

WORKING GOVERNANCE POLICIES For 2018 and 2019

American Association of Naturopathic Physicians

The following represent the governance policies of the American Association of Naturopathic Physicians, as they apply to the Chief Executive Officer (CEO) and the Board of Directors.

These policies are intended to be used in conjunction with other governance policy statements of the association, and the Chief Executive Officer's Employment Agreement.

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A - GLOBAL EXECUTIVE CONSTRAINT

The Chief Executive Officer shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of the highest standard of business and professional ethics and practices.

A1 - TREATMENT OF MEMBERS

With respect to interactions with members or those applying to be members, the Chief Executive Officer shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unduly inconvenient, unnecessarily intrusive, disrespectful or reflect personal prejudice.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Unduly favor one individual member over any other by benefits or referral provided through the association.
2. Use methods of collecting, transmitting, or storing client information that fails to protect against improper access to that material.
3. Fail to establish with members a clear understanding of what may be expected and what may not be expected from the services offered.
4. Fail to inform members of this policy or restrict member feedback.

A2 - TREATMENT OF STAFF

With respect to the treatment of paid and volunteer staff, the Chief Executive Officer may not cause or allow conditions, which are unfair, undignified, disorganized, or unclear or discriminate on the basis of sexual orientation, race, gender, age, or religion.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

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1. Operate without written personnel rules which: (a) clarify rules for staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
2. Discriminate against any paid staff member for non-disruptive expression of dissent.
3. Fail to acquaint staff with the Chief Executive Officer's interpretation of their protections under this policy.
4. Fail to provide regular and structured feedback to the board.

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A3 - TREATMENT OF THE PUBLIC

With respect to the treatment of members of the public, the Chief Executive Officer may not cause or allow conditions, which are undignified, or discriminate on the basis of sexual orientation, race, gender, age, or religion.

A4 - ORGANIZATIONAL PLANNING AND MANAGEMENT

The Chief Executive Officer will not direct the organization's growth or activities in a way that is unclear, uncoordinated, or poorly communicated to staff, volunteers, partners and others involved in carrying out association initiatives.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Manage the organization without a written annual plan that clearly communicates objectives, strategies, tactics, initiatives, and that provides timetables and designates lead responsibilities.
2. Prepare an annual work plan without first assessing the needs of members, affiliates, and volunteers without first evaluating Ends Policies as set forth by the Board of Directors.
3. Prepare an annual work plan that fails to prioritize objectives and key initiatives.
4. Prepare an annual plan that fails to include mechanisms for tracking and assessing the progress of implementing the plan.
5. Prepare an annual plan that fails to consider market trends, state and national issues, or trends within the profession.
6. Prepare an annual plan that fails to consider establishment and maintenance of strategic relations with like-minded organizations.

A5 - FINANCIAL PLANNING/BUDGETING

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not plan in a manner that:

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1. Risks the organization incurring those situations or conditions described as unacceptable in the board's policy Financial Condition and Activities (See A6, below).
2. Fails to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy (See B15, below).
4. Includes an amount for Chief Executive Officer Salary & Benefits until that amount has been determined solely by the board.

A6 - ACTUAL FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the Chief Executive Officer shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Expend funds in excess of 20 percent over prior year-to-date spending, unless budgeted, or over 10 percent of what is in the current year's approved budget within budget categories (e.g., convention, membership).
2. Use the reserve fund without board approval.
3. Fail to settle payroll and debts in a timely manner.
4. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
5. Acquire, encumber, or dispose of real property, without board approval.
6. Fail to appropriately pursue receivables after a reasonable grace period.

A7 - EMERGENCY CHIEF EXECUTIVE OFFICER SUCCESSION

In order to protect the board from sudden loss of Chief Executive Officer services, the Chief Executive Officer will not fail to provide a written emergency plan and a designated emergency person.

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A8 - ASSET PROTECTION

The Chief Executive Officer shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Fail to insure against liability losses to board members, staff and the organization itself in an amount no less than the average for comparable organizations.
2. Allow un-bonded personnel access to material amounts of funds.
3. Unnecessarily expose the organization, its board, or staff to claims of liability.
4. Make any expenditure wherein a conflict of interest may be reasonably assumed to exist.
5. Fail to protect intellectual property, information, and files from loss or significant damage.
6. Receive, process, or disburse funds under controls, which are insufficient to meet the auditor's standards.
7. Fail to invest according to the current investment policy of the Board.
8. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of Ends.
9. Create or purchase any subsidiary corporation.

A9 - COMPENSATION AND BENEFITS

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Chief Executive Officer shall not cause or allow jeopardy to fiscal integrity or to public image.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Establish or change a pension benefit so as to cause unpredictable or inequitable situations, including those that:
 - a. Incur unfunded liabilities

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- b. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.
- c. Allow any employee to lose benefits already accrued from any previous plan.
- d. Treat the Chief Executive Officer differently from other key employees.

A10 - ENDS FOCUS OF GRANTS OR CONTRACTS

The Chief Executive Officer may not enter any grant or contractual arrangements that fail to protect the reputation and integrity of the organization and to emphasize primarily the ends, and secondarily, the avoidance of unacceptable means.

A11 - COMMUNICATION AND SUPPORT TO THE BOARD

The Chief Executive Officer shall not permit the board to be uninformed or unsupported in its work.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring Chief Executive Officer Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored.
2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
3. Let the board be unaware of relevant trends, anticipated adverse media coverage, pending lawsuits, external contractual agreements, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
4. Fail to advise the board if, in the Chief Executive Officer's opinion, the board is not in compliance with its own policies on Governance Process and Board-Chief Executive Officer Linkage, particularly in the case of board

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behavior, which is detrimental to the work relationship between the board and the Chief Executive Officer.

5. Fail to marshal for the board as many staff and external points of view, issues and options as the board determines it needs for fully informed board choices and which remains within budgetary constraints.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and future planning.
7. Fail to provide a mechanism for official board, officer, or committee communications.
8. Fail to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
9. Fail to supply for the consent agenda all items delegated to the Chief Executive Officer yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.

B - GLOBAL GOVERNANCE COMMITMENT

The purpose of the board, on behalf of AANP members, is to ensure that the American Association of Naturopathic Physicians (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

Further, without the intent to limit the above, the board's purpose is to: (a) remain a vibrant organization that effectively promotes and protects the scope and practice of Naturopathic physicians, (b) maintain an efficient and cost effective operation at an appropriate cost, and (c) avoid lawsuits and unacceptable actions and situations while, being vigilant and responsive to challenges and opportunities in the public and private arena.

BI - GOVERNING STYLE

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) leadership rather than administrative detail, (d) clear distinction of board and Chief Executive Officer roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of governance policies. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The board will direct, control and inspire the organization through the careful establishment of broad-written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.

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3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.
 - a. The board will plan its meetings in advance, and will expect that all board members attend all meetings. Board members may be removed from office after two unexcused absences during a fiscal year by a vote of the board and upon request of the president.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling its commitments.
6. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Chief Executive Officer Linkage categories.
7. Each board member shall, when conducting Board and Association activities, engage in respectful and professional communications, be free of impairment by alcohol or illicit drugs, and act with the highest ethical and moral character.

