



This proposal was adopted by the MSD House of Delegates at its meeting held on Saturday, October 22, 2011.

A PROPOSAL FOR REORGANIZING THE COUNTY MEDICAL SOCIETY STRUCTURE AND MSD GOVERNANCE STRUCTURE

County Medical Society Structure

For many years, a trend of disengagement and lack of involvement in the county medical societies has been observed. In 2006, the MSD House of Delegates adopted Resolution 06-1, creating the Task Force to Study Governance & Activities of the County Medical Societies. In adopting this action, the House of Delegates wished to better evaluate the governance and activities of the county medical societies in Delaware in an attempt to better understand whether the county medical societies are relevant to the needs of its members and continue to serve a needed purpose. A follow up resolution was presented at the 2007 House of Delegates meeting with the intent of reconvening the Task Force after a period of time to assess whether the changes as adopted by the House from Resolution 07-2 had been successful and if further recommendations are needed.

Based on the information gathered since the adoption of Resolution 07-2, the potential for elimination of county medical societies appears to remain viable. It is believed that a different governance structure and member alignment, structured around the creation of geographic regions or “districts,” will enhance physician engagement in the Medical Society of Delaware. With the advancement of technology, it is also important to incorporate features of the internet for governance meetings, communications, and obtaining feedback.

According to the information gleaned from the 2006-2007 county review process, professional/peer review activity, social activity, representation, and leadership development were issues identified as activities stemming from the county medical societies. With the passing of physician licensing and discipline legislation in 2010, the county societies can no longer serve in the peer review or professional conduct process. These issues must now be referred to the Board of Medical Licensure and Discipline. Research shows there does not appear to be an interest in attending county meetings or being involved in leadership roles at the county level. For example, New Castle County Medical Society has evolved to piggybacking on MSD membership meetings for the purpose of transacting essential corporate business. However, eliminating the county societies without a structure in place to develop leadership at the state level would be counter-productive.

District Structure

At the heart of the proposal is the creation of “districts” throughout the state. Participation in the various MSD leadership roles and governance committees would be determined, in part, by the physicians appointed from their respective districts. Potential geographic designations for the new districts to be developed could include (these are examples): Eastern and Western Sussex County; Milford area; Dover area; Middletown area; Christiana/Newark area; City of Wilmington/North Wilmington; Hockessin/Pike Creek area.

Characteristics of a District

- Districts are informal designations and not formal corporate structures, as is a county medical society.
- Districts are not intended to function like county societies. MSD will assume responsibility for all programming and essential functions formerly conducted by counties.
- Districts will provide geographic representation for members participating in MSD governance. (Additional proposed pathways to representation include specialty designation, affinity groups, practice type and MSD section.)

- Smaller, more cohesive member groupings should result in enhanced communications (i.e. two-way), member recruitment, grassroots involvement and leadership development.
- Districts may also be a source of targeted volunteers for pilot initiatives.

Districts are intended to be geographic designations within which exists a cohesive community of physicians. Secondly, consideration will be given to forming affinity groups of physicians along interest (such as health information technology) or demographic characteristics. As such, districts will not have an organizational structure, per se, such as a board and officers, etc. Rather, structure will be provided by the identification of local leaders within each district for the purpose of advising the Society on methods of achieving member engagement. These leaders, however, will not have a commitment of holding an office within the district.

Identified leaders will:

- assist in identifying future leaders for state medical society positions and pursuit of representation at the state level;
- recognize those within the smaller community who are interested in political action and advocacy activities; and
- assist and develop a peer to peer membership recruitment/retention plan, among other activities.

MSD will continue to communicate with its membership through the current methods, as well as adding:

- flash surveys;
- electronic town hall meetings;
- blogs; and
- webinars.

Social networking, such as Facebook and Twitter, is being considered and needs more research. These newer methods of communication will be employed for targeted communications on the district level, as needed, in order to more specifically address local issues and appeal to members on a personal and directed level.

MSD Governance Structure

The MSD governance structure relies heavily on representation from the county medical societies at the Executive Committee/Board of Trustees level, as well as within the House of Delegates. By eliminating county medical societies a different structure evolves, providing a more efficient organizational design. The proposal to eliminate the counties and create a “district” structure in its place corresponds well to the proposed new governance structure.

