



# SAMPLE DESCRIPTIONS and POLICIES

This document contains sample policies, some of which are required, and/or strongly recommended.

**NOTE:** A few policies listed at the back are from the CMSA National Board and are for your information only. Chapters will not adopt them for their local needs. As these policies may affect the relationship of the local chapter to the national organization, they are included for informational purposes.

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## WHAT ARE POLICIES?

Policies are written rules, statements, principles, or directives for making decisions and taking action. Their purpose is to serve as a guide when the board carries out its governance duties and while staff conducts the organization's daily operations. Policies also establish a standard and recommended way of acting in challenging situations. They function as a protective mechanism for the organization and for individuals when a decision is questioned; those responsible can explain how they reached their conclusion by pointing to an approved policy that was followed. For nonprofit organizations, policies are tools for setting priorities, making decisions, as well as, defining and delegating responsibilities.

## CORE ORGANIZATIONAL DOCUMENTS

Policies are part of the core organizational documents that reflect how a nonprofit fulfills its mission and carries out its business in an orderly, legal manner. Defining policy and its place in an organization's structure is not always easy. In practice, it falls into a hierarchy of rules that flow from government regulation and other compliance requirements. The following structure is one way of understanding how policies relate to an organization's other operating guidelines:

1. The **Articles of Incorporation** are a legal document that outlines the general purpose and structure of the organization and its intent to operate exclusively with a nonprofit purpose. The articles are filed with the state and federal government (if and) when the nonprofit is incorporated. They usually follow a standard form and contain a minimum of detail because they are cumbersome to change.
2. **Bylaws** establish the governance structure of a nonprofit. Following a fairly standard format, they define the duties, authority limits, and principal operating procedures for the board and board members. The highest level board policies are embedded in the bylaws. Revising bylaws requires following a specific process and, often, approval by the full membership or board. Thus, they too, should not contain overly detailed procedures or restrictions.
3. **Policies** come next in the hierarchy. They serve as operating guidelines at various levels. Some policies set out organizational guidelines for board and staff behavior, such as whistleblower protection and gift acceptance policies. Others supplement the bylaws and guide board practices and oversight procedures, such as investment, internal controls, and executive compensation policies. Still others direct staff operations, such as personnel and communications policies. Many policies not only apply to the work of the staff, but also have implications for the board.
4. **Procedures** define a process for implementing a general policy. There is often a blurry line between policies and procedures because it can be difficult to separate what gets done from how it gets done. In practice, policies should set the broadest parameters, and procedures should be handled by staff at the implementation level. But, because the process sometimes matters as much as the results — to ensure transparency, participation, and accountability — some procedures are treated more like policies.

### Other considerations regarding Board Policies:

- **Significance** - Bylaws can only be changed, in most cases, by a vote of the members or the Board of Directors, and approved by National. Policies can be changed by Board decisions only.
- **Misconceptions** - Boards sometimes ignore provisions of the Bylaws thinking they don't matter. This is a serious legal mistake, and members or other stakeholders can force a recall of the Board and sue for mismanagement in such cases.
- **Considerations** - The Board of Directors may adopt Board policies that stipulate certain Board procedures, but those policies are voted on by the Board and can be changed by the Board without a vote of the members.

# OFFICER AND BOARD OF DIRECTORS JOB DESCRIPTIONS

**SAMPLE ONLY** – The following job descriptions are examples taken from the CMSA National Board of Directors Policy Handbook. You must customize and align with your local chapter Bylaws.

Please adapt to local chapter requirements for the term, reporting process, role/duties, time requirements, etc...

Other samples also located at [www.cmsa.org](http://www.cmsa.org) under Chapters, and Chapter Resources.

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## PRESIDENT-ELECT

**Requirements:** Serves a one-year term followed by a two-year term as President and a one-year term as Immediate Past-President as a voting member of the Board of Directors and Executive Committee.

**Time Commitment:** 5 – 10 hours per week

**Reports to:** President and Board of Directors

**Basic Role:** Second highest ranking elected officer at the Society, and at the conclusion of the President-Elect's term of office, automatically succeeds to the office of President. The President-Elect's efforts are directed to assisting the President and in assuming the Presidency. Assignments are designed and designated with this purpose in mind. The President-Elect is actively involved in supporting the President in fulfilling the goals and objectives of the Board of Directors by providing continuity to established programs and formulating future programs for which they will take responsibility for during their presidency.

*The President-Elect shall perform such duties and have such powers as prescribed the President or the Board of Directors from time to time...In the absence of the President or in the event of his or her inability or refusal to act, the Immediate Past-President or President-Elect, whichever may be in office at the time, shall perform the duties of the President and when so acting shall have all the powers and be subject to all restrictions upon the President.*  
– Bylaws: Article VIII Section 5.

### Additional Requirements:

- Is a CMSA member in good standing
- Has been a CMSA member for the past 3 consecutive years
- Prior service on CMSA National Board cannot exceed 4 consecutive years

### President-Elect must:

- 1) Attend all four Board Meetings, including the Monday Board Meeting held at the Annual Conference preceding the actual beginning term of office;
- 2) Be available for the full Board meeting;
- 3) Be present at a minimum of 80% of Board conference calls;
- 4) Participate weekly in online Forum discussions; and
- 5) Participate in at least 80% of online voting topics.

### Responsibilities:

- Performs such duties and exercises the powers of the President during the President's absence.
- Attend transition meetings with President/Executive Director meeting.
- Works closely with the current President and Executive Director to learn the duties of the Presidency to prepare to assume that office.
- Serves as a member of the Board of Directors and the Executive Committee.
- Serves as a non-voting member of all other committees, standing or otherwise, except for those committees to which he/she is appointed a full member with voting privileges.
- Represents the Society with other associations, organizations, and industry groups as requested by the President or Board of Directors.
- Accept responsibilities delegated by the President, such as representing the President at meetings, and any other duties as appropriate to the presidency.
- Share visits with the President to Association events throughout the various regions.
- Make recommendations to the Board of Directors in appointing committee chairs and members.
- Provide continuity of programs already implemented and help to develop future priorities.
- Develop plans and lay groundwork for implementation of plans for President-Elect's presidential year.
- Become familiar with the responsibilities of the President, the activities, and positions of the Association, and the functions of the staff.
- Be informed, knowledgeable and able to speak on the current conditions and operations of CMSA.

## PRESIDENT

**Requirements:** Previously elected and served a term as President-Elect. Serves a two-year term of office, followed by a one year term as Immediate Past-President as a voting member of the Executive Committee.

**Time commitment:** 25 – 40 hours per week

**Reports to:** The Board of Directors and the Membership of the Society

**Basic role:** The President is the Chief elected officer of the Society. Exercises personal leadership in the motivation of other officers, board members, committee chairs, committee members, and membership. Influences the establishment of goals and objectives for the organization during the term of office. As Chair of the Board of Directors and Executive Committee and Chief elected officer, accepts responsibility for the success or failure of the Association. The President assumes responsibility for the Association's consistent achievement of its mission and financial objectives. The President gives direction and leadership to achieve the Association's mission, strategy, objectives and goals and assures that the Association is making consistent and timely progress toward the fulfillment of CMSA's Strategic Plan. As a partner with the members of the Board of Directors, optimizes the relationship between the Board and the management of the Association. As a partner with the Executive Director, helps him/her to achieve the mission of the Association.

*The President shall serve as Chairman of the Board of Directors and the Executive Committee with all powers and responsibilities customary for such office. The President may also observe and participate as a non-voting member ex officio on all committees except the Nominating Committee. At the Annual Meeting of the Society and at such other times as the President deems appropriate the President shall report to the Board of Directors or the members on such matters and make such suggestions as may in the Presidents' view tend to promote the benefit of the Society and shall perform such other duties as prescribed by the Board of Directors or these Bylaws from time to time. – Bylaws: Article VIII Section 4.*

### Additional requirements:

- Is a CMSA member in good standing
- Previously served as President-Elect
- Has been a CMSA member for the past 3 consecutive years
- Prior service on CMSA National Board cannot exceed 4 consecutive years

### President must:

- 1) Attend all four face-to-face Board Meetings, including the Monday Board Meeting held at the Annual Conference preceding the actual beginning term of office;
- 2) Be available for the full Board meeting;
- 3) Be present at a minimum of 80% of Board conference calls;
- 4) Participate weekly in online Forum discussions; and
- 5) Participate in at least 80% of online voting topics.

### Responsibilities:

- Sets the agenda and Chairs the meetings of the Board of Directors. Sees that the Board functions effectively, interacts with management optimally, and fulfills all of its duties.
- Attend President/President-Elect meeting.
- As described in the Bylaws of the Association appoints members and designates the chairs of all Committees as needed. Recommends committee chairs with an eye to future succession.
- Works with the Executive Committee and the Executive Director in recruiting members of the Board and other talent for whatever volunteer assignments are needed. Stimulates Board members to each one to give his/her best.
- Reflects any serious concerns the Executive Director has in regard to the role of the Board of Directors or individual Board members. Likewise, reflects to the Executive Director the concerns of the Board of Directors and other constituencies.

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- Presents to the Board of Directors an evaluation of the pace, direction, and organizational strength of the Association.
  - Prepares the performance review of CMSA's management company in cooperation with the Executive Committee.
  - Annually focus the attention of the Board of Directors on matters of organizational governance which relate to its own structure, role, and relationship to the management of the Association. The President must be assured that the Board of Directors is satisfied that it has fulfilled its responsibilities.
  - Acts as an additional set of eyes and ears for the Association. Serves (in coordination with the Executive Director) as an alternate spokesperson for the Association.
  - Fulfills such other assignments as the President, the Board of Directors and the Executive Director agree are appropriate and desirable for the President to perform.
  - Serves as a non-voting ex-officio member of all committees (except the Nominating Committee), standing or otherwise, except for those committees to which he/she is appointed as a full member with voting privileges.
  - Appoints national committee chairs to manage with accountability, autonomy, and an understanding of the function of each committee and as part of the whole CMSA team. Ensures that the appointed chairperson follows a regular schedule of assessment, to facilitate functioning of the committee objectives.
  - Communicates as often as necessary, but on average, at least 5 times a week via on-line, phone, and/or fax with CMSA's management company for a briefing of activities.
  - Prepare, attend and effectively conduct scheduled Board of Directors and Executive Committee Meetings.
  - Visits chapters to promote harmony and assists in problem solving. Communicates via on-line, phone, and/or fax when visits are not feasible.
  - Meets and collaborates with other affiliate and professional organizations to develop coalitions, partnerships, and alliances.
  - Consults with Executive Director who advises CMSA legal counsel of potential problems as the Society grows, and ensures members are properly represented.
  - Maintains a comprehensive understanding of all case management practice settings and the impact different practice settings have on one another, so that harmony will be a focal point of CMSA's growth.
  - Author required reports and articles as necessary to achieve publication deadlines (i.e., President's Report for Board meetings, the President's Message column in each issue of association magazine, etc).
  - Oversees management company through ongoing relationship with Executive Director.
  - Reaches out to other health care organizations.
  - With input from the Board, continually updates strategic plan.
  - Assures fiscal soundness of planning and operations.
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## IMMEDIATE PAST-PRESIDENT

**Requirements:** Previously served a one-year term as President-Elect and a two-year term as President. Serves a one year term as a voting member of the Executive Committee.