B2 - BOARD JOB DESCRIPTION

Specific job outputs of the board, as an informed agent of the membership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create:

1. A strong link between the stakeholders/members and the operational organization.
 - a. The board of directors must take steps to adequately understand and consider the diverse nature of the organization's membership.

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- b. The board of directors, both as a single entity and individually, will seek to interface directly with individual members, state associations and other affiliate organizations on a regular and ongoing basis.
- c. The board of directors has the visionary responsibility to continually explore the best and most effective means of communication with members.

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2. Written governing policies which address the broadest levels of all organizational decisions and situations
 - a. Executive Limitations: Constraints on executive authority, which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - b. Governance Process: Specification of how the board conceives carries out and monitors its own task.
 - c. Board- Chief Executive Officer Linkage: How power is delegated and its proper use monitored; the Chief Executive Officer role, authority and accountability.
 - d. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
3. Methods to monitor and assess progress towards Ends (see Section E)
4. Informed, Reasoned Decisions: Though not-for-profit Boards are not held to the same standard as for-profit Boards, all officers and Directors are expected and required to make informed and reasoned decisions. Making hasty, sloppy, or uninformed decisions is, at best, grounds for criticism and may be the basis of litigation.

Officers, Directors, and staff are expected to be:

- thoroughly informed
 - free of undue haste
 - actively involved in debate and deliberations
 - aware of the related legal documents and implications before making decisions.
 - maintain documentation, at least meeting notes (until minutes are approved) and require involvement of in-house experts (accountants, lawyers, staff, etc.) whenever such perspective is required to make "informed and reasoned decisions."
5. Supervision: Officers and Directors employing staff are not expected to micromanage the affairs of the organization. However, Board members are expected to carefully scrutinize staff work progress reports, financial reports, and committee minutes and reports. Directors must also review the work of the Chief Executive Officer and her/his staff in the context of the Executive Limitations to ensure their ethical and appropriate action on behalf of the organization.

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Officers and Directors must govern the organization, must maintain a working knowledge of the affairs, policies, and assets of the organization, must understand the needs of the organization members, and must ensure that the organization is furthering its mission and vision.

6. **Confidentiality:** Confidentiality is more an issue of reasonableness than of law. In order for not-for-profit Boards to function effectively, there must be a few understandings. Most basic among these understandings is trust of and respect for the members of the Board. If Board members do not respect and trust each other, they will be reduced to dealing with insignificant issues or not dealing with issues. Developing consensus and exercising leadership on a not-for-profit Board of Directors requires trust. In the absence of trust, not-for-profit Boards cannot function properly. A major aspect of developing trust among Board members is confidentiality and candor. Board members need to know that fellow Board members will make their positions known and that such positions will remain within the circle agreed to.

At the same time, healthy organizations should not regularly require Board members to engage in discussions, which must be kept from the members and/or other interested parties. Discussion of member applicants, sensitive Corporation issues, etc. should be held confidential, but individuals presiding over Board, committee and other meetings should take great care to avoid regular discussion of "confidential" issues. If it is the Board's responsibility to act in behalf of the members, there should be few issues or comments, which should be kept from members.

7. **Travel Reimbursement:** Members of the AANP Board of Directors will be reimbursed for reasonable out-of-pocket, receipted lodging and travel expenses incurred while attending regular Board of Directors meetings as well as duly announced special meetings of the Board or other travel that is pre-approved by the Chief Executive Officer or by the President if the travel is considered part of Board expense account. Reasonable includes the most cost effective method of transportation (booking flights at least 21 days in advance and choosing discounted fares over premium fares). AANP's staff reserves the right to question any receipts that seem unusual. Staff will assist any Board member with travel arrangements as needed.
 - **Accommodations:** Single or double-occupancy room charges; The Board encourages Directors to seek double occupancy to maximize AANP resources. AANP will seek the most affordable and reasonable

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housing accommodations, including shared housing accommodations (such as Air BnB), doing our best to ensure consideration of special needs of any Director or Staff travelers.

- **Meals:** Up to \$50 per day
- **Ground Transportation:** To and from the airport by shuttle or cab, or shared ride services. The least expensive method should be used whenever possible. If renting a car, round-trip shuttle cost may be submitted for cost against the rental.
- **Airfare:** Coach fare booked sufficiently in advance to achieve economy fares (defined as at least 21 days prior to travel or as soon as possible).
- **Own Car Travel:** current federally approved rate per mile plus any parking charges.
- **Entertainment:** Expenses will be paid when the event: Involves work on specific issues, polices, projects. Not to be used for social reasons
- **Gratuities:** Reasonable gratuities with receipt or record
- **Business Expenses:** All receipted costs related to AANP business e.g. photocopying, faxing, office supplies, postage, shipping costs, internet fees, etc. Internet fees for personal use will also be covered during AANP travel.

The Chief Executive Officer must pre-approve any extraordinary expenses not otherwise described by these guidelines. The Executive Committee may approve additional travel related board expenses around conferences or AANP events, based on current fiscal conditions. A decision on whether these expenses will be covered or not must be communicated to the board prior to the event.

Expense reports must be completed and sent to the principle office of the Association within 30 days of expenses being incurred.

[Updated November, 2018]

B3 - QUALIFICATIONS OF AANP DIRECTORS

Not-for-profit organizations are creatures of law and are subject to specific constraints and criteria. In like manner, individuals who become officers, directors, and "agents" of not-for-profit organizations are subject to these laws, individually

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and collectively, and must conduct themselves in accord with these sometimes-unfamiliar requirements.

1. Each member of the Board must be a current regular, associate, student, or supporting member of the Association in good standing for at least two years prior to taking office on the BOD. *[NB: this was intended to be two consecutive years. LCF]*
2. Officers of the Board of Directors must be dues paying leader (preferred but not required) or regular members of the Association and have held a Board seat for at least one two-year term prior to beginning their term as an Officer.
3. A Student member of the Board must be a dues paying member of the Association at least one year prior to serving on the Board and must have successfully completed the first two years of school at one of the accredited naturopathic colleges.
4. All members of the AANP Board of Directors must review the following issues and sign the Code of Conduct and Conflict of Interest Statements found on page 19 and 20.
5. Member in good standing means a current, dues paying member of the AANP. Membership begins upon the date on which initial or renewal dues are paid.

B4 - AGENDA PLANNING

To accomplish its job products with a governance style consistent with board policies, the board will establish and execute its own work plan which (a) completes a review and re-exploration of Ends policies regularly and as-needed and (b) continually improves board performance through board education and enriched input and deliberation and (c) monitors work plan progress, and (d) considers and responds in a timely manner to new concerns and opportunities determined to be Board issues.

1. The board planning cycle will coincide with the two-year planning and budgeting cycle of the organization, and ensure that timely input regarding long-term Ends is available to that process.
2. The cycle will start with the board's development of its agenda for the next two years.
 - a. Consultations with selected stakeholders or other methods of gaining stakeholder input will be determined and arranged in the first meeting, to be concluded by the second meeting.

