface business on the agenda in detail before moving on with motions or actions.
2. Keep an open mind and welcome questions and ideas when they are offered.
3. Draw upon the expertise your members offer and feel free to assign research, attendance at other meetings, etc. to your members. Do not feel you or your staff has to do all the work of the committee. Share the workload.
4. Encourage members to keep their contact information current in TMA membership records. This helps staff be more efficient when communicating with members. Rosters including contact information are provided at every meeting so that members can communicate with each other easily.

Chapter 3:

How to Have a Successful Meeting

I. General Prep Time Line Summary

At the Previous Meeting

Set a Meeting Date and Time

Agree on a meeting date and time with your committee staff. Chairs may choose a day and time for their meeting and keep that slot throughout the year, e.g., 2 pm on Saturday of each conference, while others may decide at each meeting when they will meet next. It is easier for members to plan ahead if you agree on a set time. You may choose to do this prior to adjournment.

About 3 Months Before the Meeting

Your Staff Begins Meeting Arrangements

About 3 months before the meeting, committee staff secures meeting location, food and beverage, and AV equipment. Staff will contact you to discuss a preliminary agenda and anticipated guests or speakers and will send meeting notices and invitations accordingly. Preparing 3 months in advance allows you and your committee staff enough time to plan the meeting material, notify members of the upcoming meeting, and arrange for special guests to attend (if necessary).

About 2 Months Before the Meeting

Finalize the Agenda

You and the committee staff will develop a final agenda and meeting material. Frequent communication and guidance when drafting business documents is appreciated by staff, as well as your cooperation and timeliness in creating the agenda—this ensures committee members are informed of important issues and prepared before arriving at the meeting. Once compiled, agenda material is sent to committee members two to three weeks prior to the meeting.

Remember when developing agenda material, stay focused on the committee charges. It's the chairs responsibility to know the issues pertinent to the committee's goals and to

inform members of important information so sound policy recommendations can be made.

Keep in mind—other committee members have their own areas of expertise just like you and together members help one another to stay informed.

Just Before the Meeting

Meet With Your Staff

It is helpful, if not essential, to meet with your staff for 30 minutes to an hour before the meeting starts to briefly discuss agenda material and any last minute details. This time ensures you understand agenda items, have all relevant information, and are aware of necessary action that needs to occur. This time also allows for candid discussions regarding any additional information either of you may or may not want to discuss during the meeting.

Following the Meeting

Reports

Committee staff draft minutes and action reports when they are back in the office after the meeting. Staff welcome and need guidance from you when drafting these documents to ensure relevant and accurate information is recorded. Because chairs are responsible for the content in minutes and action reports and are often asked to explain or defend them, working closely with your staff when they are drafting the documents make your job easier. Plus your knowledge and expertise guarantees a factual and quality handbook report.

Ongoing

Remember, your TMA staff is here to help you! Communicate with your staff as often as needed. Forward information to your committee staff that is relevant and important to the committee's work. Staff may use this information to prepare for meetings.

II. Meeting Basics

According to bylaws, a majority of voting members assigned to the component are required to officially transact business. (*Ch. 9 and 10*)

FOR EXAMPLE: In a nine-member committee, if there are five members present, there is a quorum. If there are only four members present, there is not a quorum. If there is four members present, one medical student, and an alliance member present, there is not a quorum and you cannot officially transact business. Business can still be reviewed and discussed, but in this case, those present should act as a subcommittee, working through the agenda. After reviewing the material the group should prepare their action recommendations for the full committee to review and consider at the next quorum. Final action can be decided at the next meeting, via conference call, fax, or mail ballot (but not by e-mail). Should this scenario occur, when you are back in the office, make immediate arrangements for getting the full committee's vote on the items. TMA components are not allowed to vote by e-mail.

It is important you are familiar with bylaw attendance provisions because if an appointed member fails to attend two consecutive scheduled meetings, the position shall be declared vacant. If this scenario occurs contact your staff. (*Ch. 9 and 10*)

Sturgis Standard Code of Parliamentary Procedure, Pg. 242:

If a quorum is not present for a meeting, what can be done?