**Time commitment:** 5 – 10 hours per week

**Reports to:** President and Board of Directors

**Basic role:** Serves as a key member of the Executive Committee and Board of Directors. Official historian and resource agent to the President and Board of Directors.

The Immediate Past President shall have duties as may be delegated by the Board of Directors or President. –  
Bylaws: Article VIII Section 5

### Additional Requirements:

- Previously served as CMSA National President
- Is a CMSA Member in good standing

### Past-President must:

- 1) Attend all four Board Meetings, including the Monday Board Meeting held at the Annual Conference preceding the actual beginning term of office;
- 2) Be available for the full Board meeting;
- 3) Be present at a minimum of 80% of Board conference calls;
- 4) Participate weekly in online Forum discussions; and
- 5) Participate in at least 80% of online voting topics.

### Responsibilities:

- Executes assignments as assigned by the President and Board of Directors.
- Participates and votes in Executive Committee meetings.
- Offers historical perspective to the serving administration, relative to the history of CMSA and its decisions to the current Board.
- Serves as a resource to the Board of Directors.
- Serves as Chair of Nominations Committee.
- Continuing to build relationships with the CMSA by reaching out to CMSA chapters and industry representatives.
- Maintain active participation on the Board.
- If appointed, serves as Society Ambassador at-large.

## SECRETARY

**Requirements:** Serves a two-year term of office as a voting member of the Executive Committee.

**Time commitment:** 5 - 10 hours per week

**Reports to:** President and Board of Directors

**Basic role:** The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to CMSA's bylaws, the Secretary records minutes of meetings, ensures their accuracy and availability, fulfills any other requirements as directed by the President or Board of Directors, and performs other duties as the need arises and/or as defined in the bylaws.

*The Secretary shall have such duties as prescribed by the President or Board of Directors from time to time. The Secretary may delegate any duties as specified by the Board of Directors to the Executive Director of the Society or designee thereof. The Secretary shall ensure communication with members and chapters. – Bylaws: Article VIII Section 6.*

### Additional requirements:

- Is a CMSA member in good standing
- Has been a CMSA member for the past 3 consecutive years
- Prior service on CMSA National Board cannot exceed 4 consecutive years

### Secretary must:

- 1) Attend all four Board Meetings, including the Monday Board Meeting held at the Annual Conference preceding the actual beginning term of office;
- 2) Be available for the full Board meeting;
- 3) Be present at a minimum of 80% of Board conference calls;
- 4) Participate weekly in online Forum discussions; and
- 5) Participate in at least 80% of online voting topics.

### Responsibilities:

The secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. Meeting minutes serve to record what was done (the actions) at a meeting, not what was said at the meeting. Minutes serve as the legal record of what was decided at a meeting. During a lawsuit they will be among the first documents that all parties will request and will be given more weight than what any particular individual recalls happening at a meeting.

### Robert's Rules recommends that minutes contain the following items:

1. Type of meeting
2. Name of organization
3. Date, time and place of meeting
4. Names of presiding officer and recorder of minutes
5. Members present (members absent is optional)
6. Establishment of a quorum
7. Record of action taken on the minutes of the previous meeting
8. Exact wording of each main motion as it was voted on with name of the maker of the motion and whether the motion passed or failed
9. If the vote on the motion was counted, the count should be included.
10. Dissenting votes should be included only if a member requests that they go on record with their dissenting vote.
11. Any notices given at the meeting, especially for items that require that previous notice be given.
12. Points of order and appeals

13. Reports should include the name of the committee/team/panel/liaison and the reporting member. If written reports are provided, it should be attached to the minutes and the minute should note that it is attached.

**Robert's Rules recommends that the following should not be included in minutes:**

- Opinions or interpretations of the recording secretary
- Judgmental phrases like "heated debate" or "valuable comment"
- Discussion (Remember, minutes are a record of what was done, not what was said)
- Motions that are withdrawn
- Name of the person who seconded a motion
- Flowery language
- Detailed reports
- Transcripts of the meeting (minutes should **not** be taken down verbatim)

The secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (eg. articles of incorporation, bylaws), lists of directors, board and committee meeting minutes financial reports, and other official records.

**Bylaws:** The Secretary ensures that an up-to-date copy of the bylaws is available at all meetings.

**Communications:** The Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others. The Secretary also ensures communications with the members and chapters.

**Meetings:** In the absence of the President and President-Elect, the Secretary calls the meeting to order, presiding until a temporary chairperson is elected. The Secretary records meeting minutes as described above. The Secretary performs these duties for Member meetings (eg. Annual Membership Meeting), Board Meetings, and/or for an executive committee.

## TREASURER

**Requirements:** Serves a three-year term of office as a voting member of the Executive Committee.

**Time commitment:** 5 – 10 hours per week, depending on the assignment

**Reports to:** President and Board of Directors

**Basic role:** The Treasurer should have the ability to read, understand, interpret, accurately present and discuss Society's financial statements with the Board of Directors. The Treasurer acts as the Board's "money conscience".

*The treasurer shall remain fully advised as to the financial condition of the Society and shall regularly report to the Board of Directors on the finances of the Society and adequacy of the accounting records of the Society. – Bylaws: Article VIII Section 7.*

### Additional requirements:

- Is a CMSA member in good standing
- Has been a CMSA member for the past 3 consecutive years
- Prior service on CMSA National Board cannot exceed 4 consecutive years

### Treasurer must:

- 1) Attend all four Board Meetings, including the Monday Board Meeting held at the Annual Conference preceding the actual beginning term of office;
- 2) Be available for the full Board meeting;
- 3) Be present at a minimum of 80% of Board conference calls;
- 4) Participate weekly in online Forum discussions; and 5) Participate in at least 80% of online voting topics.

### Responsibilities:

- Attend Treasurer/CFO training.
- Have the oversight of all funds and securities of the Society via staff accountant, subject to such regulations as may be imposed by the Board of Directors.
- Act as financial advisor to the Society regarding investments and financial capabilities.
- Assure that financial policies are adhered to by Society.
- Participates with staff Accountant to publish financial statements at the end of each fiscal year.
- Review strategic plan at least annually for budgetary needs.
- Make recommendations to Society relating to board decisions that have financial impact to Society.
- Authorize by signing all checks of the Society of \$2,500.00 or more.
- Maintain full and accurate account of all monies and obligations received and paid or incurred on account of the Society.
- In general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.
- Assure actions relating to the Board's financial responsibilities.
- Be familiarized with the Society's budget and be equipped to answer related questions.
- Serve as the chair of the finance committee.
- Works with staff accountant to ensure that appropriate financial reports are made available to the board on a timely basis.
- With staff accountant, present the annual budget to the board for approval.
- Review the annual audit and answer board members' questions about the audit.

## MEMBER-AT-LARGE

**Requirements:** Serves a one-year term of office as a voting member of the Executive Committee.

**Time commitment:** 5 – 10 hour per week

**Basic role:** The Member-At-Large represents the interests of the general membership to the Board of Directors by monitoring and communicating with the members of the Society.

*The Executive Committee shall consist of the Immediate Past President and elected officers and one other director appointed by the President and approved by the Board of Directors... Bylaws: Article XI Section 1.*

### Additional requirements:

- Is a CMSA member in good standing
- Has been a CMSA member for the past 2 consecutive years
- Prior service on CMSA National Board cannot exceed 4 consecutive years

### Member-At-Large must:

- 1) Attend all four Board Meetings, including the Monday Board Meeting held at the Annual Conference preceding the actual beginning term of office;
- 2) Be available for the full Board meeting;
- 3) Be present at a minimum of 80% of Board conference calls;
- 4) Participate weekly in online Forum discussions; and
- 5) Participate in at least 80% of online voting topics.

### Responsibilities:

- Represents the general membership to the Board on issues of interest or concerns.
- Attends CMSA's Annual Conference.
- Keeps in consistent communications with the membership of the Society, keeping a pulse on activities.
- Identifies potential problems, opportunities, and potential solutions.
- Works effectively toward common goals as a member of the Board of Directors.
- Accept duties as assigned by the President and the Board of Directors.

## BOARD OF DIRECTORS

**Requirement:** Serves a three-year term of office as a voting member of the Board of Directors. The Board of Directors shall consist of the Elected Officers, the elected representative from the Chapter President's Council, and six members at large elected for staggered terms.

**Time commitment:** 5 – 10 hours per week

**Basic role:** Acts on behalf of the membership according to mission statement, goals and objectives, and strategic plan within parameters of the bylaws. Establishes the policies governing CMSA, fosters growth and development of CMSA.

*The affairs of the Society shall be managed by its Board of Directors who shall be responsible for establishing the policies governing the Society. Bylaws: Article X Section 1.*

### Additional requirements:

- Is a CMSA member in good standing
- Has been a CMSA member for the past 2 consecutive years
- Prior service on CMSA National Board cannot exceed 4 consecutive years

### Directors must:

- 1) Attend all four Board Meetings,
- 2) Be available for the full Board meeting;
- 3) Be present at a minimum of 80% of Board conference calls;
- 4) Participate weekly in online Forum discussions; and
- 5) Participate in at least 80% of online voting topics.

### Responsibilities:

- Reviews board dockets and is prepared to address action items from liaisons/committees, is prepared to discuss business and make decisions.
- Maintains "to do" list of individual responsibilities culminating from board and committee meetings.
- Requests reports from committee chairs as the designated board member committee liaison and submits that report to CMSA office according to prescribed timeframes.
- Liaison to Committee Chairs:
  - Supports and encourages growth and development of committee chairs and project team leaders.
  - Advises and serves as a resource to chair of committee to which assigned liaison responsibilities.
  - Remains abreast of assigned committee activities, act as committee liaison reporting to the board of directors.
  - Corresponds with committee chair in advance of board meeting to assure submission of committee reports.
- After each board meeting:
  - Reviews board decisions affecting committee & provides liaison committee chair with written follow up report.
  - Reviews liaison committee assignments and projects with the committee chair and follows up to assist and insure specified action.
  - Confirms committee members and co-chair(s) selected by President.
  - Discusses committee budgets including budget requests and appropriations.
- Other Board of Director Responsibilities:
  - Reviews strategic plan as it impacts committees/teams.
  - Votes on policies affecting membership.
  - Approves annual budget.
  - Monitors budget and period statements.
  - Reviews audit annually.
  - Arranges travel to meetings unless otherwise directed.
  - Sends copies of all correspondence to President and CMI office.
  - Assists in orientation of new board members.