While the MSD governance structure, with a House of Delegates, Board of Trustees, and Executive Committee, has served the organization well over these many years, it is time to modernize and streamline this structure to more effectively and efficiently represent the needs and wishes of the membership and to make better use of modern technology and governance techniques. A recent study by the American Association of Medical Society Executives, with 29 state medical societies responding, revealed that 41% of state medical associations have eliminated their House of Delegates. The notion of bringing together approximately 360 Delegate and Alternate Delegate physicians once per year to adopt policy, approve reports, and enact the business of the organization is no longer relevant or particularly useful. It has been pointed out that the House of Delegates has not necessarily dealt with any “hot” topics due to the current Executive Committee/Board of Trustees handling the matters more quickly and efficiently at meetings held during the course of the year

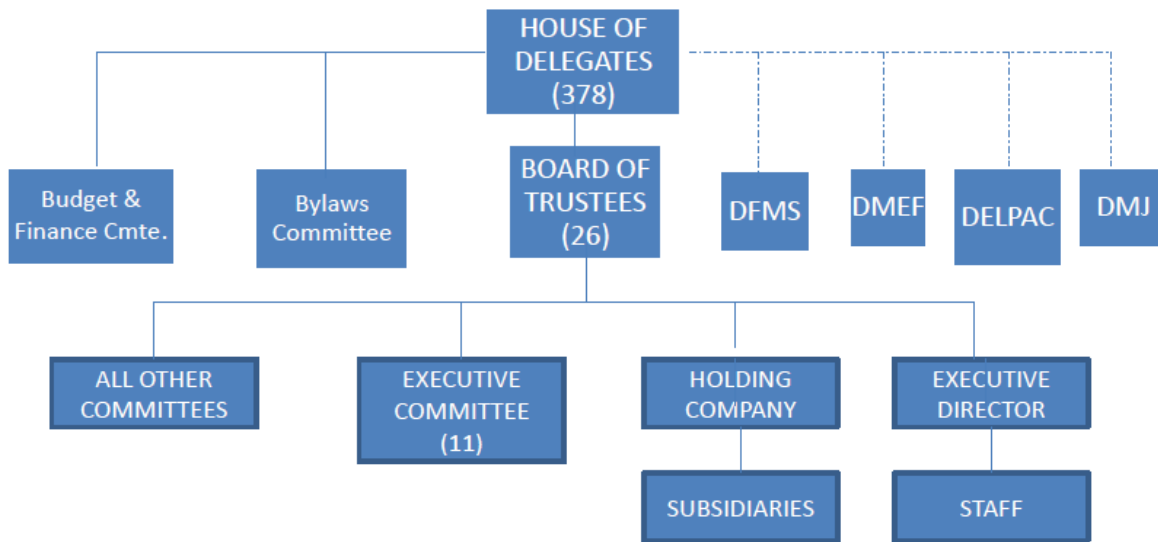
Goals of Changing the Current Governance Structure

The goals of modernizing and streamlining the Society’s governance are to:

- Restore relevance of the governance process to the organization and its members;
- Increase the effectiveness and efficiency of the governance process;
- Increase member engagement in the Society’s governance;
- Incorporate modern communication technology in the governance process;
- Create a more interactive, timely, and inclusive governance process; and
- Create a more nimble and responsive governance process.

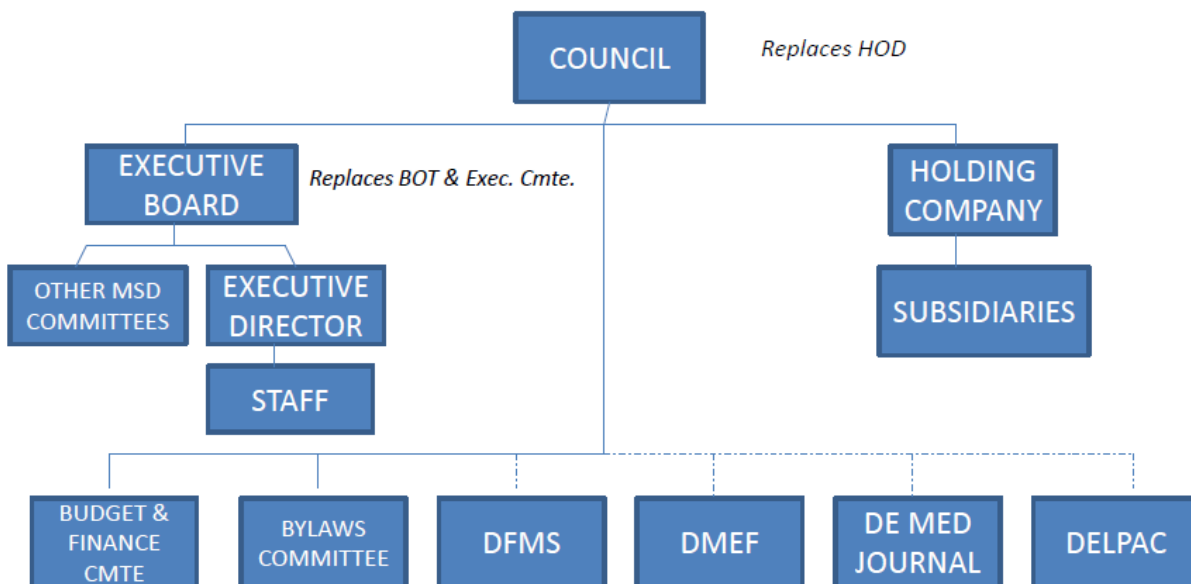
(Former governance structure)