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- b. Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged for the second meeting.
 - c. The Board will perform a mid-cycle review, i.e., an annual review to evaluate progress toward the two-year plan.
3. Throughout the cycle, the board will attend to consent agenda items as expeditiously as possible.
4. Chief Executive Officer monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated as often as the Board determines.
5. Chief Executive Officer remuneration will be decided after a review of organizational performance based upon adopted Ends policies.
6. Sample Agenda:
 1. *Call to Order*
 2. *Silent Roll Call*
 - a. *Silent Roll Call: This is done to specifically record all individuals present at the meeting and any individual empowered to vote who does not attend the meeting. This record will be recorded in the minutes of this meeting and facilitates not specifying in such minutes the individuals who make, second motions, or the break-down of votes for or against motions. This streamlined procedure is recommended to (1) encourage open and candid discussion (2) to encourage taking action, (3) to limit probability of recrimination from people who did not attend the meeting but who may have access to meeting records and (4) to institutionalize the concept that once an action is taken, credit and culpability are shared by all those party to the action. Even those absent have a responsibility for the outcome of AANP Board of Directors meetings.*

3.

3 Approval of Agendas

AANP has two agendas. The Consensus Agenda is for reports and other items which, if approved, are attached to the meeting minutes and become a part of the meeting record but which do not require discussion and/or specific board action/s. Most committee reports, which do not request additional finance or policy decisions, are included on the "consensus agenda." Items requiring board action and/or discussion are placed on the "Discussion Agenda."

4. *Consent Agenda: At the time the President requests approval of the Consensus Agenda, meeting participants may request or formally move that items be added, removed, or shifted from one agenda to the other. The President may simply agree to such requests or require that votes be taken.*

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The President has and retains authority even after an agenda is approved, to sequence or reorder consideration of agenda items in any order they may wish.

5. *Approval of Minutes*

- a. *Approval of Minutes: Approval of minutes is an important action. Approval of minutes in effect limits the Association, everyone participating in the meeting and agents of the Association to rely upon those minutes. Once minutes are approved, everyone participating in the meeting should destroy meeting notes, tapes, or transcripts. Because while you are limited to use of official records or minutes, anyone else who did not participate in the meeting and/or who is not representing the organization, may utilize any records or information they may be able to obtain.*
- b. *Approval of minutes makes the document approved, regardless of its correctness and/or accuracy, the one and only official record of the meeting, which can be used thereafter by the organization or anyone participating in the meeting.*
- c. *Approval of financials (at specified time: Approval of financial records and/or statements makes such records the official records of that organization. Approval of such record makes the Board responsible for such records and elevates the status of the records and/or any specifications contained in such records to "policy." For instance, approval of a budget makes that budget policy and thus enables authorized individuals to spend the specified amounts for the specified purposes. It also requires subsequent Board approval to exceed such amounts and/or the allocating of such amounts to other purposes.*

6. *Assess Measures since last meeting:*

- a. *Are the measures accurately measuring progress toward our Ends?*
- b. *Do we have the right measures?*

7. *Ends*

- a. *Re-evaluate Ends – are our Ends the best Ends? The most complete Ends?*
- b. *Assess progress towards our Ends (Results of Measures)*

8. *Governance Process*

- a. *Is the Chief Executive Officer acting within the Executive Limitations?*
- b. *Are the Board Governance policies complete and appropriate?*
- c. *Interpretation of Ends = work plan progress reports*

9. *Board committee reports*

The following template represents a portion of the standing agenda of Board meetings with respect to Governance deliberations.

TOPIC	HOW?	WHEN?	CHANGES/ADEQUACY?
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Executive Limitations	Board Review	Annually and as required	Actions needed?
Ends (clarify; define)	Deliberations; external consults; visioning work	Every Meeting	Revisions needed?
Ex. Dir. interpretation of Ends reasonable?, a.k.a. work plan	Review work plan Revise work plan	Quarterly Annually and as required	Recommendations for adjustments to work plan and budget
Measures	1. Are the measures correct? 2. What are the results of each measure?	Every Meeting	Change measures Provide feedback to Chief Executive Officer to adjust work plan and/or adjust Ends
Linkage to members	Method of communication	Every Meeting	Use to adjust Ends
Governance policies	Deliberations	Annually and as required	Adjust Polices
Board Committees	Reports and Input	As Needed	Adjust Ends and Measures

10. Unfinished Business

- a. *"Unfinished business" designates items referred to in a prior set of minutes of this organization and the group meeting. "Unfinished business", once called "old business" does not mean and never was intended to mean an old item added to the agenda or even an item informally discussed at some prior meeting. If the item is not recorded in an earlier set of minutes and therefore cannot be referenced, it has no place in unfinished or old business.*

11. Board Self Evaluation

12. New Business

- a. *"New business" is not intended to be a surprise section. Everyone participating in a meeting should be prepared to discuss any and all issues upon which they will be asked to vote.*

13. Approval of Next Meeting Dates and Locations (specifies future meeting dates and locations)

14. Adjourn (specifies the time the meeting ends)

B5 – BOARD GOVERNANCE STEWARD

The Board Governance Steward (BGS) is charged with supporting, nourishing, and guiding the integrity of the board's governance processes. Similar to the role of a parliamentarian as a resource to a board on issues regarding Roberts Rules of Order, the role of the Board Governance Steward is to ensure the board operates within

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the intent and principles of the governance model and specifically within the approved governance structure of the association. The BGS shall be the President-Elect when serving on the Board and may be the immediate Past-President or other Board member, as determined by the Board, when there is no President-Elect position on the Board. The BGS shall be expected to utilize the Board provided-opportunity to obtain external training in Governance.

Accordingly:

1. The assigned result of the BGS's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting agenda and discussion content will be on those issues that, according to board policy, clearly belong to the board to decide or to monitor. Time sensitive issues will be evaluated as to whether they serve the Ends of the Association and require Board consideration or are best addressed by staff.
 - b. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - c. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The BGS has no formal authority, per se. His/her responsibility is to support the presiding chair of any board meeting in particular and the whole board in general to operate within the governance model framework.
 - a. The BGS is empowered to interrupt board discussions and activities for the purpose of noting a deviation from or violation of agreed upon governance processes, clarifying governance behaviors, and illuminating positive learning moments relative to governance.
 - b. The BGS has no authority to make decisions about policies created by the board.
 - c. The BGS is responsible for monitoring and assessing the board's effectiveness in operating as a governance body, reporting findings on a regular basis, and recommending action steps and resources to rectify and enhance the board's governance performance.
 - d. The BGS will be a de facto member of any efforts regarding board training, board orientation, and board succession.

B-6 – BOARD PRESIDENT

The President of the AANP also serves as Chairperson of the Board of Directors. The President is charged with leading the board of directors in fulfillment of its responsibilities within the boundaries of its job description, nourishing the culture and health of the board toward an ability to effectively communicate, collaborate, and problem solve as a team, ensure collective understanding and adherence to a governance form of board functioning, and guiding the Board in evaluating whether the work plan is making appropriate progress toward the stated Ends Policies.

Accordingly:

1. The assigned result of the president's job is that the board operates consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be on those issues that, according to board policy, clearly belong to the board to decide or to monitor, not the executive committee.
 - b. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - c. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the president consists in making decisions that fall within topics covered by board policies on Governance Process and Board-CE Linkage, with the exception of (a) employment or termination of an CE and (b) where the board specifically delegates portions of this authority to others. The president is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The president is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing. The President will strive to achieve consensus among members on Board decisions by stimulating a thorough discussion of the issues. In the event that consensus cannot be achieved on a particular issue, a majority vote of the Board members present will decide this issue. Regardless of whether a decision is reached by

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consensus or by vote, all Board members are expected to support the decision and speak with one voice.