# SAMPLE CHAPTER POLICIES

The Policies listed below are **REQUIRED** and each chapter should have these in place to protect them with the IRS and other government entities supporting their incorporation status.

## **REQUIRED POLICIES**

- Conflict of Interest and Fiduciary Duties
- Confidentiality
- Whistle Blower Policy
- Document Retention Policy
- Two-Year Report

**On the following pages, see samples of both required policies and commonly used policies.**

**NOTE:** The following examples comprise policies that **MAY** be useful. Be advised that not all of these policies may be relevant to chapter's activities. Chapters may also create additional policies regarding local operations, procedures and expectations. Chapters may find it helpful to assign a policy or document numbering system that best represents the organization of local files and documents.

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## CHAPTER POLICIES

### IRS Asks Governance Questions on New Form 990

For the first time in 30 years, the IRS has overhauled the form nonprofits use to report their activities and finances. The new Form 990, which must be used for fiscal year 2008 filings, is designed to give the IRS and the public a better understanding of how organizations carry out their missions.

#### What's New about the New 990?

The changes cover topics that include governance, finances, fundraising, and program administration. In regard to governance, the new 990 contains:

A new section that asks questions about the organization's governance structure, policies, and disclosure practices. As part of the section, an organization is asked to indicate if it has policies and procedures addressing such issues as conflicts of interest and whistleblowers.

A revised section on the organization's mission statement.

A revised section on executive compensation.

#### What Do the Changes Mean for Your Board?

While the IRS has no direct authority over the structure of a nonprofit's governing body, it cites the relationship between governance and fiscal oversight as sufficient reason to ask questions about governing structure and managerial procedures. A board will want to ensure that the organization has the following policies in place, among others:

1. Conflicts of Interest Policy
  2. Document Retention and Destruction Policy
  3. Whistleblower Policy
  4. Chief Executive Compensation Policy
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**Subject:** Conflict of Interest and Fiduciary Duties

**Policy:**

**Established:**

**Revised:**

**Purpose:** To ensure professional integrity while serving on the Board of CMSA.

In order to ensure compliance with applicable laws and to protect the local chapter and its officers, directors and committee members (jointly referred to in policy as "CMSA Persons") from potential legal problems regarding conflicts of interest and violation of fiduciary obligations to CMSA, CMSA endorses and adopts the following statement of policy:

### **I. Duty of Loyalty**

Among the fiduciary obligations of an officer, director or committee member of a nonprofit corporation is a duty of loyalty to the nonprofit corporation. This includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by the chapter's Board of Directors. As representatives of the local chapter, CMSA Persons are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it, discourage debate within board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberative process.

### **II. Conflicts of Interest**

Another fiduciary obligation of a nonprofit corporation officer, director and committee member is to avoid "conflicts of interest". A "conflict of interest" is generally defined as a transaction or relationship in which, because the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the individual's fiduciary obligations to the nonprofit corporation and the individual's personal or business interests. All board members are to avoid any appearance of impropriety in connection with a conflict of interest and to refrain from entering into an agreement or contract with companies, individuals or other entities that could be construed to be a conflict of interest.

To avoid potential conflict of interest problems, CMSA implements the following procedures:

Each chapter Board Member shall submit an annual disclosure statement listing all organizations which will, or may be reasonably expected to, engage in business transactions (other than payment of dues or grants) with CMSA, and in which such the chapter Board Member or a Family Member has a Material Financial Interest or in which the Board Member or a Family Member acts as a director, consultant, partner, trustee, officer, member of the executive committee or employee. Additional disclosures are required as necessitated by new potential conflicts of interest, shall be submitted to the chapter's Executive Director or President. A Board Member or Family Member has a Material Financial Interest in an organization if he or she (i) owns, directly or indirectly, more than 5% of the organization's equity interest, (ii) is owed money by the organization in excess of 5% of the organization's overall indebtedness or in excess of 2% of the CMSA Person or Family Member's net worth, or (iii) receives compensation from the Entity in excess of 2% of the income of the Board Member or Family Member.

In advance of any decision or action to be considered by the Board of Directors, each Board Member shall disclose any potential conflicts of interest relating to such decision or action. Further, the Executive Director or

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President of the local chapter may also notify such Board Member that a potential conflict of interest may exist based on the information submitted on their disclosure statement or otherwise known to the Executive Director or President of CMSA local chapter.

Any potential conflict of interest shall be reviewed by the officers of the CMSA chapter together with the Executive Director or President and, a staff person at the National Office. If necessary, legal counsel may need to be sought. After such review, one of the following determinations shall be made: 1) No conflict of interest exists relative to the proposed decision or action and the Board Member is able to participate in the discussion and vote regarding such decision or action; or 2) An actual or potential conflict of interest may exist and therefore the Board Member shall refrain from any discussion and vote regarding such decision or action. (The interested individual's presence at the meeting may be counted in determining whether a quorum of the board or committee is present, but that individual shall not vote on the decision or action).

After receiving such disclosure, prior to approving the transaction, the chapter board or chapter committee must conclude that the transaction is "fair to CMSA" and must approve the transaction without the participation or the vote of the interested individual.

### **III. Fiduciary Obligations as to CMSA Opportunities**

Finally, another fiduciary obligation prohibits an officer or director of a nonprofit corporation from seizing a "corporate opportunity" for his or her company's benefit or his or her personal benefit or for the benefit of another entity. This means that such an individual may not take advantage of a business opportunity in which the officer or director knows CMSA has a genuine interest and where such an opportunity would be consistent with CMSA's purposes, mission and goals as a not for profit corporation. Further, if the officer or director becomes aware of such an opportunity, he or she is obliged to inform CMSA and allow CMSA to act first.

### **IV. Participation in Deliberations and Actions**

In any case in which there is a question of loyalty, conflict of interest, or corporate opportunity raised, the officer or director shall not participate in the meeting for the entire time the matter is discussed and voted upon.

NOTE: This Policy shall, upon adoption by the chapter Board of Directors, become immediately effective and shall thereafter be distributed to each officer and director. Each shall acknowledge receipt of the Policy, on a form which also contains a statement that the officer or director will comply with the Policy and is currently unaware of any transaction in which he or she is involved which would constitute a conflict of interest as defined, and that should such a transaction arise, the officer or director will notify the Board or committee of the circumstances and act in accord with the Policy with respect to that transaction.

### **VI. Violation of Policies**

Board members acknowledge that a violation of any of these policies would cause harm to CMSA and frustrate board deliberations. Therefore, any board member who violates this policy shall be subject to removal pursuant to the chapter Bylaws.

**CMSA CHAPTER BOARD OF DIRECTORS' COVENANT**

I agree that in view of my service as a Director of CMSA local chapter, I will disclose any actual or potential conflict of interest or any situation that might give the appearance of a conflict of interest. This includes both my personal and professional work and my volunteer involvement outside of my volunteer role for CMSA.

Upon request of CMSA President (and in the President's case, the CMSA President-Elect or Immediate Past-President [as applicable]), I will submit a written statement disclosing my business or financial transactions undertaken since the beginning of the preceding calendar year (or at any other time is relevant) that I, any member of my family, or a significant other may have had with CMSA or any group or individual doing business with CMSA or its contractors.

I further agree that I will not take part in discussions on nor vote on any matter in which I, members of my family, or any significant others have a business or financial interest or in any situation in which the CMSA Board has determined that an actual or potential conflict of interest exists.

I also agree that no part of the assets of CMSA shall inure, directly or indirectly, to my benefit, except to the extent I have performed services or for which I am entitled to reimbursement for expenses I have incurred on behalf of CMSA or as otherwise authorized by CMSA.

I recognize that any conflict of interest statement that may be required, as described above, is essential to the business operations of CMSA and, if requested, would constitute an essential part of this covenant.

I shall keep confidential any and all information relating to discussions at Board meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. I understand that while I may discuss actions adopted by the Board, disclosing any information concerning the discussion of such items during the Board meeting is prohibited.

I agree to abide by the CMSA Board of Directors Policy Statement concerning Fiduciary Duties, Confidentiality and Conflict of Interest. I understand that my failure to abide by any aspect of the Policy Statement shall cause my directorship to be subject to removal pursuant the CMSA Chapter Bylaws.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Telephone

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State/Zip

\_\_\_\_\_  
E-Mail

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**Subject:** Board Discussion Topic Confidentiality

**Policy:**

**Established:**

**Revised:**

**Purpose:** To advise Board when a topic of discussion may be made public.

### **Confidentiality of Board Discussions**

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of CMSA believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of CMSA that each director shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the board. When a Board action or vote has been completed, the President or Executive Director may determine that the topic is “available for public discussion”, and may inform the Board online or by fax or phone. While board members are free to discuss actions adopted by the board, disclosing any information concerning the discussion of such items during the board meeting is prohibited.

If there is any question as to the confidentiality of any item, the Board member may inquire of the President.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Telephone

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State/Zip

\_\_\_\_\_  
E-Mail

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**Subject:** Whistle Blower Policy

**Policy:**

**Established:**

**Revised:**

**Purpose:** The purpose of this policy is to provide all CMSA Board members, committee members and staff with guidelines for the reporting of unethical or illegal behavior by CMSA Board members, committee members, or staff.

**Policy:** CMSA is committed to lawful and ethical behavior in all of its activities and requires its Board members, committee members and staff (“CMSA person”) to conduct themselves in a manner that complies with all applicable laws and regulations.

**Procedure:** At any time a CMSA person has a concern regarding the propriety or legality of any action contemplated to be taken or that has been taken by CMSA or any other CMSA person, or believes that an action needs to be taken for CMSA to be in compliance with the law or appropriate ethical standards, the CMSA person should promptly advise the CMSA President or Executive Director unless the CMSA President or Executive Director is himself/herself the subject of the concern, in which case the CMSA person should contact another CMSA Board of Directors.

Every effort will be made to investigate a report by a CMSA person as discreetly as possible. Because of the need to investigate the report, correct a problem, or prevent future problems, CMSA cannot, however, promise complete confidentiality.

No CMSA person will be discharged, threatened, or discriminated against in any manner for reporting in good faith what he or she perceives to be wrongdoing, violations of law, or unethical conduct.

