

Workers Compensation and Personal Injury Committee
Operational Policies and Standards of Conduct
(ACTION)

The question before the BOD is approval of WCPIC operational and standards of conduct document.

**COLORADO MEDICAL SOCIETY
WORKERS' COMPENSATION AND PERSONAL INJURY COMMITTEE
OPERATIONAL POLICIES: STANDARDS OF CONDUCT**

1. Duties of Care & Loyalty

1.1 Overview

Colorado statutes set forth that the board of directors for a non-profit organization has the authority to create and delegate decision-making duties to board approved councils or committees. See C.R.S. 7-128-206(6). The statute allows for these committees and councils to operate under the supervision and guidance of the board of directors, or their designated sub-committee (the executive committee).

The board of directors, or delegated sub-committee (the executive committee) shall have final oversight over the policies, procedures, and decisions of the delegated council or committee, and the board of directors or delegated executive committee shall review and approve those policies and procedures annually and decisions throughout the course of the year. The board of directors or its delegated executive committee shall also have the power to review, affirm, or reverse all policy and other decisions made by CMS councils or committees delegated under the authority of the CMS board of directors. C.R.S. section 7-128-206(6).

The purposes of this society as provided in the Constitution are:

To promote the science and art of medicine, the betterment of public health, and the welfare of the medical profession and the patients it serves; and to promote the similar interests of its component county and district medical societies.
Constitution of CMS, Article II (September 2005)

1.2 Duty of Care

The duty of care of the members of the CMS Workers' Compensation and Personal Injury Committee hereinafter referred to as WCPIC is to act as a good steward for the Colorado Medical Society by using reasonable care and good judgment when making policy decisions on behalf of the organization. A member of the WCPIC must exercise due care when conducting activities, voting on

legislation, state agency rulemaking, or matters pertaining to private entities, and making statements, or otherwise acting on behalf of CMS in the public arena. A CMS WCPIC member should always act in CMS' best interest---not the best interest of the member or any other entity, including component society.

1.3 Duty of Loyalty

The duty of loyalty requires CMS WCPIC members to be faithful to the organization, avoid conflicts of interest, maintain confidentiality of information and support the positions, policies and decisions of the CMS WCPIC.

CMS WCPIC members shall use caution when speaking in a public forum, avoiding statements that would reasonably cause an individual to believe that the WCPIC member is representing a position contrary of WCPIC or CMS.

1.4 Conflict of Interest Policy

Conflicts of interest may exist where a CMS WCPIC member participates in deciding or voting on a policy issue while, at the same time, having other financial, business, professional or personal interests that could lead the CMS WCPIC member toward bias or predisposition on the issue or appear to present such a conflict. Conflicts should be disclosed so that the CMS WCPIC can decide whether or not a conflict exists and how to deal with it.

The WCPIC has adopted a Statement of Policy on Conflicts of Interest that is incorporated into these Operational Policies. Each CMS WCPIC member is expected to review and sign the statement annually. This is to ensure that any conflicts of interest (as defined in the Statement of Policy) are identified and disclosed so that the CMS WCPIC can take appropriate action.

1.5 Confidentiality & Executive Session

Another element of the duty of loyalty is to maintain the confidentiality of information presented or discussed in executive sessions of the CMS WCPIC. Matters relating to personnel issues or legal advice from CMS' general counsel are matters that are typically addressed in executive session. CMS WCPIC members must always maintain the confidentiality of such information as part of their duty of loyalty to CMS. In addition, there may be matters of a proprietary nature or relating to policy strategies that are discussed during CMS WCPIC meetings that should also be treated as sensitive and confidential. When in doubt, the CMS WCPIC member should seek clarification from the Chair.

2. Conduct of CMS Workers' Compensation and Personal Injury Committee Members

2.1 Prior to CMS WCPIC Meetings- In order to be prepared to discuss and decide issues presented at a CMS WCPIC meeting, members of the CMS WCPIC should review all written materials prior to the CMS WCPIC meeting. In addition, and where appropriate, CMS WCPIC members should seek out and solicit information from the membership, constituent specialty groups or local societies and other resources that may contribute to the discussion and decisions. CMS WCPIC members may also wish to engage in discussions with staff of CMS WCPIC prior to the meeting in order to clarify issues.

