REPORT 3 OF THE
REFERENCE COMMITTEE

PROPOSED AMENDMENTS TO THE
CONSTITUTION AND BYLAWS
Mr. Speaker and Members of the House of Delegates:

The Reference Committee gave careful consideration to the 2015 Report of the Constitution & Bylaws Committee and submits the following report and recommendation to the House:

(1) SUMMARY:

Last year, the Constitution & Bylaws Committee submitted its report at the request of the Board of Directors to establish a policy-making process within the North Carolina Medical Society that is more accessible, timely and efficient. The report recommended changes to the NCMS Constitution that will help ensure the governing body of the North Carolina Medical Society is accountable to its members. The key modification involves dissolving the House of Delegates and authorizing the Board of Directors to serve as the policy-making entity for the NCMS.

The 2014 House of Delegates voted to accept the changes to the NCMS Constitution, which were required to lay over for one year (Reference Committee Report 2-2014). If “Reference Committee Report 2 – NCMS Constitution” is approved by the 2015 House of Delegates following this one year layover, the changes take effect immediately following the final action of the 2015 House of Delegates meeting.

Therefore, the Constitution & Bylaws Committee submits correlative changes to the NCMS Bylaws as “Reference Committee Report 3 - NCMS Bylaws.”

If “Reference Committee Report 3 - NCMS Bylaws” is approved by the House of Delegates, the changes take effect immediately following final action at the 2015 House of Delegates meeting.

(2) BACKGROUND:

Although the House of Delegates has served the profession well for more than 150 years, for many years the majority of substantive decisions are made by consensus of the Board of Directors. Using the Board in this manner is the model many businesses use where
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shareholders elect a smaller group to provide ongoing leadership, who are in turn accountable to the shareholders.

Concern has been raised about the effectiveness and timeliness of the House of Delegates model for developing NCMS policy. NCMS members and related entities expect timely responses to questions and problems as they arise. As an example, deliberations and decisions about issues such as Medicaid Reform, operational problems with NC Tracks, or the development of value-driven healthcare models generally have not occurred at the House of Delegates, but are regularly discussed at Board of Directors’ meetings.

In addition, delegate attendance has eroded during the last several years and the number of resolutions has diminished. Although the topics raised are often interesting, it’s less clear they are relevant to the majority or the profession at large. With the total cost of the meeting to the NCMS annually estimated at $100,000, the House of Delegates has a significant budget impact. It is important that the NCMS use limited resources most effectively.

The NCMS Board of Directors has devoted significant time to this issue, beginning with the May 2014 strategic planning retreat. With a professional facilitator, the Board gave careful consideration to the NCMS House of Delegates and committee structure, determining that the House of Delegates doesn’t reflect the needs of the membership or the Society’s vision and key values.

At the May 2014 planning retreat, NCMS President Dev Sangvai appointed a Task Force on Advocacy and Governance. Chaired by John Fagg, MD, the Task Force met in July 2014. The group, comprised of former Speakers, Vice Speakers and Delegates, came to a consensus recommendation that an annual meeting for the NCMS should be preserved, but that policy making should be made by the Board with input from the membership at large and that the House of Delegates should be dissolved. The NCMS Constitution and Bylaws Committee then evaluated those recommendations and submitted a report reflecting the recommendations to the 2014 House of Delegates. The report was approved and subsequently required to layover for one year.

There was robust discussion of the report at the 2014 House of Delegates. Delegates asked that the following principles be considered in proposing changes to the NCMS Bylaws:

- Develop a more efficient and inclusive model for governance and policy development;
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- Ensure the Board of Directors has accurate, high-quality presentation of issues from members and component and specialty societies;
- Establish a process for members to submit agenda items and issues to the Board of Directors;
- Establish a clear process for providing input to the Nominating & Leadership Development Committee, which will propose a slate of Society officers for annual elections;
- Preserve an annual meeting of members that facilitates opportunities for interaction and professional discourse among members; and
- Improve the relevance of the NCMS governance model to a new generation of members.

Following the 2015 House of Delegates NCMS President Robert Schaaf appointed the Bylaws Modernization Task Force, chaired by former Speaker and Board member Jeffrey Runge, MD. Vice Speaker John Meier, MD and Past President and Former Speaker Darlyne Menscer, MD joined him on the Task Force.

In January 2015, the NCMS membership was surveyed by McLaughlin and Associates, a national polling firm. Survey results concluded overwhelmingly that the House of Delegates is not effectively representing the membership and supported governance changes.

Correlating with the changes to the Constitution, the Task Force drafted key modifications to the Bylaws in removing the House of Delegates as the policy-making body of the Society in favor of authorizing the membership at large to vote on key issues, including elections, and to authorize the Board of Directors to serve as the policy-making entity for the NCMS while maintaining total and ongoing accountability to the membership.

The process was outlined in the NCMS Bulletin throughout 2015. During May – September 2015, the Task Force and Board met with various county medical societies to vet the proposals and made subsequent improvements based on their feedback. In September 2015, the proposed bylaws were posted on the NCMS website and NCMS members were notified that it was available for comment.

Therefore, the Constitution & Bylaws Committee recommends the following amendments to the NCMS Bylaws.
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1. PROPOSED REVISIONS

I. PROPOSED AMENDMENTS TO THE BYLAWS (SEE ATTACHED)
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(4) RECOMMENDATION

Madam/Mr. Speaker, your Reference Committee recommends that the recommendations of the Constitution & Bylaws Committee in this Report 3 be adopted and that the remainder of the report be filed.

Comments: The Reference Committee received comments in support of the Report of the Constitution & Bylaws Committee and recommends the adoption of this report in order to streamline the process of policy-making for The Society, while maintaining the Board of Directors’ accountability to the membership.
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Madam/Mr. Speaker, this completes the report of the Reference Committee. The chair would like to thank the members of the Reference Committee and the members of the House of Delegates who participated in the discussion on these matters.

Dana L. Chambers, MD, Chair

Karen Smith, MD

Rachel Keever, MD