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**Subject:** Document Retention Policy

**Policy:**

**Established:**

**Revised:**

**Purpose:** A good record retention policy should minimize both the legal risks flowing from hastily drafted or misleading documents and the adverse inferences that may arise from the selective destruction of documents in the absence of such a policy. Moreover, the expense of storing obsolete documents as well as the cost of retrieving documents in response to business requests, government investigations or litigation should be reduced.

The proliferation of forms and records over the last decade has left many associations and businesses with file boxes and drawers of paper, back-up tapes, and electronic messages and other media. The retention of documents not otherwise necessary to conduct business is both expensive and inefficient. It could leave the association or member company open to potential legal challenges on grounds based on outdated and irrelevant material.

To minimize these costs and risks, the CMSA has adopted the following record retention policy for the systematic retention and destruction of documents based on statutory or regulatory record-keeping requirements and practical business needs.

**Policy:** It is the intention of this policy that documents are retained only so long as they are:

- (1) necessary to the conduct of the Association's business;
- (2) required to be kept by statute or government regulation; or
- (3) relevant to pending or foreseeable investigations or litigation.

Retention periods are based primarily on current federal record-keeping requirements and state statutes of limitation. Currently relevant documents should be filed systematically and accessibly. Documents that must be maintained permanently can be catalogued and, if possible, reduced to some secure form of electronic record for storage and easy access, when needed.

To achieve these objectives, procedures should be established so that documents are filed in the appropriate place, the number of copies is catalogued, and documents are retrieved and destroyed on pre-established "pull" dates. One individual should have overall responsibility for initial implementation and yearly review of compliance with this policy. The program itself should be reviewed every few years to ensure governmental requirements are being met, business needs are satisfied, and changes in hardware and software do not prevent access to stored electronic records.

Nonprofit organizations are also subject to criminal penalties under provisions of the Sarbanes-Oxley Act of 2002 passed in connection with the securities fraud scandals of recent years, and which prohibits corruptly tampering, altering, destroying or concealing records in an effort to prevent their availability for use in an "official proceeding."

No document, including an electronic document, shall be intentionally altered, covered-up, falsified or destroyed, nor shall any employee or agent of CMSA be directed to do so, to prevent its use in an official proceeding. Upon becoming aware that any document may reasonably be anticipated to be useful in any actual or reasonably predictable official proceeding, management shall override any document retention policy or procedure that might result in the destruction of or inability to find any such document and obtain advice from legal counsel.

**Procedure:** The following schedule provides retention periods for the major categories of documents, both paper and electronic, for CMSA.

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<b><u>Type of Record</u></b>	<b><u>Retention Period (years)</u></b>
<b><u>ACCOUNTING</u></b>	
Auditors' reports .....	Permanent (hereinafter "P")
Budgets.....	7
Cancelled checks, generally .....	3
Depreciation records.....	P
Officer, Director and employee expense reports.....	3
Employee payroll records (W-2, W-4) annual earnings records, etc.).....	3
Inventory lists .....	7
Invoices.....	7
Payroll journal .....	3
Petty cash vouchers .....	3
Subsidiary ledgers (accounts receivable, accounts payable, etc.) .....	7
<b><u>CORPORATE</u></b>	
Annual reports .....	P
Approved Board minutes and records of all actions taken by Board without a meeting.....	P
Approved executive committee minutes and records of all actions taken by executive committee without a meeting .....	P
Approved minutes of all members' meetings and records of all actions taken by members without a meeting .....	P
Articles of Incorporation .....	P
Authorizations for expenditures .....	7
Bylaws.....	P
Policies.....	P
Contracts, generally .....	Expiration +7
Contracts, sales (UCC) .....	7
Membership applications .....	5
Membership names and addresses.....	Current
Notes (Internal reports, memos, etc.) .....	3
Written communications to members .....	3
<b><u>CORRESPONDENCE</u></b>	
General, routine .....	3
<b><u>INSURANCE</u></b>	
Accident reports.....	7
Insurance policies .....	P
<b><u>LEGAL</u></b>	
Claims and litigation files .....	P

CMSA copies of all pleadings, key briefs and motions, court orders and opinions of record on dispositive motions and hearings, any attorney-client confidential privileged communications, all original witness statements and affidavits, exhibits, and settlement agreements/contracts need to be kept permanently. Mere drafts of various and routine pleadings, motions, and briefs, as well as multiple copies of business documents need not be retained.

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**Subject:** Absence Policy

**Policy:**

**Established:**

**Revised:**

**Purpose:** To develop a process which makes Board members accountable for their participation or non-participation in an upcoming meeting or conference call by notifying the president of the chapter or other designated board member, as agreed upon in this policy.

**Policy:** Board members will be required to confirm with local chapter attendance or non-attendance policy at upcoming Board meetings or scheduled conference calls within the timeframe specified in the meeting notification.

**Procedure:**

1. Notices will be emailed to Board members announcing upcoming meetings and/or Board conference calls as soon as one has been confirmed by the President. A listing of planned meetings for the coming year is provided at the June board meetings.
2. Board members are to confirm attendance with the national office and indicate specific reasons for absences within the timeframe specified in the meeting notification.
3. At each meeting or conference call, the President (or other position designated for this role) will indicate which members are in attendance. This information will be recorded in the minutes under Call to Order. The minutes will also indicate which members have been officially excused by the Board.
4. Board Members with more than 2 unexcused absences during any year will be contacted by the President to discuss appropriate action.
5. Board Members who are not responsive to President's call will be brought to the attention of the Board.

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**Subject:** Board Travel to Meetings

**Policy:**

**Established:**

**Revised:**

**Purpose:** To provide fair and equitable reimbursements to Board Members for their travel or costs to face-to-face Board Meetings.

**Policy:** Detail any costs that are covered.

Provide clear parameters as to what may be reimbursed and applicable limits for items such as: meals, mileage, fuel, hotel, taxi, etc.

Recommend creating a chapter expense reimbursement form that Board has to complete, attach receipts, in order to request reimbursement. Policy should also state window of time for reimbursement (i.e., receipts and expense report must be turned in within 30 days for reimbursement.)

Should the chapter plan to reimburse expenses, be sure to include those estimated costs and display them in annual budget projections.

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**Subject:** Committee Selection

**Policy:**

**Established:**

**Revised:**

**Purpose:** This policy is designed to provide information and consistent procedures for the selection of Committee Chairs and Committee Members.

**Policy:** Maintain a nationally representative cross section of Committee Chairs who report directly to the Board of Directors. The President will nominate and the Board will ratify Committee Chairs representing diverse geographic areas and practice settings.

**Procedure:** Committee Chairs will be selected each year by the incoming President except for the Nominations Committee which the Past-President will Chair. Committee members will be selected by the Committee Chair.

- Two unexcused absences from conference calls or Committee meetings by Committee members will result in the member being automatically removed from the Committee.
- Periodic Committee Board reports will be submitted in writing by the Committee Chair within the defined timeframe to the Board. The President may review the Committee report before inclusion in the Board Books.
- An annual report by each Committee Chair will be submitted in writing upon the request of the President.
- The Committee Chair, or a designee from the Committee may be asked to attend all Board meetings and conference calls (as requested) to report on the Committee's activities.
- Committee member terms are one year, renewable at the option of the next incoming President.
- Committee Chairs are appointed for one year and will serve for the term of the appointing President.
- Must be a member of CMSA in good standing.

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**Subject:** Nominations Committee Board Criteria

**Policy:**

**Established:**

**Revised:**

**Purpose:** To provide information and consistent procedures with regard to the nomination of members to Board of Directors.

**Policy:** Maintain a nationally representative yet regionally balanced Board of Directors.

**Procedure:**

- The Nomination Committee will review nominations criteria and submit any recommended revisions to the Board for consideration (if necessary) before the Election Forms are published.
- The Nomination Committee will review the Election Form to ensure its applicability to the association and the industry.
- The Nomination Committee will adhere to CMSA Bylaws in all respects to the nominations process.
- Committee members will sign Confidentiality Statement.

**Criteria:** The Nominations Committee will follow previously established procedures along with any guidelines from the Board as to the Board's objectives to meet these recommendations.

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**Subject:** Disaster Response Policy

**Policy:**

**Established:**

**Revised:**

**Purpose:** The purpose of this policy is to outline CMSA's response to support its members and those impacted by various natural and terror related disasters. The following policy is adopted to guide the CMSA Board and Staff in responding to future disasters.

**Policy:** In the event of a disaster or catastrophic event that impact its members, CMSA may donate funds, as available and approved by the Board of Directors to organized relief organizations.

**Procedure:** In order to engage this policy, a disaster or event must trigger activation by the Federal Emergency Management Agency (FEMA) and also impact CMSA members or related groups.

- The CMSA President will contact the Board of Directors to initiate the dialogue related to donation consideration. The Treasurer will be consulted to determine if the budget is adequate to support donation and the impact the donation would have on the organization's financial stability.
- The Executive Committee will then confer regarding appropriateness of donation and possible response scenarios including monetary donations or relief of dues in impacted areas, and formulate recommendation.
- A recommendation is then submitted to Board of Directors for approval.
- Donations, if approved, are then made to nationally recognized and reputable organized relief organizations (e.g. the American Red Cross, Salvation Army, United Way, etc.) and/or through the Case Management Foundation.
- A request to earmark funds for medical care or other specific purposes will be made within the guidelines allowed by the relief organization policy.

**NOTE:** Member donations should be made directly to the relief organization and not funneled through CMSA, as CMSA is not a charitable organization.

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**Subject:** Dual Signature Policy

**Policy:**

**Established:**

**Revised:**

**Purpose:** To maintain audit controls within check writing process.

**Policy:** All checks issued for payment by CMSA chapter in an amount more than \$XXX will require two authorized signatures.

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**Subject:** Labels & Lists Rental/Usage

**Policy:**

**Established:**

**Revised:**

**Purpose:** To define usage policy on Member Lists. *Chapters may use this within their chapters but may not give out more than Name and mailing address. (no email, phone, member numbers, etc...)*

**Policy:** CMSA chapter will not allow the rental or use of its membership list to any case management related conference for the promotion of their annual conference if it occurs within 6 weeks (before or after) of the chapter's local conference.

**Procedure:**

- Review the reason for the request to Rent Membership list.
- Lists are limited to address information only. Phone, email or member number should not be provided.
- Rental is based on a one time usage unless additional uses are purchased.
- Review materials to be mailed to members to determine if it is appropriate for the audience promoted.
- CMSA has the right to refuse requests for list rental with mailings or promotions of any materials that are seen as competitive with a National or chapter event, program, or member benefit at any time during the year.
- CMSA Chapters may establish a policy regarding sharing of lists with other CMSA chapters. (i.e., if XYZ chapter asks to promote to your list, your chapter should consider a policy establishing a reciprocal arrangement of some sort. CMSA's privacy policy maintains only name and mailing address should be made available. In all circumstances, the chapter should retain control and privacy of email addresses.