2.2 Attendance at CMS WCPIC Meetings - CMS WCPIC members are expected to attend each meeting of the CMS WCPIC either in person or by telephone and to actively participate in those meetings. If a CMS WCPIC member knows that he/she will not be able to attend, the member should communicate that to the WCPIC Chair. If a CMS WCPIC member **is unexcused more than 3 regularly scheduled meetings in any one calendar year**, the Chair of the WCPIC shall meet with the member to determine whether or not the person should continue to serve on the CMS WCPIC.

2.3 During CMS WCPIC Meetings, members are expected to conduct themselves in a professional and courteous manner at all times during WCPIC discussions. CMS WCPIC members should respect opposing views and encourage diverse opinions and attitudes during the discussion. They should also give consideration to all points of view; seek input from various constituencies; consider the financial resources available to CMS; and focus on strategy. Those members expressing a different view or position should not be made to feel that their opinions do not matter. Each CMS WCPIC member has an affirmative duty to address each issue and should speak out during the WCPIC meeting.

The members of the WCPIC should also respect and carefully consider the political and policy information provided by CMS staff.

The person chairing the meeting should make every effort to encourage and ensure that each CMS WCPIC member has the opportunity to address the issues. The atmosphere of the meeting should be perceived as a “safe environment” where CMS WCPIC members may speak freely. Once the CMS WCPIC makes a decision, however, the duty of loyalty requires each CMS WCPIC member to support that decision subject to Section 2.4 below. CMS WCPIC members should not criticize fellow Committee members inside or outside the meeting. Members of the CMS WCPIC have a duty of care and loyalty to the Colorado Medical Society regardless of who appoints, nominates or elects the person to the Committee. CMS WCPIC members who serve on other councils or committees or who are appointed by constituent organizations are reminded that their duty of loyalty while acting as a CMS WCPIC member is to

CMS---not to any other organization. Similarly, when such a member is participating at the local society level, the member's duty of loyalty is to that organization. One metaphor that is often used in these situations is that some CMS WCPIC members wear "two hats". In keeping with that metaphor at CMS WCPIC meetings, a member should always act in the best interests of CMS and only wear the CMS "hat".

2.4 After CMS WCPIC Meeting

2.4.1 Information to communicate

In order to further transparency and full disclosure, **after CMS WCPIC members have voted on a policy position**, members are encouraged to communicate actions, positions or policies adopted at WCPIC meetings to the membership and/or constituent organizations. However, care should always be taken to ensure accuracy and to not discredit CMS, the CMS WCPIC or other members. In addition, members should not discuss confidential proceedings (e.g. executive session); interfere with the duties of staff; or speak on behalf of CMS unless authorized to do so.

1.4.2 Options for CMS WCPIC members who do not prevail on issues

In the event that a CMS WCPIC member's position does not prevail at the meeting, the WCPIC member has several options. First, the member may seek re-consideration of the decision at the meeting or at a future CMS WCPIC meeting. Typically, this is the result of additional information coming to the attention of those who voted in the minority. If the WCPIC decides not to reconsider the issue, the member may petition the Executive Committee to reconsider and/or change the policy. Finally, a member could seek to have the CMS position augmented by seeking the publication of a "minority" report to accompany the CMS position.

2.4.3 Duty of Loyalty

CMS WCPIC members shall be respectful and supportive of all decisions made by the CMS WCPIC, regardless of the member's individual opinion. Once the WCPIC has decided (after input and discussion), each member shall support that decision and not speak against it when representing CMS or COL. A member in the minority may **always** address the Executive Committee when seeking reconsideration or reversal of a CMS WCPIC decision.

2.4.4 Release from duty of loyalty

CMS WCPIC members may engage in testimony at the General Assembly or at the Department of Workers' Compensation contrary to adopted WCPIC positions, provided that the CMS WCPIC member notifies the Chair of the member's intent

to engage in the activity. After the CMS WCPIC Chair has been notified, the Chair may notify the CMS WCPIC of the member's intention.