- b. The President has no independent authority to originate policies or substantively modify policies created by the board within Ends and Executive Limitations policy areas. Therefore, the President is expected to work collaboratively with Chief Executive Officer in sharing perspectives and making good decisions.
- c. The president may represent the board to outside parties in announcing board-stated positions and in stating decisions and interpretations within the area delegated to her or him.
- d. The president may delegate this authority as permitted by other limitations and policies, but remains accountable for its use.

B7 - PRESIDENT-ELECT

The President-Elect may be delegated by the President to perform her/his duties in the event of any temporary disability or absence of the President from meetings, and shall have such other duties as the President or the Board may assign. The President-Elect shall, prior to becoming President, propose to the Board of Directors for their approval, all committee and other appointments appropriate for her/his administration. The President-Elect shall become President without election following the end of the term of the outgoing President.

Responsibilities:

- Participate as a member of the Executive Committee of the Board.
- Assist the President in performing those duties he or she assigns and to prepare for the following year as President by working closely with the President and other officers.
- Assist the President in accomplishing the purposes and goals of the Association.
- Represent AANP as an elected officer.
- Prepare for the position of AANP President.
- Serve as presiding officer in the absence of the President.
- In the months preceding becoming President, discuss with the Board and staff the program themes and initiatives for the presidential term.
- Act as Board Governance Steward for the Board.

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B8 - TREASURER

The Treasurer, on behalf of the Board, shall be responsible for obtaining and interpreting financial reports, assessing the need for external audits, and informing and alerting the Board of any threats to the fiscal integrity to the organization. The Treasurer is also responsible for oversight of the Board's own budget, should such budget exist. The Treasurer shall make a report at the annual meeting about the fiscal status of the Association, or when called upon by the Board to do so. The funds, books, and vouchers of the Association shall, with the exception of confidential reports submitted by members, be subject to verification and inspection by the Board of Directors.

Responsibilities:

- On behalf of the Board, oversee management of AANP finances, financial record keeping and reporting consistent with current AANP Bylaws, Policies, and Procedures.
- Assure that timely and accurate financial statements are provided to Board members on a regular basis.
- Assure that tax returns, financial reports, and fees are filed as required under all applicable laws and government regulations.
- Participate as a member of the Executive Committee of the Board.
- Consult with Chief Executive Officer as needed to accomplish duties and responsibilities.
- Review monthly staff prepared budget reports, and AANP financial statements for accuracy and completeness.

B9 - IMMEDIATE PAST-PRESIDENT

The Immediate Past-President may be delegated by the President to perform her/his duties in the event of any temporary disability or absence of the President from meetings, and shall have such other duties as the President or the Board may assign.

Responsibilities:

- Participate as a member of the Executive Committee of the Board.
- Assist the President in performing those duties he or she assigns and support the new President by working closely with the President and other officers.
- Assist the President in accomplishing the purposes and goals of the Association.
- Represent AANP as an elected officer.
- May serve as Board Governance Steward.

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BIO - BOARD MEMBERS' CODE OF CONDUCT

The board commits itself and its members to the highest ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Members must have loyalty to the AANP's stakeholders, without conflict of loyalties to staff, other organizations, and any personal interest as a stakeholder.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any Associations, which might be or might reasonably be seen as being a conflict.
 - b. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - c. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.
 - d. Antitrust
 - i. The Sherman Act, the Robinson-Patman Act, the Clayton Act, and the FTC Act are among the major federal antitrust laws prohibiting all contracts, combinations, or conspiracies to restrain trade. Not-for-profit organizations, which improperly deny or expel members, set standards, sponsor certification programs, endorse products or services or otherwise advantage or disadvantage individuals or organizations may find themselves in violation of antitrust laws. Even discussion of collective action, pricing or other issues, which could lessen or increase competitive advantage, can subject the association to litigation and fines.

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- ii. Organization officers and directors must maintain control of meetings, at least to the degree that participants do not engage in conversation and/or activities, which violate these laws.
- e. Conflicts of Interest
 - i. State laws define this issue in different ways. However, all of these laws essentially prohibit individuals using their positions in not-for-profit organizations to advantage himself or herself or anyone other than "the membership." In other words, it must be the organization's purpose and the officers and directors' purposes to serve the "common good" of all or the majority of members and they must not seek to advantage him- or herself or any minority at the expense of the majority.
 - ii. Should a Board member or any agent (committee member, staff, member volunteer, etc.) find himself or herself in a conflict of interest, they must announce/acknowledge their conflict and withdraw themselves from discussion of and voting on such issues.
 - iii. Even the appearance of conflict of interest can be very divisive and problematic for an organization and people who hold positions of trust. When in question or doubt, individuals should remove themselves from circumstances, which have even the appearance of conflict of interest.
 - iv. Board members and staff who individually accept gifts, gratuities, "free" trips or other items of value from individuals or organizations seeking business from the organization are conflicted. Board members and staff who themselves receive value; business, etc. from the organization are conflicted.
 - v. Board members and staff who hold personal beliefs, values or commitments, which are contrary to the purposes of the organization, are conflicted and should at least declare their conflict. In some states and circumstances, these issues are characterized as "misuse of office."
- 3. Board members may not attempt to exercise individual authority over the organization.

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- a. Members' interaction with the Chief Executive Officer or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - b. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - c. Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the Chief Executive Officer, members will not express individual judgments of performance of employees of the Chief Executive Officer.
4. Members will respect the confidentiality appropriate to issues deemed by the board to be of a sensitive nature.
 5. Members will be properly prepared for board deliberation.

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B11 - BOARD COMMITTEE PRINCIPLES

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and purpose, and so as never to interfere with delegation from board to Chief Executive Officer.

Accordingly:

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Chief Executive Officer.
3. Board committees cannot exercise authority over staff. Because the Chief Executive Officer works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee, which has helped the board create policy on some topic, may be used to monitor organizational performance and advise the board on that same subject.
5. Committees will be used as needed in an ad hoc capacity.
6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the Chief Executive Officer.

B12 - BOARD COMMITTEE STRUCTURE

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those, which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete or when the President dissolves the committee and the Boards approves the action. The standing

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committees of the board will those called for in the AANP Bylaws, i.e., an Executive Committee and a Nominations Committee.

Nominating Committee

At the Annual Meeting of the Association, the President shall appoint, subject to approval by the Board, a Nominating Committee of at least five (5) qualified members. The composition of this committee shall include reasonable representation from BOD, from HOD – nominated by the HOD, and other appropriate representation, as determined by an Ad Hoc Board committee. The Nominating Committee shall be responsible for selected awareness of candidates most able and willing to serve the Association from the membership. Nominating committee process, including elections process, will be as specified in Appendix B.

Executive Committee

The Executive Committee comprised of the Officers of the Board and the Chief Executive Officer, acts on behalf of the Board of Directors between meetings of the full Board, consistent with the bylaws and Board approved policy and procedure. Actions will be recorded in minutes and circulated to Board at, or before, the next meeting of the Board for Board discussion and approval.