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**Subject:** Financial Statements

**Policy:**

**Established:**

**Revised:**

**Purpose:** This policy is designed to establish financial reporting requirements to the Board.

**Policy:** Provide financial statements to all Board members on a monthly basis.

**Procedure:**

- Financial statements are to be posted to the board monthly.
  - Financial statements in this context include a Statement of Position (Balance Sheet) and a Statement of Activities (Income Statement), as well as status on budget items of actual versus budgeted.
  - These statements will be in a consolidated account format, unaudited, and for the use of Board members only.
  - Treasurer should notify Board when statements will be delayed.
  - Notification will be waived during the last month of the fiscal year and the first months of the new fiscal year pending release of audited financial statements.
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**Subject:** Investment Policy

**Policy:**

**Established:**

**Revised:**

**Purpose:** To allow investments control to be vested in the Board of Directors, who may delegate the daily management of investments to the Treasurer or the Executive Director. Oversight of investment management shall be the responsibility of the Board.

**Philosophy:** Surplus funds are to be invested to provide principal protection from market fluctuations and investment expenses, while providing reasonable liquidity and minimum income/principal penalties for liquidation. Rates of return and risk shall be carefully measured and reflective of the economic environment and the Board of Directors' fiduciary responsibility of risk tolerance.

**Definition:** Surplus funds invested in fixed maturity items shall be defined as those funds in excess of meeting the organization's projected daily operating/cash flow needs as identified by the Board of Directors.

**Liquidity:** Surplus funds are to be invested so that at least twenty-five percent (25%) of the funds will mature in each of the succeeding three calendar years. More than twenty-five percent of the funds may mature in earlier years to compensate for maturities of less than twenty-five percent in later years. By having not less than twenty-five percent of the surplus funds always maturing in the next calendar year, continuous liquidity will be provided; thus avoiding penalties that may result from early or untimely withdrawals.

**Procedure:** The Treasurer and the President, and/or Executive Director shall recommend and have the Board of Directors designate the amount of surplus funds. The President, the Treasurer and Executive Director, if applicable, shall approve the withdrawal, investment and reinvestment of all surplus funds.

**Reporting:** The Treasurer shall submit monthly reports to each Executive Committee member the status of surplus funds investments. Also, the Treasurer shall prepare a quarterly report reflecting pertinent information regarding surplus funds. This quarterly report shall be provided at each meeting of the Executive Committee and the Board of Directors. The Treasurer shall report to the Board of Directors concerning all withdrawals, investments and reinvestment of surplus funds approved by the Executive Committee since the last meeting of the Board of Directors.

**Authorized Investments:** Surplus funds designated by the Board of Directors may be separately withdrawn, invested and reinvested in:

U.S. Treasury Bills - No Limit

- Savings Accounts, time deposits and certificates of deposit in any commercial bank or savings and loan insured by the Federal Deposit Insurance Corporation (FDIC). The principal portion of surplus funds invested with each bank shall be limited to not more than \$100,000.
- Money market or mutual fund accounts which are approved in advance by the Executive Committee, the balance of any single account limited to not more than \$100,000. It is explicitly stated a broker has no authority to make transactions without required approval set forth in Item 5.
- Earnings from investments in excess of the limitations specified above are to be deposited as earned in CMSA operating accounts.

**Authorized Signers:** CMSA investment accounts shall be established requiring two of the following signatures:  
Executive Director (or other officer)

1. Treasurer
  2. President
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**Subject:** Annual Audit

**Policy:**

**Established:**

**Revised:**

**Purpose:** To ensure the fiscal integrity of CMSA

**Policy:** An audit of CMSA financial records will be completed annually.

**Procedure:** Audit will be completed by auditing firm or bookkeeper selected by President or Treasurer and approved by Board of Directors. Board will be advised of results when issued.

The IRS does not require an Annual Audit. However, CMSA recognizes that the volunteers of the chapters do not specialize in accounting knowledge or industry updates. It would be in the best interest of a chapter with \$50,000 or more in revenues and expenditures, to engage the services of a Certified Public Accountant (CPA) to assist in accounting, financial reporting, and tax compliance matters. The CPA can perform five different types of service:

- **Audit** - Provides the highest level of assurance. Procedures are designed to independently test/verify that numbers provided by chapter are correct. This is the most expensive service.
- **Review** - Provides limited assurance; procedures are limited to inquiries.
- **Compilation** - Provides no assurance; CPA can assist the chapter in maintaining the books and preparing financial statements from the chapter's records. This is the least expensive service, but still achieves the involvement of an outside CPA. A lot of small organizations choose this service.
- **Consulting** - Provides no assurance. CPA can maintain the books on behalf of the chapter, reconcile bank statements, write checks, and prepare monthly financial statements.
- **Tax Compliance** - Provides no assurance. CPA prepares form 990 and 990T (if applicable) and can consult on tax compliance matters.

It is always a good practice to have more than one set of eyes on the documentation, and for that person to be an expert in the field. It is up to the chapter should they chose an accountant, but it is strongly recommended this person is an expert in non-profit accounting because the accounting and tax compliance rules applicable to non-profit organizations are unique and can be complex.

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**Subject:** Open Bidding

**Policy:**

**Established:**

**Revised:**

**Purpose:** To obtain a fair price for services/products purchased by/for CMSA.

**Policy:** New contracts will utilize an open bidding process using multiple bids.

**Procedure:** A minimum of 2 companies will be solicited (when available) to bid on all large projects, as directed by the Board. Any relationship to vendor and CMSA person must be disclosed prior to bid. Bid evaluations and decisions should be measured appropriately to the project's needs, budget, etc... and not on personal bias.

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**Subject:** Joint Venture Policy

**Policy:** (Sample of National Policy, should the chapter find themselves in a joint venture situation).

**Established:**

**Revision Date:**

**Purpose:** JOINT VENTURE POLICY

**Policy:** Should CMSA be approached to enter into a joint venture arrangement with another organization, CMSA shall evaluate the proposed arrangement under Federal tax law in order to protect the CMSA's tax exempt status.

A joint venture arrangement is defined as any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity.

In order to safeguard CMSA's tax exempt status, CMSA shall consider the following when evaluating a joint venture arrangement:

- Control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the CMSA;
  - Requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;
  - That the venture or arrangement does not engage in activities that would jeopardize the CMSA's exemption; and
  - That all contracts entered into by the CMSA be on terms that are "arm's length" or more favorable to the CMSA.
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# NATIONAL POLICIES

## (FYI – Only)

**This section contains policies of the CMSA National Board of Directors. Because local chapters are affiliates of the national organization, please be advised of these policies.**

**These are National Policies ONLY and cannot be altered.**

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**Subject:** Lifetime Membership and Conference Registration for Past Presidents of CMSA

**Policy:**

**Established:** By CMSA National – chapters do not have to adopt this but for those that have been considering, here is a sample.

**Purpose:** To show appreciation for service to CMSA

**Policy:** All past presidents of CMSA National receive lifetime complimentary Membership and Annual Conference Registrations.

**Procedure:** Chapter should set qualifying parameters for policy (amount paid by chapter and amount paid by lifetime member, etc...). Chapter should collect the membership renewals, and/or annual conference registration forms and then forward those with payment from chapter for processing.

The registrations and memberships are not transferable.

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**Subject:** Complimentary Conference Registration

**Policy:**

**Established:** By CMSA National – chapters do not have to adopt this but for those that have been considering, here is a Chapter sample.

**Purpose:** To show appreciation to the individuals who have volunteered their service to CMSA

**Policy:** Each year, the President, and Treasurer and/or Executive Director will be determine what expenses will be supported for Board members based on budget priorities for that year. At the time of this revision the following items are considered for elected board members currently in office.

- Complimentary conference registration for the local conference and/or for the National Public Policy Summit or National Annual Conference.
- A select number of hotel nights for each event.
- Airfare and related travel reimbursables according to the chapter's travel policy.
- Meals according to the travel policy.

**Procedure:** The specific policy for each event will be made available to board members, and expense form should be completed to request reimbursement.

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**Subject:** Two-Year Report

**Policy:** National Policy Only

**Established:** By CMSA National. This policy is shared as Informational for Chapter Board only. Chapters may not alter.

**Purpose:** To define a process for obtaining and distributing the filing of the Two-Year Report Domestic Corporations (Form BRA-25) for Chapters.

**Policy:** National CMSA will maintain a registered agent in Washington D.C. to facilitate communications between the Department of Consumer and Regulatory Affairs (DCRA) in Washington, D.C. with CMSA National and CMSA affiliates to ensure they are receiving reports and documentation needed to stay in compliance and good standing.

**Procedure:** The Registered Agent, National Corporate Research (NCR), will coordinate the submission of the Two-Year Report Form from the Department of Consumer and Regulatory Affairs (DCRA) in Washington, DC to each CMSA affiliate in good standing, as well as any other legal documents that are served to the CMSA organizations by the DCRA. The Two-Year Report is due every two years by April 1, beginning with the first April following the incorporation year.

National Corporate Research (registered agent) will also invoice CMSA chapters for registered agent fees annually.

CMSA chapters will complete their own Two-Year reports, submitting the original to DCRA, and forwarding a copy to CMSA's Client Services where a copy will be kept with chapter files. Correspondence to the chapters will come through NCR with reminders, tips, and support from Client Services, as well.

Chapters are ultimately responsible for filing their Two-Year Reports. Failure to do so can result in penalty fees, and possibly Reinstatement of Incorporation fees. CMSA National will work with CMSA affiliates to ensure they have the understanding of the materials they are sent, and the resources to process the requests. CMSA National will also work with chapters to ensure that officer updates and address changes are submitted to NCR so that they can continue to receive timely communications.

Chapters also manage their own incorporation as a Foreign Corporation, and follow the requirements of their Secretary of State's office to ensure they remain in good standing within their State, and retain a Registered Agent, if required by that State.

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**Subject:** Use of National CMSA Logo

**Policy #:** "National Policy Only"

**Established:** By CMSA National

**Purpose:** To clarify who can officially use the CMSA logo and in which instances it may be used.

**Guidelines:** Authorized CMSA Logo Use

- Only affiliated CMSA chapters (ones which have been incorporated both in D.C. and in their respective states) are entitled to use CMSA National's logo.
  - Chapters may use the logo on CMSA promotional or event pieces.
  - Chapters may not put it on other organizations or companies collateral, even if the chapter has partnered with them on an event/program or product.
- Use by non-affiliated chapters is not allowed.
- Members may not use the logo on their website to indicate they are a member. They may state they are a Member of the Case Management Society of America on website, bios or resumes, etc... but not alongside the logo.
- CMSA's logo can be used by companies in mailings (electronic or postal) in which all of the following criteria are met:
  1. Mailing must specifically reference and support a CMSA event, for example:
    - CMSA Sponsor promoting their symposium being held at CMSA's Conference
  2. The following tagline must be included immediately to the right or directly below the logo: 'CMSA logo used by permission and does not represent an endorsement of goods or services.'
  3. CMSA must pre-approve all such marketing pieces showing logo placement tagline before mailing.