A legal meeting for the transaction of business requires the presence of a quorum. If a quorum is not present, it may be possible to take action to obtain a quorum. Even in the absence of a quorum, members may remain for informal discussions, or to hear reports of officers or committees (but not take action on those reports), and to hear the speaker scheduled for their program.

Sometimes an emergency requires that some action be taken despite the absence of a quorum. Those approving such action should realize that risk is involved: the organization is not bound by their decision, and those who take such actions are individually responsible for them. Emergency actions taken in the absence of a quorum should be ratified later at a properly constituted meeting, in order to remove any doubt as to their validity.

Voting Rules

§22.220 - Action Without Meeting of <u>Directors or Committees</u> TMA ALLOWS THIS	-allowed if certificate of formation or bylaws provide that an action may be taken without a meeting if a written consent states the action to be taken and is signed by the number of directors or committee members necessary to take action at a meeting where all directors and committee members are present. Consent must be dated and signed.
§6.205 – Reproduction or Electronic Transmission of Consent TMA ONLY ALLOWS THIS FOR TRUSTEES	-any photographic, photostatic, facsimile of a signed consent may be used instead of original -unless otherwise provided the electronic transmission must show it was transmitted by owner, member or governing person and date See §1.007
§6.201 – Unanimous Written Consent to Action (<u>members</u>)	-members may take action without meeting but such action must be unanimous.
§6.202 – Action by Less Than Unanimous Written Consent (<u>members</u>) TMA DOES NOT ALLOW THIS	-certificate of formation must allow for the minimum number of votes that are necessary to take the action if all voters were present.

Below are some pointers for a smooth-running committee meeting:

- Make all meetings interesting and worth while to attend.
- Call the meeting to order on time.
- Determine that a quorum is present (a majority of members and special appointees—not consultants). If there is no quorum, you may continue the meeting but you cannot vote on action items until there is a quorum present. If by the end of the meeting there still is no quorum, you must postpone voting on action items. Work with your committee staff to plan a conference call within the next few weeks so that a quorum can vote.
- Introduce yourself and the other members of the committee. Residents, students, and alliance members who serve as representatives to councils and committees are a valuable resource for the association. Encourage these special appointees to participate in your discussions and activities.
- Resident and student representatives have voting privileges. As chair, it is your choice whether or not alliance representatives are allowed voting privileges. Some councils and committees allow this, others do not, it is your decision.
- Approving the minutes of the previous meeting is always the first action item on the agenda.
- Announce business that are before the committee in order as they are listed on the agenda. Review and discuss business.
- Recognize members as they are entitled to the floor.
- If you feel a business item needs to be acted upon, recommend that it become an action item to go before the House of Delegates. State the motion after its been seconded and before debate. Restate the motion before putting it to vote.
- Call for the negative vote even if the affirmative vote seems to indicate approval of all.
- Announce the result of each vote and what will happen as a result of the action.
- Expedite business in every way possible without denying members their rights.
- When there is no objection to a business item, a vote may be expedited by asking for a vote of general consent.
- Be sure to discuss any unfinished and invite new business.
- Make announcements, including when the next meeting of the committee will occur.
- Adjourn on time.

III. Committee Chair Presents a Report to Council for Approval

It is appropriate for parent councils to provide comment on committee reports, as either council or committee chair may be asked about the report during reference committee hearings and may need to provide testimony on the item.

When necessary, a committee chair, not staff, should present his committee's report to the parent council for comment and final approval. While it is not required, you may wish for your committee staff to attend the council meeting with you for support. Staff may assist in the presentation, but should not take the lead, it is the chair's report.

Reporting to a parent council may work differently for each committee and council depending on the chairs of each respective component. Meet with staff prior to the meeting start time so you are better prepared. When presenting a report to a council for its approval, the council may make edits to the committee report to enhance its strength and message.

All committee reports intended to be published in the *Handbook for Delegates* should be acted upon by its parent council or if a council's report, then the council itself must act upon it prior. Committee staff will provide copies of the report(s) to council staff for inclusion in the council's agenda and meeting materials.

IV. Handbook Reports and Minutes

As chair, you are the expert in your field—be clear, concise, and direct in all communications with your staff. This will help staff assist you and other members of the committee more efficiently and helps the meeting process will go much smoother.