CURRENT GOVERNANCE STRUCTURE



(New governance structure)

PROPOSED GOVERNANCE STRUCTURE



Council

It is recommended that the Council convene a minimum of two meetings a year: one of which would be the Council's annual meeting, held in person; and the other would be held by electronic means as an interim meeting. Special meetings of the Council can be scheduled at other times during the year based upon business requiring immediate attention. It is recommended that these specially called meetings be convened via electronic means, but could also be held in person, should this be required. It is envisioned that the Council be a much smaller group than the current House of Delegates membership, which would enable the Council to meet more readily and more frequently.

Accordingly, it is proposed the Council be comprised of approximately 60 members (a significant decrease from the current House composition that ranges from 350 – 380 total members). The Council would be comprised of the following members:

- Members of the Executive Board (15 – see section that follows)
- Districts (approx. 16 to 18 - two representatives from each district)
- Specialty societies (approx. 25 - one from each ABMS-recognized organization in Delaware)
- Practice Type (8)

As is done now, any changes to the Bylaws and approval of the next year's budget would be the responsibility of the Council, as well as the election of the officers (Chair of the Council would be a new position; President; President-Elect; Vice President; Secretary; and Treasurer). In addition, the Council would elect the At-Large members of the Executive Board.

Executive Board

The Executive Board would function similarly to our current Executive Committee, meeting routinely in the months that the Council does not meet (approximately 9-10 times during the year).

The Executive Board would be comprised of approximately 15 members (this would be an increase from the current composition of the Executive Committee that normally has a membership number of approximately eight physicians. The Executive Board would be comprised of:

- Officers (6)
- AMA Representative (1)
- Section Representatives (3)
- At Large Representatives (4)
- Legislative Committee Representative (1)

The Executive Board's scope will be to oversee the Executive Director and MSD operations. All MSD committees other than the Budget and Finance Committee and the Bylaws Committee will report directly to the Executive Board. The Executive Board will recommend policy to the Council and have authority to act on behalf of the Council in the interim between Council meetings, with the exception of Bylaws revisions and certain budget/finance issues. The Executive Board would not be empowered to encumber debt or approve non-budgeted line item expenditures.

Issues generally rise from committees or may be developed at the Executive Board level. Issues that rise from committees will first go to the Executive Board for recommendation to the Council. Issues to be addressed by the Council can be ratified by:

- Electronic means (Council is significantly smaller in size compared to the HOD to allow this use);
- Calling a special meeting of the Council outside its normal meeting schedule; or
- Addressing the issue at the next scheduled meeting of the Council.

Physician Engagement

The proposal to change the county structure and also the MSD governance structure is an effort to address physician/member engagement in the organization. MSD does not exist without committed volunteers and participants. Physician engagement can be accomplished by the infusion of electronic technology in the daily operations/procedures of MSD practice:

- Flash surveys
- Blogs
- Electronic town hall meetings
- District meetings
- Webinars

Physicians will also be encouraged to participate through the normal channels of:

- MSD committees
- Educational programs (CMEs)
- Publications/communications
- Social events
- Annual Meetings (Spring and Fall)

Next Steps

The Task Force on Governance and the Task Force to Review the Role of County Medical Societies met jointly on May 19, 2011 with the intention to develop a single proposal that incorporates the ideas from both groups. While there is consensus on the need for the elimination of the county medical societies, there is not general consensus on the specific geographic designations to be implemented to allow for identification of leaders, although no further suggestions were put forth by the Task Force members.

The Board of Trustees, at its meeting held on June 9, 2011, was asked to comment on this proposal. The Board recommended that the proposal be presented at any opportunity where member physicians are meeting in order to obtain feedback. It is anticipated a draft resolution will accompany this proposal (in its present form or modified) in expectation of introduction to the House of Delegates at its meeting in October.

June 2, 2011