**Logo colors:**

- PMS 288C if used in a color process
- Black if using in a B&W mailing

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**Subject:** Insurance

**Policy:** National Policy Only

**Established:** By CMSA National. This policy is shared as Informational for Chapter Board only. Chapters may not alter. Should chapter have additional insurance coverage, they may adopt a policy specific to those other needs outside of National coverage.

**Purpose:** To provide the association with appropriate Director and Officers' Insurance and General Liability coverage.

**Policy:** The following insurance policies will be purchased annually for CMSA National to be shared under an umbrella policy:

- Directors and Officers Insurance
- General Liability

**NOTE:** Chapters were added to CMSA's National policy on 1/6/09. The National Board agreed to and made known to chapters that this was not a permanent addition and that it could be discontinued at any time.

**Procedure:** National office will monitor and evaluate the continued needs of CMSA to provide adequate insurance coverage.

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**Subject:** Student Memberships

**Policy:** This is National's discount policy. Chapters are not required to discount their chapter dues for Students. If you are interested in pursuing, , please contact Client Services to discuss options and process).

**Established:** By National

**Purpose:** To attract future healthcare professionals to case management.

**Policy:** Provide discounted memberships to students engaged in healthcare curriculum.

**Procedure:**

- CMSA National implements a discounted membership rate for Students to be reflected on all current membership applications.
- A student I.D. and course schedule will be required to validate and process application.
- Student members are still required to join the local chapter, applying the 60 minute 60 mile rule.
- Currently, student members can not apply online because of the documentation that is required. Application must be faxed or mailed with appropriate proof of student enrollment.
- Chapters may choose to discount chapter dues to Students.
  - Chapter must notify CMSA National Client Service department through a copy of your Board Meeting Minutes indicating the decision was discussed, and unanimously passed, along with the new rate adjustment.

An individual may be eligible for student membership in the CMSA if they meet the following criteria:

1. Student Identification card or documentation of enrollment in an academic institute.
2. Approved college or university courses in health related curriculum.
3. Approved college or university courses in case management.

Courses that provide review that lead to a National certification in health-related credentials DO NOT meet the criteria for student membership. Examples of these courses, list not to be inclusive, include:

1. CCM preparatory or review courses
  2. ABQAURP (or similar license or certification) preparatory courses
  3. Any certificate or license review course
  4. National conferences or seminars that provide CE's
- National will collect chapter dues. National By-laws require that dues be collected for affiliated chapters.
  - Student Members will receive all member benefits.
  - Students will be invoiced at the regular member rate at the time of renewal. It will be the responsibility of the renewing member to provide National with current documentation at the time renewing to receive the Student discount.
  - Student memberships are not transferable.
  - Student memberships do not apply to Company or Corporate membership, or the individuals within this membership category.
  - Student Members will be coded as such on member ID cards and on chapter address lists.

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**Subject:** Incorporation

**Policy:** National Policy Only

**Established:** By CMSA National

**Purpose:** To define a process for incorporating new CMSA Affiliates in Washington D.C.

**Policy:** CMSA National will facilitate incorporation documents and maintain a registered agent in Washington D.C. to support new CMSA affiliates.

**Procedure:** CMSA Client Services Manager will work with candidate affiliates to collect all properly completed documents and information necessary for affiliation, utilizing:

- Chapter Model Bylaws
- Chapter Model Affiliate Agreement
- Tax group exemption (where applicable)
- Tax ID number
- Chapter Bank account number and type
- Chapter Bank name and address
- Interim chapter officers names & addresses (minimum of three, two of which must be the Pres & TR)

Once the above information is collected, Client Services Manager will prepare two original Articles of Incorporation on behalf of candidate chapter, and submit with appropriate fee (determined by Washington D.C. Corporations Division) to Legal Counsel (Howe & Hutton, Ltd.), CMSA National's attorney in D.C, will review the Articles and submit them to the Washington D.C. Department of Consumer and Regulatory Affairs for approval and issuance of Certificate of Incorporation. Once received, Howe & Hutton will return originals of Articles and Certificate to Client Services Manager. Staff will distribute to affiliate, with notification of follow-up items to be completed (registry in state as foreign corporation and notification of approved nonprofit, tax exempt standing to IRS).

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**Subject:** Annual Dues

**Policy:** National Policy Only

**Established:** By CMSA National

**Purpose:** To establish CMSA membership requirements for members to join the local affiliated chapter if they are living within 60 miles or 60 minutes of a chapter.

**Policy:** Individuals who join CMSA are expected to join an affiliated chapter, if geographically feasible.

**Procedure:** A current application for membership will be maintained by CMSA National and made available to all prospective members and will list applicable chapters and chapter dues.

If the new member's mailing address falls within 60 miles or 60 minutes commute of a chapter, the new member will be assigned to that chapter as that is a reasonable commute to attend meetings and benefit from chapter activities.

- Determination is made by the *preferred* mailing address of the member in relationship to the primary city the chapter meets in.
  - Above guideline will be followed unless member specifically requests another local chapter.
    - Occasionally, another chapter may be closer to where they work or the meeting times/day correspond better with work, and not home and vice versa.
  - If member did not select chapter that is within radius, then Staff may either prorate the amount of dues received and share a portion to both chapter and National, providing a shorter membership year; or they may hold processing of membership until additional fees are collected from the member.
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**Subject:** Republication/Reprint of Standards of Practice for Case Management

**Policy:** National Policy ONLY– chapter may not alter. Direct individuals to the National Office for reprints or excerpts of the Standards.)

**Established:** By CMSA National

**Purpose:** To establish guidelines in republication of CMSA's Standards of Practice. NOTE: Anyone may download and use the Standards of Practice from CMSA's website, as long as it is kept intact. This policy is for those that want to use all or part of the document in their own internal documents or publications.

**Policy:** Use and/or republication of CMSA's Standards of Practice by other organizations.

**Procedure:** 1-A

- CMSA allows excerpts of the Standards of Practice to be reprinted, if all of the criteria listed below are met:
  - Request is made in writing, stating the requesting party, purpose, use and date(s)
  - The stated purpose and use is consistent with the mission and goals of CMSA (ie., to promote and support the professional practice of case management and those who practice it).
  - Require that the language of the Standards be reprinted intact without deletions, additions, or edits
  - CMSA must be given full credit
  - The duration (time frame) must be within one year and stated up front
  - The stated intent is not for commercial purposes
- A nominal fee is charged to cover costs
- Written permission must be received by CMSA National

**Procedure:** 1-B

- CMSA allows full replication of the Standards of Practice if all of the following criteria are met:
  - The criteria are met for reprints of excerpts (above)
  - A fee is charged
  - CMSA National approves the final product

CMSA National Office, in compliance with current Board policy, will provide written approval or denial for stated request. The approval letter will define the limits of the reprint permission and the required attribution. CMSA National will maintain files on all such requests.

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**Subject:** New Chapter Formation

**Policy:** "National Policy Only"

**Established:** By CMSA National. Cannot be altered by Chapters.

**Purpose:** To Provide Guidance in the formation of new chapters

**Policy:** Development of New Chapters

**Procedure:** To determine when it is appropriate to start a new chapter.

- Upon receiving an application for Chapter Development, Client Services will make sure the proposed chapter's territory does not overlap the 60 mile radius of an existing affiliate chapter.
- If an overlap exists, the proposed chapter must be able to provide information on why members in their area are unable to attend meetings in existing chapter. Information is shared with existing chapter about the request to start a new chapter, and why. Existing chapter Board must approve the development of a chapter that overlaps their territory. This approval should be provided to National in writing for the files of the developing chapter.
- Development of State-wide chapters is not allowed.
- Chapter affiliation will not take place until the developing chapter has demonstrated they understand the process of managing a chapter and have recruited enough volunteers to the key components of chapter management. (15-20 volunteers, conducted 4 educational programs, learned about recruitment, sponsorships/speaker management, CE process, etc...) And, final legal documents have been secured as outlined in Incorporation Policy.
- Multiple chapters within a State may chose to collaborate with each other to promote events, host regional or state wide programs through mutual contracts and agreements.
- Chapters may chose to set up an Extension in an area outside of their original 60mile/60 minute territory of the chapter, providing the Extension does not overlap another affiliate chapter. More details provided in the Chapter Extension Application.
- A chapter may not have more than 6 Extensions.

**Subject:** Media Relations

**Policy:** Only CMSA National Executive Director or President may represent CMSA through Media outlets.

**Established:** By CMSA National. This Policy cannot be altered to fit chapter needs.:

**Purpose:** To define a specific process to be followed when the media approaches CMSA Chapter.

**Policy:** The appropriate CMSA chapter person should refer all media contacts to CMSA National Office for a response.

**Procedure:**

- Refer all media calls to the CMSA National Office, with attention directed to the National Communications Department. This includes press who might call the Association officers or individual Board members.
- Communications Department staff will gather information related to content of story, any potential controversy, written information that can be provided, and the appropriate spokesperson.
- Communications Staff will contact the CMSA Executive Director to advise of contact and plan.

**CMSA Executive Director will consider:**

- Refer to President for comment
- Offer comments from Executive Director
- Refer to Executive Committee
- Refer to contracted PR counsel, as needed

1. Any and all press releases will be reviewed and approved by CMSA's Executive Director or designee, who will determine if a CMSA Board member should approve a release and obtain this approval prior to releasing the final copy for distribution.
2. CMSA approval of press releases should be obtained promptly to support timely communication.
3. At the direction of the President, press releases will be originated by the CMSA National office, coordinated by the Communications Department, and distributed accordingly to press, board members, newswire services, CMSA Members.
4. The National CMSA President serves as media spokesperson for the organization. If the President is not available, CMSA officers, Executive Director, or others designated by the President or Executive Director, may be approached to fulfill interview requests.
5. If the request from the media requires a specific health care background and expertise, the national office will access different Board members as needed. At times, designated CMSA National staff may also be involved in responding to media requests.
6. Each Board member and Committee chair will provide a copy of the publication (or notes/transcripts if radio or TV interview) on which he/she is quoted, or an article developed and written, and will send a copy to the National office for archiving.