Handbook Reports are reports of TMA boards, councils, committees, and sections to the association's House of Delegates. These reports, together with resolutions from individual voting delegates and county medical societies, are published in *Handbook for Delegates* and become business of the house at its next meeting.

Chairs of TMA component groups are responsible for handbook report content. Staff is responsible for research and drafting reports.

Handbook reports are either 1) *informational*—of interest to members or provide information likely to impact physicians, their patients, or the association; or 2) *action*—include background information supporting a recommendation and include the recommendation stated clearly and concisely.

Minutes are a record of all actions and proceedings that happen at meetings but are not a record of discussion. The objective of minutes is to state an issue or request and record decisions made during the meeting. That is it! ONLY action (main motion[s]) that occur are included in minutes, not all of the background information leading up to it.

Details, background information, and discussion about your committee's recommendations are important, and are noted in the handbook report, but NOT in the minutes.

When reviewing draft minutes, make sure the following is accurate:

- Date, location, and the names of those present and those who were absent are recorded;
- Whether or not a quorum was present;
- Only main motions, and whether or not they were approved are noted (not discussion);
- Each individual topic is in separate paragraphs and in narrative form;
- Name of guest speaker(s) and their subject presentation(s) are recorded (but not a recap of their remarks—this is included in handout material);
- Handouts or documents discussed are referenced; and
- Once approved as written, chair signature and date is requested.

Remember, minutes remain a draft document until they are officially approved by a quorum at the next meeting.

The following SHOULD NOT be included in the minutes:

1. Debate, opinions, interpretations, or comments;
2. Descriptive phrases or flowery language such as “a wonderful report” or “a heated discussion”;
3. Any motion that has not been seconded and restated by the chair;
4. Criticism or praise of members (praise of a member or members can be recorded ONLY if in the form of an officially adopted commendation, for example, when an end-of-service plaque is given);
5. The name of the seconder of a motion or withdrawn motions;
6. Statements by a member who asserts the he or she is “speaking for the record”; and
7. Reports or handouts; these may be attached if necessary but not included in the body of minutes.

Sturgis Standard Code of Parliamentary Procedure, 4th Edition, p. 198-202

Meeting minutes should **ONLY** state the issue or request of the group, as well as the motions that were approved or disapproved. **That is ALL.** Handbook reports include detailed background information and support for recommendation(s).

State statute regarding meeting minutes for Texas corporations says that any member on written demand stating the purpose of the demand has the right to examine and copy the books and records relevant to that purpose at the expense of that member. TMA members are allowed to view meeting minutes without a written demand or cost. Tex. Bus. Orgs. Code § 22.351.

V. Recommend New Committee Members

New committee members are the future of the association's leadership and success!

One of your roles as chair is to identify outstanding members in the association to fill new vacancies because you are asked annually for appointment recommendations. Further, when your tenure as chair is up, you will be asked to recommend someone on your committee who exhibits outstanding chair qualities to replace you.

Standing council and committee terms are for three years, and are staggered. Tenure shall not exceed two terms and serving as much as two years is considered a full term (*Bylaws, Ch. 9 and Ch. 10*). Service terms span from TexMed to TexMed, so a new member's first meeting is at TMA's Fall Conference. Annually you are asked for your new member appointment recommendations.

Here are a few things to consider when recommending new committee members:

1. Reputation for expertise or prestige within his or her specialty.
2. Representation of different member groups: geographic, demographic, viewpoints.
3. Previous service on the committee, i.e., retain members who have served previously on the committee and who remain eligible, and active.
4. Avoid overworking those who have made significant contributions over the years.
5. Consider Leadership College graduates and young physicians who have expressed interest in serving on TMA boards, council, and committees.

Chapter 4:

Leadership Guidance

I. The Chair's Role in Presiding at a Meeting

As a board, council, or committee chair, you have three basic responsibilities:

1. To guide the meeting.

Assure that balanced interaction occurs during the meeting. The quality of discussion directly affects the quality of decisions. Don't let any one individual dominate the discussion. Keep the discussion on topic. Discuss all key ideas without straying from the issue at hand.