Role of Board Committee, Sub-Committee, Task Force Chair

Convenes and leads Committee meetings, sets the agenda for these meetings, submits meeting minutes and reports to the Board. Except in extraordinary circumstances where an individual has a unique and currently essential skill set, AANP Board committee chairs will be elected directors of the Board. Consistent with the Association's committee policies and strategic plan, BOD committee chairs guide committees in their work as outlined by a scope of work and charge from the Board of Directors. When committees are established, they exist to facilitate the execution of the board policymaking. Committee may work to support the Chief Executive Officer in the execution of the work plan.

Role of Committee/Sub-Committee/Task Force Member

Reports to the Chair and actively participates in the work of the group; provides thoughtful input to the deliberations of the group; focuses on the best

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interests of the association and the group rather than on personal or constituent interests; and works toward fulfilling the group's goals.

Board Consultants and Resource Persons

Report to the Board President, dependent on task and which entity has hired consultant or resource person.

Responsibilities:

- Carries out individual assignments as outlined in the specific contract, and/or as directed by the Board President.
- Hired for the purposes of furthering and supporting the policy work of the Board of Directors.

B13 - POSITION STATEMENTS

Proposed or approved position statements of AANP shall be created and disseminated in accordance with the Association bylaws.

B14 - BYLAW REVISIONS

Members in good standing may submit proposed amendments to the bylaws in accordance with the Association bylaws provided the following conditions are met:

1. The proposal is consistent with the mission, vision and goals of the AANP
2. The submitting member is in good standing with the organization and has been an active member for at least one full year
3. The proposed change is submitted to the Chief Executive Officer at least 60 days prior to the meeting at which the amendment will be voted upon. The Chief Executive Officer will then review and submit to the AANP Board as per current Bylaw procedure.

B15 - COST OF GOVERNANCE

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity, and activities related to these activities will be included in the budget and be managed by the board.

Accordingly:

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1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - c. Outreach mechanisms will be used as needed to ensure the board's ability to listen to stakeholder viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - a. Up to \$10,000 annually for training, including attendance at conferences, workshops, and meeting costs and as approved in the budget. The Board may exceed this amount if so determined by the Board.
 - b. Up to \$5,000 in annually for surveys, focus groups, opinion analyses and as approved in the budget.

B16 – AWARDS POLICIES AND PROCEDURES

Description of the Awards

Current members of the Board are not eligible for any of the following awards.

1. PHYSICIAN OF THE YEAR - Qualifications, Criteria and Policy

The AANP calls on all of its members to nominate qualified candidates for the annual AANP Physician of the Year Award. Each year's award recipient is recognized at the closing banquet of the AANP's Annual Convention. All nominators and nominees must be members in good standing with the AANP, or the nomination will be considered void.

The following criteria will be used to select the AANP Physician of the Year:

Leadership

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- Increases the knowledge and level of competence of fellow physicians
- Increases the vitality of or contributes to the profession of naturopathic medicine
- Contributes significantly to the policy agenda of naturopathic medicine (e.g. state licensing, national affairs, etc.)
- Contributes to naturopathic medicine by writing or through education or some other means

Modeling and Ethics

- Models the Oath of Naturopathic Medicine
- Exhibits the highest ethical standards in practice and service

Individual Achievement

- A dedicated physician who takes excellent care of patients
- A teacher of patients, legislators and doctors/students
- Has accomplished something unique or creative in the previous year, and/or has a distinguished record of service to the profession over many years.

2.

CORPORATION OF THE YEAR- Qualifications, Criteria and Policy

The AANP calls on all of its members to nominate qualified candidates for the AANP Corporation of the Year Award. Each year's award recipient will be recognized at the closing banquet of the AANP's Annual Convention. All nominators must be members in good standing with the AANP or the nomination will be considered void.

The following criteria are used to select the AANP Corporation of the Year:

- Efforts have promoted the goals, projects, activities and functions of the AANP and naturopathic medicine
- Exhibits exceptional leadership in delivering quality products and services to naturopathic doctors and consumers in general
- Has contributed a body of products/services to naturopathic medicine which, when compared to their peers, makes this company stand out above the rest
- Has demonstrated long-term commitment to AANP and our profession

3. BENEDICT AND LOUISA LUST AWARD – Qualifications, Criteria and Policy

The Lust Award is a lifetime career achievement award intended to acknowledge extraordinary naturopathic physicians. The profile of a Lust Award candidate is:

A naturopathic physician who consistently and throughout their career:

- Has made an outstanding contribution towards the goal of transforming healthcare;
- and distinguished his/herself as a leader in the profession;
- By his/her dedication to the highest standards of excellence and the principles of naturopathic medicine, and who
- Has served to advance the goals and ideals of the naturopathic profession in a fundamental and lasting way which
- Has been demonstrated by work that has stood the test of time

This award is not intended as an annual award. It is expected that this award will be given only when there is a nominated candidate who meets or exceeds this profile. Nominations for the Lust award can be submitted by any AANP member annually

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during the specified time prior to the convention when the AANP issues its call for award nominees to the membership. The AANP Board of Directors will make all decisions as to whether a Lust Award will be awarded in any given year, and who the award winner will be.

4. THE VIS AWARD – Qualifications, Criteria and Policy

The Vis Award honors and celebrates the life and work of Dr. William A. Mitchell, N.D. (1947-2007). Dr. Mitchell embodied the Vis with his passion for life, for naturopathic medicine, for teaching, and for the loving care of his patients.

The Vis Award acknowledges persons who represent the Vis, the Healing Power of Nature, as demonstrated through their work, life, and community service. The Vis Award recipients are naturopathic students, faculty members, or clinicians who exemplify the Vis Medicatrix Naturae by their understanding and application of the Healing Power of Nature.

A gift is presented to the Vis Award recipient as acknowledgement of his or her contributions and to encourage further advancement of the Vis Medicatrix Naturae to improve the health of our communities.

- The Vis Award may be bestowed annually at the discretion of the Board of Directors.
- Eligible candidates are naturopathic physicians and current AANP members.
- Candidates are selected from nominations submitted by AANP members.
- The AANP Board of Directors selects the Vis Award recipient.
- The Vis Award recipient is announced at the AANP annual convention.

5. PRESIDENT’S AWARD

Each year, the President of the Board, chooses a recipient of the President’s Award. This individual will be chosen at the discretion of the President. The President is encouraged to select a recipient that supports the mission and vision of the Association.

6. CONVENTION RESEARCH AWARDS

NEED LANGUAGE

Awards Procedures

The opportunity to offer nominations is announced to the membership no less than 10 weeks prior to the convention date. The deadline for nominations will be 6 weeks from the convention date.

Nomination forms containing the nominator's rationale for selection of their nominee will be distributed to the Board of Directors. In order to facilitate the authoring of award wording and the ordering and receiving of the plaques associated with these awards, every attempt will be made to hold a meeting for the Board to discuss and choose the awardees by at least 4 weeks prior to the convention. Subsequent meetings may be required in order to make the best decision, but timeliness for accomplishing tasks in the weeks prior to convention will be an acknowledged factor in this process.

The President will ensure there is an appropriate author for the wording of each plaque. The President will usually be the presenter of the award but there may be circumstances in which another individual would also be particularly meaningful as a presenter.