**Subject:** Assignment of local members

**Policy:** "National Policy Only"

**Established:** by CMSA National. Cannot be altered by Chapters.

**NOTE:** Chapter Board should be aware of the process for assigning members, and the requirements of joining National and local chapter.

**Purpose:** Specific guidelines for National to assign members to a local chapter.

**Policy:** To assign a new or renewing member to the chapter that is most geographically accessible, unless another local chapter is specifically requested.

**Procedure:**

1. Guidelines:
  - a. If the new member falls within 60 miles or 60 minutes commute of a chapter's center territory (city meetings are held), the new member will be assigned to that chapter as that is a reasonable commute to attend meetings and benefit from chapter activities.
  - b. Determination is made by the preferred mailing address of the member in relationship to the primary city/address the chapter meetings are held. If your meetings are outside of your posted 'territory city', the members may not have convenient access to meeting.
  - c. Above guideline will be followed unless member specifically requests another local chapter and can provide information to support their involvement in the chapter outside of their current mailing address.
  - d. Occasionally, another chapter may be closer to where they work or the meeting times/day correspond better with work, and not home and vice versa.
  - e. If the member did not select chapter that is within radius, then National Staff may either prorate the amount of dues received and share to both chapter and National, providing a shorter membership year, or they may hold processing of membership until additional fees are collected from the member.
  - f. If a member is NOT on the local chapter rosters provided by National, this person has not joined the local chapter.

- Chapters should alert National if they are aware of a person attending local meetings that claim they are a member of either National and/or the chapter. They will need to work with National to get membership set up.
  - Chapters may use the national Online Member Directory to determine if someone is a National member, and perhaps just needs to add their local chapter.
  - Chapter dues should filter through National to ensure the person is assigned to the local chapter and appear on chapter roster reports.
- g. Chapter dues collected by National are then distributed once a month, following the month they were collected. Members may join multiple chapters.

**Subject:** Speaking or Writing on Behalf of CMSA

**Policy:** "National Policy Only"

**Established:** By CMSA National. This Policy cannot be altered to fit chapter needs.

**Policy Objectives:** The proposed guidelines are to assist the CMSA Board and Committees in carrying out their responsibilities with the following objectives:

- To provide uniform guidance for the CMSA National Board and Committee Chairs when responding to requests or opportunities to speak or author an article or comment.
- To avoid instances, which may lead to misunderstanding of an individual's role in relationship to CMSA.
- To avoid misrepresentation of CMSA.

**Note:** *Individual CMSA Board of Directors Members or Society Members may speak for themselves, but must advise that their comments represent their personal views only. Chapter Leaders MAY NOT speak on behalf of CMSA National. Chapter Leaders may not speak on behalf of CMSA in any capacity.*

### Speaking on Behalf of CMSA

**Official Representation of CMSA:** The National President, National Executive Director, and National Associate Executive Director are authorized to speak officially on behalf of CMSA. The context of their comments should be in accordance with the mission and vision of CMSA.

**CMSA Appointments:** The President may appoint and the Board of Directors may ratify persons to represent CMSA on various Advisory Boards. The appointee must agree to give updated reports to the CMSA Board of Directors. Any Individual may sit on other association boards or committees representing themselves as an individual or their industry. They may not sit on other boards or committees representing CMSA National nor the Local Chapter.

**CMSA Board Member Presentations:** Any presentations(s) which contain slides in which a Board Member represents CMSA must be sent to the National CMSA Director of Communications for clearance and consistent messaging and branding.

**CMSA Board Member Presentation Opportunities Without Funding:** If there are opportunities for presentations and no funds are allocated by CMSA or by the requesting organization, expenses will be the individual's. Persons are free to accept or decline such appointments.

**CMSA Chapter Members:** CMSA Chapter members may officially represent CMSA only with written authorization by the National President or Executive Director.

**Public Statements Regarding CMSA's Standards of Practice:**

I will not hold myself out to the public, the press, or other third parties as authorized to act on behalf of CMSA unless I have the advance written permission of the National Board of Directors or Executive Director of CMSA. Specifically, I will not make statements on behalf of CMSA to third parties, including expert opinions, speeches, articles, professional forums or private communications without the advance written permission of the National Board of Directors or Executive Director of CMSA. I understand, however, that I may engage in all of the above activities without permission from the Board of Directors or Executive Director so long as I am not acting on behalf of CMSA and so long as I do not represent that I possess special knowledge of the Standards as a result of participating in the process of revising the Standards.

**Guidelines to Speakers:** When speaking to an organization, if you are officially representing CMSA, then it is appropriate for your position in relation with CMSA to be noted in writing on promotional materials. If you are not officially speaking for CMSA, in order to avoid the appearance of speaking on behalf of CMSA on the topic at hand, the reference to CMSA should not appear in writing on promotional materials or handouts. Upon introduction, it may be noted that you hold a given office or designation with CMSA but you must provide a disclaimer.

*For Example: "Please Understand that the opinions you will hear me express to you today in my presentation are my own and are not those of CMSA. As such, CMSA is not responsible for and may not be held liable for any damages related to my presentation."*

Be very clear with the organization you are contracting with to provide educational material or speeches that you are representing your own and/or your company's opinion unless you have received official permission to represent CMSA through the National Office.

Upon providing a bio, CV or resume, include the memo from the CMSA Board of Directors to Media, Conference Planners and Speakers

If you are using a PowerPoint slide for your presentation please include the following disclaimer:

"The opinions contained in these materials are those of the presenter and not those of CMSA. As such, CMSA is not responsible for and may not be held liable for any damages related to these materials."

### **Writing on Behalf of CMSA**

**Authority to Represent CMSA in Writing:** The National President, Executive Director, and Associate Executive Director are authorized to write officially on behalf of CMSA. The context of their manuscript should be in accordance with the mission and vision of CMSA.

For any unofficial written statements all members must include the following disclaimer.

*"The opinions contained in this statement are those of the author and not of CMSA. As such, CMSA is not responsible for and may not be held liable for any damages related to this statement."*

**Letterhead Use:** Official CMSA letterhead is used only by the National Office and in support of official CMSA documents generated by the President, CMSA Staff or member of the Board of Directors with Board approval to officially represent CMSA. Chapter may chose to create chapter letterhead for member communications, or event promotions. This should not be used to write a letter to an organization on topics outside of CMSA's own activities. This could provide an appearance that your letter is the opinion of or supported by CMSA.

**CMSA Logo Authority and Use:** All requests for CMSA logo use must be submitted in writing to the CMSA National Office. Requests must include: for what purpose the logo will be used [ex: marketing piece; presentation; chapter/book, etc], sample of document in which logo is to be used, and proposed date of use.

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Allow 10 working days for written reply. Wherever used, the CMSA logo is not to be altered in any form. Affiliated chapters of CMSA must show the national logo in conjunction with the locally developed logo on letterhead, websites, etc. When used in conjunction with a local chapter logo, the CMSA national logo may not be altered in any way. Chapters developing their own logo may not alter the CMSA National logo and add their wording to create a local logo.

**Written Communications to Legislators or Regulators:** Communications to legislators, legislative staffers and/or regulators should always be submitted to the National President and Executive Director for review and approval prior to expressing a position on behalf of CMSA.

**Guidelines for Reference to National Board or Committee Work in Your Personal CV/Resume:**

Each participating Board Member or Committee Member has earned the position they hold with CMSA and as such may note the position on their curriculum vitae or resume.

**Other Requests:** Others wishing to speak or officially on behalf of CMSA should request permission of the CMSA National President and Executive Director by submitting the content of the talk or article to the National President or Executive Director. Written CMSA approval is required prior to offering the information to the public on CMSA's behalf.

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# COMMITTEE CHARTERS

While Committee Charters are not policies, they do help guide the work of the chapter and help the Chapter to measure the work and outcome of the chapter and its members.

Committee Charters – each committee chair develops a charter outlining the role of the committee. The board of directors must approve all committee charters. The following charters have been developed and approved for National committees.

**NOTE:** Some of the sample charters reflect past dates and current charters may reflect a different scope or goals depending on the current committee's work.

The items below are typically covered in a Committee Charter, however, may incorporate more, or less than the examples cited.

**COMMITTEE NAME:**

**PURPOSE:**

**SCOPE/ROLE of Committee:**

**GOALS (deliverables):**

**REPORTING PROCESS:**

**STANDING COMMITTEES & WORKGROUPS:**

**MEETING FREQUENCY:**

**MEMBERSHIP: (list chair and members)**

**ROLE OF COMMITTEE CHAIR:**

**COMMITMENT OF COMMITTEE MEMBERS:**

**CONFIDENTIALITY STATEMENT:**

**CONFLICT OF INTEREST:**

<b>Date Sent to CMSA Board:</b>
<b>Date Approved:</b>
<b>Date Revised:</b>

**See example charters on the following pages:**

## **Case Management Society of America, Inc.**

### **Finance and Audit Committee Charter**

The role of the Finance and Audit Committee is primarily to provide financial oversight for the organization, including financial planning, financial reporting, and the creation and monitoring of internal controls.

The committee shall be comprised of no more than five members, to include the CMSA Treasurer as Committee Chair. At least one of the members must be an expert in financial accounting and reporting matters as they pertain to nonprofit organizations and may or may not be a member of the CMSA Board of Directors or a member of the Society

The following outlines the basic responsibilities of the CMSA Finance and Audit Committee.

#### **Budgeting and Financial Planning**

1. Review the annual operating budget in conjunction with management staff.
2. Approve the budget within the finance committee and recommend it to the Board of Directors for their final approval.
3. Monitor adherence to the budget.
4. Make recommendations to the Board of Directors for long-range financial goals along with funding strategies to achieve them.
5. Advise the staff in developing multi-year operating budgets that integrate strategic plan objectives and initiatives.
6. Present all financial goals and proposals to the board of directors for determination.

#### **Reporting**

1. Develop useful and readable financial report formats working closely with staff.
2. Work with staff to develop a list of desired reports noting the level of detail, frequency, deadlines, and recipients of these reports.
3. Work with staff to understand the implications of the reports.
4. Present the financial reports to the Board of Directors.

#### **Internal Controls and Accountability Policies**

1. Create, approve, and update (as necessary) policies that help ensure the assets of the organization are protected.
2. Ensure policies and procedures for financial transactions are documented in a manual, and the manual is reviewed annually, and updated as necessary.
3. Ensure adherence to approved financial policies and procedures are being followed.

#### **Audits**

1. Review and recommend the auditor to the Board of Directors for their approval.
2. Review and approve the draft financial statements, audit report, and 990/990T as presented by the auditor
3. Review the auditor's comments on internal control and accounting practices.
4. Present the audit report to the full Board of Directors(if the auditor does not do this)
5. Follow up any board's directives relating to the audit findings or recommendations.