The WCPIC member may proceed provided that he/she makes clear in any written or oral communication that the member is not speaking on behalf of or as a representative of CMS or WCPIC; that the member is only speaking in his/her individual capacity or on behalf of another organization; that the CMS WCPIC member discloses the position of CMS in any oral or written communications; and that the CMS WCPIC member does not discredit or criticize other CMS WCPIC members or staff. Individuals may disclose that they are members of CMS, but are required to make clear they are not speaking on behalf of CMS.

2.5 CMS WCPIC decisions can be made based upon a majority vote. However, the WCPIC recognizes that there are issues which because of the subject matter or the level of interest as to those issues, that a vote of more than a majority may be preferred. This will be a subjective test depending on the facts and circumstances of each situation. However, wherever possible, the CMS WCPIC should seek to have as many CMS WCPIC members agree to the policy/position. The WCPIC may add minority opinions from WCPIC decisions, and those minority opinions will be included in reports send to the board of directors for approval.

2.6 As part of the CMS WCPIC's ongoing commitment to having a well-informed CMS WCPIC, CMS shall take an active role in ensuring that CMS WCPIC members are made aware of and understand these Operational Policies. Policies should be communicated in advance, clearly articulated and applied consistently. Education efforts may include, but not be limited to, the following: orientation programs; mentoring of newer CMS WCPIC members; and implementation of CMS WCPIC assessment/self-evaluation tools.

3. Violations of CMS WCPIC Policy

3.1 Chair. If a CMS WCPIC member acts contrary to these Operational Policies, the WCPIC Chair shall speak to the CMS WCPIC member to seek an explanation and, when appropriate, advise the CMS WCPIC member to refrain from such acts or omissions in the future.

3.2 CMS WCPIC Action. If the Chair is unable or it is inappropriate for the Chair to speak to the CMS WCPIC member, the matter may be brought before the Executive Committee to discuss the matter with the CMS WCPIC member to ensure that the conduct is not repeated.

3.3 Referral to Board of Directors. In situations in which a CMS WCPIC member continues to violate these Operational Policies or in immediate extreme circumstances, the CMS WCPIC may seek removal of the council member by the Board of Directors in accordance with Article XII, Section 1 of the CMS Bylaws (“Recall”).

4. CMS WCPIC Relationship with Staff

Any concerns or issues with the performance of individual CMS staff members shall be brought to the attention of the Chief Executive Officer (CEO). CMS WCPIC members should not discipline or provide letters of reference for any individual staff member. All such matters are to be referred to CEO.

5. Periodic Review of Policies

The CMS WCPIC policies and procedures shall be reviewed annually by the board of directors in accordance with C.R.S. 7-128-206 and, if necessary, the board shall revise these Operational Policies.

6. Participation by Non-Members in WCPIC Discussions

Physicians who are members of the Colorado Medical Society, but are not appointed to the WCPIC shall have the option to attend WCPIC meetings.

The CMS WCPIC welcomes all physician CMS members to attend, however participation in discussion and voting is limited only to appointed members of the CMS WCPIC.

7. CMS WCPIC Voting

Voting on matters before the CMS WCPIC shall be limited only to appointed members of the WCPIC. While CMS physician members are encouraged to attend, voting on policy matters is strictly limited to those who have been appointed to the WCPIC.

8. Disclosure of Contract Lobbyist or Consultants

All lobbyists or consultants who participate in CMS WCPIC discussions **shall disclose** all clients currently contracted with said lobbyist or consultant, as well as any potential conflicts of interest. This includes, but is not limited to, outside organizations that may have conflict with CMS, organizations or entities that may have conflicting policies as CMS, organizations that are involved with CMS, or organizations or entities that do business with CMS. This policy shall be enforceable by the Chair of the WCPIC.

I have read this document and agree to abide by the Colorado Medical Society's Standards of Conduct.

Name: _____
(Signature)

Name: _____
(Please Print)

Date: _____ / _____ / _____