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B17. APPENDICES

APPENDIX A. Conflict-of-Interest Board Form

It is the duty of all AANP officers, directors, agents, and other persons occupying positions of authority and influence, while serving in such positions, to place the interests of AANP foremost in any dealings with AANP, its affiliates or related organizations.

Officers, directors, agents, and other persons occupying AANP positions may not obtain for themselves, their business/professional associates, relatives or friends, material interest of any kind from their association with AANP or its affiliates.

Officers, directors, agents and other persons occupying AANP positions shall disclose to the Board of Directors, any material interest in proposed transactions or activities to which AANP is party and shall refrain from attempting to influence matters in which they, their associates or relatives have material interest.

Officers, directors, agents and other persons occupying AANP positions shall disclose to the Board of Directors any position or interest in organizations or enterprises competing or conflicting with AANP purposes and/or interests.

I have read the AANP Conflict-of-Interest Policy and to the best of my knowledge, except as disclosed herewith, have no conflict-of-Interest with AANP or my position in AANP. Further, I agree henceforth to disclose to the AANP Board of Directors any Conflict-of-Interest of which I may become aware.

Date: _____

Signature: _____

Exception(s) (if applicable): _____

(Please attach additional pages and/or supporting documents if necessary)

APPENDIX B. Nominating/Elections Committee Process

The President will appoint five members to the Nominating Committee as part of the annual committee appointment process and in accordance with the recommendations of the Board committee regarding make-up of the committee. The Committee shall be comprised of those most able and willing to serve the association from throughout the membership. The Nominating Committee shall serve for a term of one year.

Nominating and Election Procedures

Nominees must be current members in good standing, and have been members of the AANP for at least 2 years immediately prior to serving on the Board of Directors. Nominees for Director may be Regular, Student or Associate members as defined by the bylaws.

Nominees for Officers must be Regular members of the AANP. No more than two board members who are not regular members can serve at the same time.

Nominating Procedures - The AANP office will issue a call for Nominations no less than 13 weeks prior to the Annual Meeting. The call for nominations document will include the following:

1. Description of offices and board positions to be filled—name of office, responsibilities, resources available to that office, term of office
2. Reference to website for Articles of Incorporation and By-laws
3. Description of the Nominating Petition package to be completed and received by the AANP Chief Executive Officer no later than nine weeks prior to the Annual Meeting
4. Description of the Elections Process

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The Nominating Petition will consist of:

1. A petition from the candidate stating all contact information—signed by candidate and by five (5) AANP Regular Members
2. Agreement to serve for office and term stated
3. Copy of current professional license to practice for any profession requiring license
4. Copy of educational degrees/diplomas
5. Signed statement from candidate affirming familiarity with all governing documents and with policy regarding elections process.
6. A statement of up to 500 words from candidate for publication to voting members, re: Why do you want to be elected to this office? What would you like to accomplish? What education, skills, and experience do you bring to the position? What else would be helpful to voting members in making their voting decisions?
7. Optional: Resume or Curriculum Vitae

The Chair of the Nominating Committee shall notify the Board of Directors at least seven weeks before the Annual Meeting of the names of candidates whom the committee has certified as eligible to run for Directors and officers of the Corporation. The Board of Directors shall cause the report of the Nominating Committee, with or without Board endorsement, to be communicated to each and all voting members, with instructions for voting, at least four weeks prior to the Annual Meeting.

Election Procedures - Ballots shall be distributed to all members 4 weeks prior to the annual membership meeting each year. Ballots will include the name, biographical history, and statement of intent from each candidate to assist the members in deciding their vote. Voting members shall be granted a period of 10 days following issuance of ballots to communicate their vote to the Association. Ballots must be returned to the national office at least 20 days prior to the annual membership meeting. The candidates with the most number of votes shall be elected.

All nominees will be notified of the results of the election, by the Chair of the Nominating Committee, prior to the annual membership meeting each year. New Board members will be invited to attend the Board Meeting at the annual

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conference. Announcement of the results of the election will be made to the membership at the annual meeting.

The newly elected Board members shall take office at the first board meeting of the subsequent fiscal year. The Board of Directors at any regular or special meeting shall fill vacancies in any Board of Directors position for the remaining term of that Director.

Resources available to candidates

1. Candidates' statements from Nominating Petition package will be distributed on eNnews and by mail at AANP cost.
2. Candidates can submit any statements of reasonable length for publication in eNews at AANP cost.
3. Ballots distributed both electronically and by mail will include candidate statements from Nominating Petition package.
4. Any AANP publication of any kind that makes space available to any candidate shall make the same amount of space available to all candidates.

Candidates are invited to communicate with members at their own cost. The AANP will charge candidates only actual cost for mailing labels, or for an electronic mailbox, as available.

Elections Process Summary Timeline

1. Nominating Committee named by president
2. Call for Nominations distributed no less than 13 weeks prior to the Annual Meeting of the election year.
3. Nominating Petition packages due to the AANP Chief Executive Officer no later than nine weeks prior to the Annual Meeting of the election year.
4. Committee responsibilities include:
 - a. Determine which offices and board positions are open and communicate such to the Chief Executive Officer and the Board.
 - b. Authenticate and certify all nominating petitions with staff assistance.
 - c. Assure that all offices will be filled
 - d. Plan thoughtful distribution of Candidate Communication to voting members

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- e. Responsible to board for election oversight
- 5. Ballots and candidate information will be distributed to the voting membership at least four weeks prior to the annual meeting each year.
- 6. Electronic voting will close 24 hours prior to the announcement of the results.
- 7. Prior to submitting results to the Nominating Committee, staff will assure that each vote issues from a voting member and that each member identification number has only one vote.
- 8. Election results certified by Nominating Committee will be announced at the Annual Meeting

Election of Officers of the Board - The officers shall be elected annually by the voting membership from among the nominated candidates. To serve as an officer of the Board, one must have served a minimum of one two-year term as a Director on the AANP Board.

Officers are limited to serving a total of four (4) consecutive years as an officer in addition to the maximum of two (2) consecutive two-year terms as a Director. The President-elect shall serve a one-year term, followed by a two-year term as President, followed by a one-year term as Past-President. (Approved March 2007).

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C – GLOBAL GOVERNANCE-MANAGEMENT CONNECTION

The board's sole official connection to the operational organization, its achievements, and conduct will be through a Chief Executive Officer, titled Chief Executive Officer.

CI – UNITY OF CONTROL

Only officially, passed motions of the board are binding on the Chief Executive Officer. However, it is the intent of the Association that the Chief Executive Officer acts in conformity with the spirit, vision, and intent of the Board of Directors.

Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Chief Executive Officer except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer opinion, a material amount of staff time or funds or is disruptive.
3. Should the responsibilities and work of an individual Board member require support from the Chief Executive Officer/staff, it is the prerogative of said Board member to seek such support. Should the support not be forthcoming, the Board member is encouraged to attempt to resolve the situation with the Chief Executive Officer/staff first. If this is unsuccessful, the Board member should bring the matter to the attention of the Board President for satisfactory resolution.
4. The Board, as a whole, may expect to receive timely and satisfactory updates from the Chief Executive Officer/staff regarding the activities of the Association and any time-sensitive issues that arise in accordance with the Board Agenda.
5. The spirit of communications between the Board and the Chief Executive Officer/staff will be based upon transparency, trust, and honesty. Should communication breakdown occur, it will be the responsibility of the Board to rectify communications, which could include the use of external consultants.