**FINAL: RATIFIED APRIL 4, 2011**

## Case Management Society of America Educational Committee Charter 2010-11

### **PURPOSE**

To ensure educational activities developed for members of the Case Management Society of America's support the educational needs of the professionals and are in line and support the mission and vision of the organization.

### **SCOPE**

The Education Committee is responsible to:

- › Assist in designing surveys and tools to assess the educational needs of the practicing case manager.
- › Review educational materials and programs as directed by CMI/ CMSA to ensure objectivity, not commercially biased and meet the educational needs of the practice. This would entail review of educational offerings for Annual Conference, Leadership Workshop and/or other educational events sponsored by the organization.
- › Develop and recommend to the Board new educational opportunities.
- › Recommend to the Board of Directors a list of "Thought Leaders" who would be considered to participate in a Coalition who will be responsible for developing guidelines organizations can use to develop the next generation of case management.
- › Ongoing review of tools and resources to be made available to the Educational Library that support professional development.
- › Develop a mentoring program to welcome new professionals into the practice and provide seasoned case managers with career path alternatives that promote professional growth.
- › Report committee activities and recommendations to the Board of Directors.

### **GOALS:**

- › Provide case managers access to educational tools that enhance clinical and professional development
- › Encourage practicing case management professionals to communicate educational needs and challenges they face in the practice.
- › Provide the Board of Directors with recommendations, direction, and evaluation data that demonstrate educational offerings are congruent with strategic initiatives
- › Provide opportunities for CMSA members to be actively involved in educational programs and feedback mechanisms that enhance the practice of case management.

### **REPORTING**

The Committee Chair will prepare a report for each Board meeting.

### **MEETING FREQUENCY**

- › The Education Committee will conduct business through regularly scheduled teleconference calls and electronic communications.

### **DECISION MAKING**

- › The Committee will utilize a consensus decision making process when possible. When consensus decisions are not possible, decisions will be made by a simple majority of a roll call vote.

**MEMBERSHIP****Committee Chair:**

- ▶ The Education Committee shall have an experienced CMSA member as Chair or two (2) co-chairs, appointed by the President.
- ▶ The Chair/Co-chair's term shall be for one year with annual reappointment possible, up to but not to exceed a three (3) year term.

▶ **Committee Members:**

The Educational Committee Chair will select a minimum of six members and a maximum of 11 CMSA members to be volunteer members on the committee. Selection criteria will include (but is not limited to) the following factors:

- Experience and/or involvement working on previous projects with CMI and/or the national CMSA Board
- Experience presenting at national and/or local CMSA conferences
- Leadership experience at the local CMSA chapter level, including Board involvement and/or committee chair experience
- Experience with direct education or continuing education program development in the academic or workplace setting
- Experience working on local CMSA chapter educational program or conference committee

**ROLE OF COMMITTEE CHAIR/ CO-CHAIRS:**

The Education Committee Chair shall be responsible for:

- ▶ Serving as Chair for all meetings of the Education Committee
- ▶ Coordinating development of committee goals and objectives
- ▶ Coordinating ongoing activities of the Committees with those of the Annual Conference Planning committee.
- ▶ Reporting Education Committee activities and recommendations to the Board
- ▶ Producing minutes of all meetings of the Education Committee
- ▶ Maintaining the roster of Education Committee members
- ▶ Coordinating and scheduling conference calls

Date Approved:
Date Revised:

## PUBLIC POLICY COMMITTEE CHARTER GUIDELINES FOR COMMITTEE PARTICIPATION

### Policy:

It is the intent of CMSA to have a Public Policy Committee, to serve as a communication and educational resource for health policy issues related to our professional practice. The Committee will make recommendations to the Board of Directors regarding issues the organization may chose to take action on. The Committee is dedicated to guiding and aiding each Chapter within CMSA in the development of processes that will enhance their ability to educate and mobilize members in the public policy arena.

### Scope:

Case Managers open up new areas of thought, research and development, leading the way towards the day when every American will understand what services a care manager can provide and how to access those services. Defining issues on a National, State and Local level and maintaining an active Public Policy Committee is a powerful way to enhance the political power of CMSA, as well as establishing a proactive alliance with each Chapter within the organization. Case Managers are an integral part of the collaborative team model currently developing in the US. Case Managers play a critical role in healthcare, ensuring patient satisfaction, controlling costs, and reducing risk.

### Goals:

- Develop a process by which regulatory and legislative issues pertinent to the profession of case management will be evaluated.
- Educate members on the basics of the political process.
- Assist and support Chapters in establishing their own public policy committees.
- Develop a grassroots network dedicated to public policy lobbying activities.
- Establish guidelines under which this grassroots network will operate.
- Develop lobbying strategies to include – an official Lobby Day for CMSA
- Actively network with other professional organizations.
- Participate in public policy initiatives, e.g., Lobby Day in Washington, D.C.

### Composition of Committee:

Chair: appointed by President of CMSA and approved by Board of Directors

Vice Chair: appointed by Chair of Committee

Nine members (including above): complete an approved application and agree to comply with membership expectations; chosen by Chair and Vice Chair based on professional, political, and CMSA experience and geographic location, to enhance the goals of the committee.

### Term of Office:

Chair – 2 Years

4 Members – 2 Years

4 Members – 3 Years

**Benefits of Committee Membership:**

Members will be sponsored by CMSA, as funding allows, to attend approved committee meetings, such as Lobby Day in Washington, D.C.

**Role of Committee Chair:**

The role of the Committee Chair is to:

- Promote the mission of CMSA and work to enhance the visibility of the organization in the legislative arena;
- Collaborate with Chapters to encourage and support public policy involvement.
- Inform the BOD of CMSA on public policy issues pertinent to our profession and seek input as necessary;
- Work with staff to facilitate ongoing group meetings or communiqués and assign members ongoing tasks in their designated territories to monitor public policy issues pertinent to our organization;
- Represent CMSA at meetings, as requested by the President and/or Executive Director, deemed pertinent to case management in the public policy arena, and report outcomes. This reports may be made verbally, in a written format, or may be in the form of a communiqué via professional magazines, etc. (May assign a designee);
- Chair committee meetings;
- Establish annual Committee schedule for mandatory calls, meetings, and events in which members must participate, in order to plan for active involvement of all members.
- Assign a member to monitor CoP regularly and report to the committee on topics that need input.

**Commitment of Committee Members:**

- Participate in 3-5 Conference Calls = 1-2 hours each (max 10 hrs).
- Attend face to face meetings at Annual Conference (PPC Meeting), CoP, and manning CMSA booth (average 5 hours).
- Be an active participant in discussions on the online Forum ([www.cmsa.org/bod](http://www.cmsa.org/bod)) on a regular basis.
- Attend Lobby Day in Spring, March/April timeframe: 1-2 days.
- Participate in activities for individual projects, as established by Committee Chair.

**Inability to Comply with Commitment:**

If a member is unable to meet his or her commitment to the committee, it is their responsibility to notify the Chair, in order to allow the Committee to continue meeting the needs of the membership. The Chair will inform the CMSA BOD and other committee members.

Members may be excused from 2 mandatory meetings annually with Chair/Vice Chair knowledge. Excused absences would include: work, travel, illness, or personal situations. It would be the member's responsibility to review meeting minutes and comply with delegated responsibilities.

Signed off: \_\_\_\_\_ Date: \_\_\_\_\_  
Margaret Leonard, PPC Chairman, 2008-2009

## Case Management Society of America Awards Committee Charter 2008-2009

**PURPOSE:** To provide a mechanism to review criteria for existing awards as needed; review recommendations for potential new awards and develop criteria for them; develop criteria for judging each award.

**SCOPE:** Responsibility for the following awards as known as of this date:

- National Case Manager of the Year
- National Award of Service Excellence
- Chapter Award of Excellence for Best Use of Internet Technology
- Chapter Award of Excellence for Public Policy and Advocacy
- Chapter Award of Excellence for Chapter Conference
- Chapter Award of Excellence for Education Program
- Chapter Award of Excellence for Membership Development
- Chapter Award of Excellence for Print
- Lifetime Achievement Award
- Award of Excellence in Adherence Management

**GOALS (deliverables):**

- Criteria for each award
- Process and Forms for evaluating nominees for each award
- Identification of qualifications of reviewers

**REPORTING:** To the CMSA President

**STANDING COMMITTEES & WORKGROUPS:**

- CMOY/AOSE committee
- Others to be determined

**MEETING FREQUENCY:** TBD

**MEMBERS:** Chair, Terry Kelley  
CMOY/AOSE Chair, Tess Trammell  
Marilyn Edwards  
Carol Gleason  
Kathleen Fraser  
Anne Llewellyn  
Staff Liaisons: Michele Lee & Nikki Jackson

**ROLE OF COMMITTEE CHAIR:**

- Convene meetings at prescribed intervals.
- Facilitate communication between committee members, written and verbal, during meetings and between meetings.
- Ensuring Task Force members have adequate information and resources.
- Ensuring documentation adequately represents the deliberations and determinations of the Committee.
- Reporting to the CMSA BOD at prescribed intervals. (TBD)

Date Approved:
Date Revised:

## Case Management Society of America

### NOMINATIONS COMMITTEE/TASK FORCE Charter (2009)

**PURPOSE:** Strive to identify and procure cutting edge leadership for CMSA

**SCOPE:** This current committee will be convened during the summer and fall of 2009. In addition, the Nominations Committee will evaluate current Nominations processes and ensure that they help to meet the objectives of increasing the strength and diversity of the board.

**GOALS (deliverables):**

- *Fill all vacancies of the National CMSA Board of Directors*
- *Present a ballot to the membership of CMSA that is:*
  - *qualified*
  - *diverse*
  - *fully contested*
- *Promote awareness to Membership and Chapters on ability to nominate and participate in process of nominations*
- *Establish an ongoing process of routine leadership cultivation and procurement*

**REPORTING:** The committee reports to the National Board for approval of the process and ultimately to ratify the proposed slate of candidates. In addition the committee will keep the Governance Realignment Steering Committee apprised of committee activities and recommendations that influence or may be influenced by the current (2009) Governance Realignment process.

**MEETING FREQUENCY:**

July 24, 2009, 10:00 AM Pacific (completed)  
 August 7, 2009 10:00 AM Pacific  
 August 26, 2009 10:00 AM Pacific  
 September 16, 2009 10:00 AM Pacific (tentative)

Additional meetings will be determined on an ad hoc basis.

**MEMBERSHIP:**

Jeff Frater, chair  
 Randall Van Den Berghe (staff liaison)  
 Kathleen Moreo  
 Marianne DiMola  
 Kim Schmoll

Date Approved:
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Date Revised:
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