2. To stimulate thinking and discussion.

Create an atmosphere in which others want to participate. Encourage open discussion, and attempt to bring out all facets of the discussion, pointing out any areas of agreement or deferring discussion that clearly require information not available at the table. Making assignments on agenda items before the meeting is a good way to get members involved and to make them feel they are contributing to the committee in a meaningful way. You may want to discuss this with your staff when preparing the agenda.

Appointment of an ad hoc committee may be necessary on complex issues that require in-depth review. Assure that participants have received enough background material in advance to discuss the subjects at hand. Your staff can assist with ad hoc committee preparations.

Staff will have taken care of all meeting arrangements (in consultation with you). When planning for meetings, TMA staff considers appropriate room size, adequate seating and table space, audiovisual needs, lighting, air and ventilation, food, beverage, and special dietary needs. Arrangements are made with the intent to encourage group participation and so that members are comfortable in the meeting room.

3. To lead the meeting, assuring agenda items are addressed and necessary action is accomplished.

Despite one's personal style, a chair must maintain control of the meeting. Start on time, announce planned time of adjournment, state purposes of the meeting, and ask members to quickly review legal documents and the charges and objectives of your component (included in agenda material at every meeting). TMA meetings are governed by Sturgis's *The Standard Code of Parliamentary Procedure*, when presiding a meeting follow these rules with poise and confidence. Speakers who dominate discussions and side conversations among the group distract from business so as chair, be aware of those who may dominate discussion or interrupt, unless it is necessary they provide important information to the group.

Increase your ability as a listener—this assures others that you are guiding discussion toward a resolution. Meetings often include a broad range of personalities. Among them may be the:

- Devil’s advocate
- Passive-aggressive personality who waits until after the meeting to present his/her honest views
- Know-it-all who derides others or who tries to undermine authority or other contributors
- Complainer
- Yes-person who agrees with whomever he or she thinks carries weight in the meeting
- Constant talker or meeting de-railer
- Heckler
- Pals who whisper to each other or write notes and share meaningful glances
- Summarizer
- Show-and-tell participant who tries to impress everyone with his special or superior knowledge

Some committees may have members who tend to come from the same background and have similar views while others may have members with varied backgrounds and views. In the first case, there may be a danger that all facets of an issue will not be brought out. In the second case, consensus may be difficult to achieve. As chair, you may need to intervene in order to re-direct discussion, bring out facts that may be left out, and clearly state points of agreement and disagreement. Also in the latter case, it may be appropriate to appoint an ad hoc committee to wrestle with the complexities of the issues.

Chairs should be familiar with TMA governance structure, policies, and procedures. Further, chairs must act on the decisions of the group, regardless of whether you agree with those decisions. A chair’s responsibility is to assure the group is fulfilling its objectives as stated in the Bylaws and as directed by the House of Delegates, and that the group meets the essentials of key TMA objectives and strategies.

At the beginning of every meeting, chairs must review required legal documents and review the previous meetings minutes for approval. Further, reviewing action items of the House of Delegates (Audit Trail) relating to your committee will help ensure understanding of the business at hand and that objectives and appropriate implementation is carried out in a timely manner.

Sunset Review

You may be appointed to chair a committee undergoing the sunset review process. Sunset review occurs every three years. Staff will notify members when this time comes so that committees can discuss and give reasons why its work should continue. The committee discussion and reasons to remain active are reported to the group’s parent council. The council then conducts the committee’s sunset review process and reports to the TMA Board of Trustees to sunset or not.) The House of Delegates then acts on the recommendations of the board.