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C2 – ACCOUNTABILITY OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Chief Executive Officer.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer unless so authorized by the Chief Executive Officer.
2. The board will not evaluate, either formally or informally, any staff other than the Chief Executive Officer.
3. The board will view Chief Executive Officer performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board prescribed means will be viewed as successful performance. Additional evaluation tools may be used as deemed helpful to the continued successful performance of the Chief Executive Officer.

C3 – DELEGATION TO THE CHIEF EXECUTIVE OFFICER

The board will instruct the Chief Executive Officer through written policies, which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Chief Executive Officer to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop policies instructing the Chief Executive Officer to achieve specified results, for specified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The board will develop policies, which limit the latitude the Chief Executive Officer may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.

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3. As long as the Chief Executive Officer uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the Chief Executive Officer is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Chief Executive Officer shall have full force and authority as if decided by the board. Towards this end, the Board may expect to receive regular and timely updates of critical decisions and actions of the Chief Executive Officer.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Chief Executive Officer domains. By doing so, the board changes the latitude of choice given to the Chief Executive Officer. However, as long as any particular delegation is in place, the board will respect and support the Chief Executive Officer's choices.

C4 – MONITORING CHIEF EXECUTIVE OFFICER PERFORMANCE

Systematic and rigorous monitoring of Chief Executive Officer job performance will be solely against the expected Chief Executive Officer job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data, which do not do this, will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Chief Executive Officer discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be Chief Executive Officer *any reasonable* Chief Executive Officer *interpretation* of the board policy being monitored. The board is final arbiter of reasonableness, but will always judge with an evaluation process/monitoring schedule rather than with interpretations favored by board members or by the board as a whole. Such a

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process shall include an annual performance evaluation of the Chief Executive Officer, such evaluation completed at the end of each fiscal year. The evaluation tool will be developed and completed by the Board as a whole under the guidance of the Board President.

4. All policies, which instruct the Chief Executive Officer, will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.
5. All policy violations will be noted and, if there are no mitigating circumstances, will contribute to a negative appraisal of Chief Executive Officer performance. The board will however view violations of financial policies as especially serious.
6. The Executive committee of the Board shall address any negative appraisals or misconduct on the part of the Chief Executive Officer. The Board at the next earliest opportunity must ratify all evaluative and disciplinary actions of the Executive Committee.
7. The board will decide in the 4th Quarter Board Meeting Chief Executive Officer salary and benefits based on: market conditions, performance as measured by monitoring, and the Association's financial stability.

D – GLOBAL ENDS POLICY

People will experience optimal health and wellness through the principles and practices of naturopathic medicine, and actions towards this End will not exceed the operating budget of the Association.

D1 - Nested Ends Policies

People: Every person will know what a naturopathic physician is and will have access to a naturopathic physician licensed to practice the full scope of naturopathic medicine for their health care.

In the marketplace, naturopathic physicians and services will be accessible, equitably reimbursed, and in demand.

The critical needs of individuals living in impoverished and underserved areas of the world will have access to naturopathic medical care.

Naturopathic medicine will seek to serve diverse cultures, societies, and ethnicities.

Naturopathic medicine will be provided in a manner that is culturally competent and respectful of the diverse expressions of the human condition.

Consumers shall participate in legislative and policy initiatives of the naturopathic profession, shall provide financial support

to naturopathic endeavors, and shall belong to associations and organizations, which support naturopathic medicine and its practitioners.

Naturopathic physician members: Every naturopathic doctor will have the opportunity to be professionally successful.

In the institutional environment, the naturopathic profession will be valued and there will be opportunities for institutional collaboration, expansion and quality improvement.

The professional environment for naturopathic services will maximize the opportunity for professional success and financial viability for every naturopathic doctor.

The American Association of Naturopathic Physician (AANP) will provide practical and valued information and tools to establish and advance the practices of naturopathic physicians, to strengthen the naturopathic community, and to expand and reinforce the profession as a whole.

The practice of naturopathic medicine will be enhanced by the development of best practices, published research, and practice-based outcomes data.

Naturopathic physicians will be fully integrated into the national healthcare system utilizing electronic, legislative and policy platforms.

Institutions: The healthcare system will transform and evolve to include naturopathic principles and practices, leading to an increased focus on wellness, health promotion, and disease prevention.

In the policy environment for healthcare, the philosophy, practices and principles of naturopathic medicine will be encompassed and naturopathic doctors will be involved in policy development.

Naturopathic medicine will be an integral part of integrated healthcare initiatives, mandates, and services.

Naturopathic physicians and the profession as a whole will proactively evolve in order to participate in government and institutional programs and health initiatives.

Planet: Socio-cultural attitudes and actions will transform and evolve to include naturopathic principles regarding the relationship between health and the interdependence of individuals, human communities, and the planetary ecosystem.

Naturopathic physicians will establish opportunities to provide naturopathic medicine in other countries and cultures.

Naturopathic medicine will seek to incorporate compatible aspects of other healing traditions into the practice of naturopathic medicine.

Naturopathic physicians will acknowledge the connection between human health and the health of the planet, and provide leadership in sustainable practices.

E – MONITORING SCHEDULE

It is the responsibility of the Board to evaluate whether the work plan is making appropriate progress toward the stated Ends Policies, i.e., is the plan (and its execution) actually achieving the intended outcomes? Most if not all of the data required for, the Board to conduct this assessment will be collected via the Data Collection Program. The Board has the ability to additionally collect data it deems necessary as a means of direct inspection. Additional internal reports from the Chief Executive Officer and external reports from other agencies and individuals will contribute to this assessment.

E1 - ENDS MEASURES

To conduct its evaluation the board has established a set of measures to be applied. These have been included in the action plan for the Data Collection Program, and are described below. *Note: This is the first year data is being systematically collected for this purpose and collection mechanisms will be created. Some data for ends measurement is already available, and some of it will be a challenge. Thus, the ends measures described have been categorized according to the degree of challenge, as follows:*

- (1) = easy;*
- (2) = some difficulty;*
- (3) = challenging of resources, time and expertise.*

END	MEASURES	METHODOLOGY / EASE
Global End: People will experience optimal health and wellness through the principles and practices of naturopathic medicine, and actions towards this End will not exceed the operating budget of the Association.		1 = easy; 2 = some difficulty; 3 = challenging of resources, time and expertise but do-able
<i>People:</i> <i>Every person will know what a naturopathic physician is and will have access to a naturopathic physician licensed to practice the full scope of naturopathic medicine for their health care.</i> ➤ In the marketplace, naturopathic physicians and services will be	<i>A. How broadly is naturopathic medicine regulated?</i> 1. Number of states that recognize and regulate the practice of naturopathic medicine. 2. No. of regulated states with scopes allowing full scope practice with enumeration of such scope, at least equivalent	1. Tally (1) 15 (June 2009) 2. Tally (1) 7 (June 2009)