II. Qualities of a Successful Committee Chair

- Ability to communicate with candor
- Record of active participation and interest in the association
- Willingness to listen
- Be able to encourage free expression of ideas, opinions, and recommendations
- Ability to command attention and inspire others
- Ability to control a meeting without domination
- Have a working understanding of parliamentary procedure
- Show initiative, motivation, and be a self-starter
- Maintain prestige and respect within the medical industry and profession
- Know and understand the committee charges
- Ability to think and act in terms of the association's goals and objectives
- Ability to create the right atmosphere for productive committee work
- Have the time and resources necessary to carry out chair responsibilities
- Have a clear understanding of the position and role of committee members and staff

III. Guidelines for Conducting Effective Meetings

- Be prepared and start on time.
- Make sure everyone is introduced and acquainted.
- Start the meeting with a statement of objectives.
- Review the facts of an issue and lay the groundwork before taking action.
- Encourage participation and keep the meeting moving and on track.
- Summarize major points and keep members focused on the subject.
- Note factors that may affect relations between committee members.
- Talk to the group as a whole; avoid prolonged speech to an individual.
- Listen carefully when someone is speaking and summarize your understanding of their statements.
- Call a brief recess if lack of interest or stalemate develops, then reconvene with focus.
- Solicit opinions and experiences, especially when disagreement occurs.
- Engage members by directing questions to them or assigning them agenda items to discuss.
- Adjourn on time.

IV. How to have a Productive Committee

Use the following suggestions to encourage productive, active meetings.

1. Maintain a file of current events, relevant information, key articles, and possible agenda items as related to the committee's charges; discuss with your staff to determine if appropriate for meeting material.
2. Be knowledgeable of agenda items and what action is needed.
3. If the committee feels strongly about a particular issue or position, suggest the following options and how each can be accomplished:
 - Develop TMA policy statement(s)
 - Write a white paper, one-pager, or article (i.e. for *Texas Medicine* or *Action*)
 - Write a letter stating the committee's position
 - Implement a special project or program for TMA physicians (i.e. a collaboration or endorsement)
4. If the committee wants to educate physicians about a particular issue, suggest the following options and necessary steps to accomplishment:
 - Write a commentary, insert, or article for *Texas Medicine* (all TMA members receive)
 - Write a commentary, insert, or article for TMA's *Action* (all TMA members receive)
 - Write a commentary, insert, article, or ad slick to include in TMA's *News of Interest* (all county medical societies receive)
 - Sponsor a CME program at TexMed (approval by Council on Annual Session)
 - Submit a handbook report to the House of Delegates
5. Provide Continuing Medical Education (CME) credit or ethics credit at committee meetings.
 - Ask your staff to coordinate.
6. Keep an ongoing "to-do" list to help you stay on track, accomplish action items, and follow through on requests and committee business.
7. Know that the following resources are available:
 - Sturgis's *The Standard Code of Parliamentary Procedure* (your staff has access to this)
 - The Knowledge Center (research assistance) ext. 3862
 - TMA's Division of Communication staff (assistance with anything related to communications)
 - House of Delegates staff (assistance with report and resolution information)

Familiarizing yourself with TMA resources, procedures, and communication avenues will make you a more informed and effective chair.

V. Frequently Asked Questions

1. What if I have an emergency at the last minute and cannot attend the meeting?

No Problem! Staff is always available to assist you in. Contact your staff person as soon as possible, at which point plans can be made.

2. What if a quorum is not present?

Go ahead and conduct the meeting following the agenda. Should the members present wish to propose action, a conference call and official vote can be conducted after the meeting. If reaching a quorum is a continuing problem, you and your staff may wish to bring this to the attention of the council to which your committee reports.

3. What if the committee wants to make a recommendation to the house, but is not sure how to go about it?

The committee should discuss and decide on the goal of the recommendation at your meeting. Following the meeting, your staff will research how best to accomplish it. At the next meeting of the committee, members will need to take action on the idea regarding whether or not it will submit a handbook report and make a recommendation to the house.

4. What if the committee wants to develop an educational video or educational brochure?

The House of Delegates must approve all video and brochure productions and will refer action to the Board of Trustees for funding. The committee will need to provide a handbook report including all relevant information and recommendation(s) with a fiscal note indicating estimated costs. Your staff will research details and draft the report for committee approval.

5. What if the committee wants to publish a white paper, one-pager, or an article in Texas Medicine?

All *Texas Medicine* article ideas must be submitted to the *Texas Medicine* Editorial Committee for approval. White papers, one-pagers, and short educational articles also must be approved by the *Texas Medicine* Editorial Board. Your staff will coordinate if such a request arises and will facilitate activities with *Texas Medicine* staff for approval.