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<p>accessible, equitably reimbursed, and in demand.</p> <ul style="list-style-type: none"> ➤ The critical needs of individuals living in impoverished and underserved areas of the world will have access to naturopathic medical care. ➤ Naturopathic medicine will seek to serve diverse cultures, societies, and ethnicities. ➤ Naturopathic medicine will be provided in a manner that is culturally competent and respectful of the diverse expressions of the human condition. ➤ Consumers shall participate in legislative and policy initiatives of the naturopathic profession, shall provide financial support to naturopathic endeavors, and shall belong to associations and organizations, which support naturopathic medicine and its practitioners. 	<p>to that contained in the AANP Model Licensing Bill.</p> <p><i>B. Is naturopathic medicine in demand?</i></p> <p>3. Number of referrals generated on Find a Doctor (AANP website)</p> <p>4. Rate of increase in the number of naturopathic doctors practicing, in both licensed and unlicensed states.</p> <p>5. % of people in a comprehensive population-based survey that recognize the term "naturopathic doctor" -</p> <p>6. Annual average ND income in both dollars and percent compared to general practice MDs.</p> <p>7. The average number of days a new patient has to wait to see an ND, as measured by survey of members.</p> <p><i>C. Is naturopathic medicine reaching underserved populations?</i></p> <p>8. Percentage of NDs that self report that a majority of their practice serves an under-served population.</p> <p>9. % of clinical services delivered to underserved populations at naturopathic medical colleges.</p> <p><i>D. Are non-NDs supporting the naturopathic profession?</i></p>	<p>3. Tally (1) 418 from 4/8 – 8/7 (35,697 unique views of FAD)</p> <p>4. Data collection from third parties (2) # of licensed NDs = 3,180</p> <p>5. Contracted service (\$\$\$ - 3)</p> <p>6. Annual survey (2)</p> <p>7. Annual survey (2)</p> <p>8. Annual survey (2)</p> <p>9. Annual Survey (2)</p> <p>10. Tally (1) 29 corporate + 4 convention</p> <p>11. Tally (1)</p>
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	<p>10. Number of corporate sponsors and supporting individuals of the AANP.</p> <p>11. Percentage of growth per annum of Cap Wiz consumer grass roots responses.</p>	
<p><i>Naturopathic physician members:</i> <i>Every naturopathic doctor will have the opportunity to be professionally successful.</i></p> <ul style="list-style-type: none"> ➤ In the institutional environment, the naturopathic profession will be valued and there will be opportunities for institutional collaboration, expansion and quality improvement. ➤ The professional environment for naturopathic services will maximize the opportunity for professional success and financial viability for every naturopathic doctor. ➤ The American Association of Naturopathic Physician (AANP) will provide practical and valued information and tools to establish and advance the practices of naturopathic physicians, to strengthen the naturopathic community, and to expand and reinforce the profession as a whole. ➤ The practice of naturopathic medicine will be enhanced by the development of best practices, published 	<p><i>A. Are NDs being included in health-related professional networks and systems?</i></p> <p>1. Number and type of professional health-related organizations that recognize naturopathic doctors for membership.</p> <p>2. Number of naturopathic physicians employed by institutions and the diversity of these institutions.</p> <p>3. Number of federal and state loan forgiveness programs that include NDs.</p> <p>4. Amount of public money dedicated to research that includes NDs as part of the investigative team.</p> <p><i>B. Are NDs successful in their practices?</i></p> <p>5. The percentage of NDs self-reporting that they are satisfied with how busy they are in their practice.</p> <p>6. Number of annual office visits (including procedural visits)</p> <p>7. Average percentage of ND annual gross income from pharmacy</p>	<p>1. Data collection from third parties (2)</p> <p>2. Annual survey (2)</p> <p>3. Data collection from third parties (2) <i>0</i></p> <p>4. Data collection from third parties (2)</p> <p>5. Annual survey (2)</p> <p>6. Annual survey (2)</p> <p>7. Annual survey (2)</p>

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<p>research, and practice-based outcomes data.</p> <p>➤ Naturopathic physicians will be fully integrated into the national healthcare system utilizing electronic, legislative and policy platforms.</p>	<p><i>C. Are NDs actively engaged in research?</i></p> <p>8. Number of practice based research outcome studies on naturopathic medical practice.</p> <p>9. Number of ND practices that are collecting clinical outcome data, including but not limited to those using EMRs.</p> <p><i>D. Is the AANP engaging individual doctors?</i></p> <p>10. Percentage of eligible NDs who are AANP members.</p> <p>11. Number of volunteers who contribute their time to AANP sponsored initiatives and programs.</p>	<p>8. Data collection from third parties (2)</p> <p>9. Annual survey (2)</p> <p>10. Build methodology collect data (3) <i>45% (excl students)</i></p> <p>11. Build a data base and maintain updates (2) <i>Total = 316 Alliance, SALT, FLI, NCSL, Articles, Media, EMR, BOD, HOD</i></p>
<p><i>Institutions:</i> <i>The healthcare system will transform and evolve to include naturopathic principles and practices, leading to an increased focus on wellness, health promotion, and disease prevention.</i></p> <p>➤ In the policy environment for healthcare, the philosophy, practices and principles of naturopathic medicine will be encompassed and naturopathic doctors will be involved in policy development.</p>	<p><i>A. Is the naturopathic profession being effective in creating institutional recognition?</i></p> <p>1. Number of federal and state health-related programs, policies, and initiatives in which NDs are specifically named.</p> <p><i>B. Is the naturopathic community effectively participating in institutional advocacy?</i></p> <p>2. Number of times NDs submit written testimony or verbally testify before Congress and federal agencies.</p>	<p>1. Data collection from third parties (3) <i>1</i></p> <p>2. Tally (1) <i>0</i></p>

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<ul style="list-style-type: none"> ➤ Naturopathic medicine will be an integral part of integrated healthcare initiatives, mandates, and services. ➤ Naturopathic physicians and the profession as a whole will proactively evolve in order to participate in government and institutional programs and health initiatives. 	<p>3. The level of member awareness and comprehension of AANP policy activities, as determined through member surveys.</p>	<p>3. Annual survey (2)</p>
<p><i>Planet:</i> <i>Socio-cultural attitudes and actions will transform and evolve to include naturopathic principles regarding the relationship between health and the interdependence of individuals, human communities, and the planetary ecosystem.</i></p> <ul style="list-style-type: none"> ➤ Naturopathic physicians will establish opportunities to provide naturopathic medicine in other countries and cultures. ➤ Naturopathic medicine will seek to incorporate compatible aspects of other healing traditions into the practice of naturopathic medicine. 	<p><i>A. Is the naturopathic profession attentive to environmental considerations?</i></p> <ol style="list-style-type: none"> 1. Number of corporate partners whose core business is related to health and sustainability. 2. % of NDs participating in ‘greening’ their offices. 3. % of NDs purchasing carbon credits in the past year. 4. Number of presentations by NDs regarding environmental issues <p><i>B. Is the naturopathic profession active beyond North America?</i></p> <ol style="list-style-type: none"> 5. Number of CNME graduate naturopathic physicians providing care outside the US & Canada. 6. Number of countries that regulate naturopathic medicine (in any fashion) 	<ol style="list-style-type: none"> 1. Tally (1) 5 = sustainability, 15 other <i>Environmental – about 50%</i> 2. Annual survey (2) 3. Annual survey (2) 4. Tally (1) 5. Data collection and survey (3) 6. Tally (2)